2025 MANUAL OF PROCEDURE

Rotary

2025 MANUAL OF PROCEDURE

The purpose of the *Manual of Procedure* is to provide Rotary leaders with the constitutional and governance documents relevant to their service. The manual is published every three years after the Council on Legislation. An electronic copy is provided to each Rotary club and Rotary officer. If any questions arise about the meaning or interpretation of the manual, including the RI Constitution and other governance documents, the English-language version of these materials is the official text.

The manual contains the following governance documents:

- RI Constitution
- RI Bylaws
- Standard Rotary Club Constitution
- Recommended Rotary Club Bylaws
- Bylaws of The Rotary Foundation of Rotary International

Rotarians can also find policies and procedures in the **Rotary Code of Policies** and **The Rotary Foundation Code of Policies** on the Rotary website. These documents are revised after each Board and Trustee meeting.

For assistance with policy questions, please contact your Club and District Support representative (**my.rotary.org/en/contact/representatives**).

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One Rotary Center
1560 Sherman Avenue
Evanston, IL 60201-3698 USA

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CALENDAR FOR 2025-26

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KEY TO TEXT REFERENCES

References throughout the *Manual of Procedure* include:

RCP*
Rotary Code of Policies, a compendium of current Board policies, available at **my.rotary.org/en/knowledge-and-resources/resources-and-reference/governance-documents**

TRFC*
The Rotary Foundation Code of Policies, a compendium of current Trustee policies, available at **my.rotary.org/en/knowledge-and-resources/resources-and-reference/governance-documents**

RIC
Constitution of Rotary International, available in this manual

RIB
Bylaws of Rotary International, available in this manual

SRCC
Standard Rotary Club Constitution, available in this manual

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Legislation from the Council on Legislation or RI Convention. The first number indicates the year of the Council or RI Convention when the legislation was adopted. The second is the number of the adopted legislation. For example, 80-102 refers to item of legislation 102 adopted at the 1980 Council on Legislation.

Note:* The RI Board and The Rotary Foundation Trustees meet several times each year, and Board and Trustee policies change as a result. Therefore, for the most up-to-date information, visit the **governance documents section of My Rotary to find the current versions of the Rotary Code of Policies and The Rotary Foundation Code of Policies.

1 ROTARY'S GUIDING PRINCIPLES

Rotary's 100-year track record of Rotarians joining together to use their skills and passion to make a difference in their communities is one that fosters pride worldwide. In addition to our governance documents, Rotary clubs and districts should be familiar with Rotary's guiding principles and values statements in order to carry out Rotary's mission and understand our history of commitment to professionalism and service. The following is a selection of value statements and principles that Rotarians and Rotary clubs use to inspire their involvement and engagement in Rotary.

MOTTO OF ROTARY INTERNATIONAL

Service Above Self and One Profits Most Who Serves Best are the official Rotary Mottos. Service Above Self is the principal motto of Rotary. (RCP 34.080., 50-11, 51-9, 89-145, 01-678, 04-271, 10-165)

MISSION STATEMENT OF ROTARY INTERNATIONAL

We provide service to others, promote integrity, and advance world understanding, goodwill, and peace through our fellowship of business, professional, and community leaders. (RCP 26.010.1.)

MISSION STATEMENT OF THE ROTARY FOUNDATION

The Rotary Foundation helps Rotary members to advance world understanding, goodwill, and peace by improving health, providing quality education, improving the environment, and alleviating poverty. (TRFC 10.020., 07-116)

CORE VALUES

Rotary adopted the core values in 2007 as part of the Rotary Strategic Plan, understanding that these five values are fundamental traits of being a Rotarian. Since their adoption, the core values have been reaffirmed by the Board and are strongly supported by Rotarians throughout the world. (RCP 26.010.2.) Rotary International's core values are:

- Service
- Fellowship
- Diversity
- Integrity
- Leadership

CLUB CULTURE

Rotary and Rotaract clubs are expected to foster a culture of respect, positive engagement, and demonstrate how they value the contributions of people with different backgrounds and characteristics, as well as differences in ideas, thoughts, values, and beliefs. Clubs should also provide their members, participants, and future members with resources, opportunities, networks, and support. (RCP 4.010.1)

THE FOUR-WAY TEST

Of the things we think, say or do:

1) Is it the TRUTH?
2) Is it FAIR to all concerned?
3) Will it build GOODWILL and BETTER FRIENDSHIPS?
4) Will it be BENEFICIAL to all concerned?

The Four-Way Test was created in 1932 by Rotarian Herbert J. Taylor, who later became president of Rotary International. (RCP 34.070.)*

Reproduction and Use
The sole purpose of any reproduction or use of The Four-Way Test should be to develop and maintain high ethical standards in human relations. The test should not be reproduced in any advertisement intended to increase sales or profits. It may, however, be used on the letterhead or in the literature of a firm, organization, or institution to convey its sincere attempt to conduct itself along the lines of The Four-Way Test. All reproductions of The Four-Way Test should be in the form shown above.

STATEMENT OF CONDUCT FOR WORKING WITH YOUTH

Rotary International strives to create and maintain a safe environment for all youth who participate in Rotary activities. To the best of their ability, Rotarians, Rotarians' partners, and other volunteers must safeguard the children and young people with whom they come into contact and protect them from physical, sexual, and emotional abuse. (RCP 2.120.1.)

1923 STATEMENT ON COMMUNITY SERVICE

The following statement was adopted at the 1923 convention and amended at subsequent conventions. It is included in the *Manual of Procedure* because of its historical value. (RCP 8.040.1.)

In Rotary, Community Service is to encourage and foster the application of the ideal of service in each Rotarian's personal, business, and community life.

In carrying out this application of the ideal of service, many clubs have developed various community service activities as affording opportunities for service by their members. For the guidance of Rotarians and Rotary clubs and to formulate a policy for Rotary toward community service activities, the following principles are recognized and accepted as sound and controlling:

1) Fundamentally, Rotary is a philosophy of life that undertakes to reconcile the ever present conflict between the desire to profit for one's self and the duty and consequent impulse to serve others. This philosophy is the philosophy of service — "Service Above Self" and is based on the practical ethical principle that "One Profits Most Who Serves Best."
2) Primarily, a Rotary club is a group of representative business and professional people and community leaders who have accepted the Rotary philosophy of service and are seeking:

   First, to study collectively the theory of service as the true basis of success and happiness in business and in life; and second, to give, collectively, practical demonstrations of it to themselves and their community; and third, each as an individual, to translate its theory into practice in business and in everyday life; and fourth, individually and collectively, by active precept and example, to stimulate its acceptance both in theory and practice by all non-Rotarians as well as by all Rotarians.
3) RI is an organization that exists
   a) for the protection, development, and worldwide propagation of the Rotary ideal of service;
   b) for the establishment, encouragement, assistance, and administrative supervision of Rotary clubs;
   c) as a clearing house for the study of their problems and, by helpful suggestion but not compulsion, for the standardization of their practices and of such community service activities, and only such community service activities, as have already been widely demonstrated by many clubs as worthwhile and as are within, and will not tend to obscure, the Object of Rotary as set out in the RI constitution.
4) Because they who serve must act, Rotary is not merely a state of mind, nor Rotary philosophy merely subjective, but must translate itself into objective activity; and the individual Rotarian and the Rotary club must put the theory of service into practice. Accordingly, corporate action by Rotary clubs is recommended under the safeguards provided herein. It is desirable that every Rotary club sponsor a major community service activity each fiscal year, varied from year to year if possible before the end of the fiscal year. This activity is to be based upon a real community need and should require the collective cooperation of all its members. This is to be in addition to the club's continuing its program for the stimulation of the club members to individual service within the community.
5) Each individual Rotary club has absolute autonomy in the selection of such community service activities as appeal to it and as are suited to its community; but no club should allow any community service activity to obscure the Object of Rotary or jeopardize the primary purpose for which a Rotary club is organized; and RI, although it may study, standardize, and develop such activities as are general and make helpful suggestions regarding them, should never proscribe any community service activity for any club.
6) Although regulations are not prescribed for an individual Rotary club in the selection of community service activities, the following rules are suggested for its guidance:
   a) Because of the limited membership of Rotary, only in a community where there is no adequate civic or other organization in a position to speak and act for the whole community should a Rotary club engage in a general community service activity that requires for its success the active support of the entire citizenship of the community, and, where a chamber of commerce exists, a Rotary club should not trespass upon nor assume its functions, but Rotarians, as individuals committed to and trained in the principle of service, should be members of and active in their chambers of commerce and as citizens of their community should, along with all other good citizens, be interested in every general community service activity, and, as far as their abilities permit, do their part in money and service;

b) As a general thing, no Rotary club should endorse any project, no matter how meritorious, unless the club is prepared and willing to assume all or part of the responsibility for the accomplishment of that which it endorses;

c) While publicity should not be the primary goal of a Rotary club in selecting an activity, as a means of extending Rotary's influence, proper publicity should be given to a worthwhile club project well carried out;

d) A Rotary club should avoid duplication of effort and in general should not engage in an activity that is already being well handled by some other agency;

e) A Rotary club in its activities should preferably cooperate with existing agencies, but where necessary may create new agencies where the facilities of the existing agencies are insufficient to accomplish its purpose. It is better for a Rotary club to improve an existing agency than to create a new and duplicative agency;

f) In all its activities a Rotary club acts best and is most successful as a propagandist. A Rotary club discovers a need but, where the responsibility is that of the entire community, does not seek alone to remedy it but to awaken others to the necessity of the remedy, seeking to arouse the community to its responsibility so that this responsibility may be placed not on Rotary alone but on the entire community where it belongs; and while Rotary may initiate and lead in the work, it should endeavor to secure the cooperation of all other organizations that ought to be interested and should seek to give them full credit, even minimizing the credit to which the Rotary club itself is entitled;

g) Activities which enlist the individual efforts of all Rotarians generally are more in accord with the genius of Rotary than those requiring only the mass action of the club, because the community service activities of the Rotary club should be regarded only as laboratory experiments designed to train members of a Rotary Club in service. (RCP 8.040.1., 23-34, 26-6, 36-15, 51-9, 66-49, 10-165)

STATEMENT ON COMMUNITY SERVICE

The 1992 Council on Legislation adopted the following statement on community service.

Rotary Community Service encourages and fosters the application of the ideal of service to the personal, business, and community life of every Rotarian.

In carrying out this application of the ideal of service, a variety of activities developed by Rotary clubs have afforded significant opportunities for service by their members. For the guidance of Rotarians and to formulate a policy for Rotary toward community service activities, the following principles are recognized:

Community Service is an opportunity for every Rotarian to exemplify "Service Above Self." It is the commitment and social responsibility of every Rotarian and Rotary club to improve the quality of life for those who live in the community and to serve the public interest.

In this spirit, clubs are encouraged to:

1) review regularly service opportunities within their communities and involve each club member in an assessment of community needs;

2) capitalize on the unique vocational and avocational talents of members in implementing their community service projects;

3) initiate projects in accordance with the needs of the community and commensurate with the club's standing and potential in the community, recognizing that every community service activity, however small, is important;

4) work closely with the Interact clubs, Rotaract clubs, and Rotary Community Corps and other groups which they sponsor, in order to coordinate community service efforts;

5) identify opportunities to enhance community service projects through Rotary programs and activities at the international level;

6) involve the community, when desirable and feasible, in implementing community service projects, including the provision of required resources;

7) cooperate with other organizations in accordance with RI policy to achieve community service objectives;

8) achieve proper public recognition for their community service projects;

9) act as catalysts to encourage other organizations to work together in community service efforts;

10) transfer responsibility for continuing projects, when appropriate, to community, service, or other organizations, so that the Rotary club can become involved in new projects.

As an association of clubs, RI has the responsibility to communicate news of community service needs and activities, and from time to time suggest programs or projects which advance the Object of Rotary and which would benefit from the concerted efforts of Rotarians, clubs, and districts who wish to participate. (RCP 8.040.2., 92-286)

OBJECT OF ROTARY

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service. (RIC 3; SRCC 5)

FIVE AVENUES OF SERVICE

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality by striving for positive peace in the community.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and positive peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster positive world peace and cultural understanding. (SRCC 6)

2 ROTARY'S STRATEGIC PLAN

ROTARY'S VISION STATEMENT

Together, we see a world where people unite and take action to create lasting change — across the globe, in our communities, and in ourselves.

Since Rotary's founding in 1905, building personal and professional connections and serving the needs of others have been at the heart of the Rotary experience. Our ability to deliver this experience in clubs worldwide is a testament to Rotary's strength.

The world today is not the same as it was in 1905. Demographics have shifted, the pace of change has accelerated, and technology has created new opportunities for connection and service. What hasn't changed is a need for the values that define Rotary: fellowship, integrity, diversity, service, and leadership. By honoring our past and embracing our future, we can evolve and keep Rotary not only relevant, but thriving.

To achieve the vision of Rotary International and The Rotary Foundation, Rotary's Action Plan was developed by members for members. As Rotary's strategic plan, the Action Plan works to give us a sustainable approach to supporting healthy clubs and a healthy organization, providing a positive, engaging experience for members and participants, and creating lasting change in the world. Four priorities have been set that will direct our work over the next five years.

INCREASE OUR IMPACT

Define, measure, track, and analyze data from service projects to measure our outcomes, improve project quality, and create lasting change.

The Impact priority focuses on using measurement and data to develop and carry out projects and help understand the positive, lasting change Rotary makes. On a global scale, Rotary is committed to finishing the fight to eradicate polio, and through that decades-long effort, we have built invaluable partnerships, capacity, and expertise that can also be leveraged to support service work in our areas of focus. This priority can also help enhance club projects, ensure our service work is reflective of community needs, and engage data-motivated members or potential members in more robust project activity.

Objectives:

- Eradicate polio and leverage the legacy
- Focus our programs and offerings
- Improve our ability to achieve and measure impact

EXPAND OUR REACH

Develop new and inspiring ways to engage with Rotary to welcome diverse Rotary participants and unite them in taking action.

Reach is about growth of our organization, but also thoughtful growth of both members and participants. It's also about reaching new and diverse audiences and partners and improving understanding of our brand and impact. By sharing stories of clubs as people of action, we can give the public a better understanding of what Rotary does and how we make a difference, helping to attract members, volunteers, and donors.

Objectives

- Grow and diversify our membership and participation
- Create new ways for participants to experience Rotary
- Increase club flexibility and appeal
- Build understanding of our impact and brand

ENHANCE PARTICIPANT ENGAGEMENT

Create new ways to inspire participants and provide valuable experiences that make them want to stay.

Each encounter with Rotary is an opportunity to show what Rotary can do for people as individuals and as members of our communities. In whatever way a participant engages with Rotary — through a club, program, or event — they should find their experience exceeds their expectations. Their Rotary journey should be fulfilling and meaningful whether they're a long-time member or a curious newcomer.

Objectives:

- Support clubs to better engage their members
- Improve understanding and support for individual participants
- Offer new opportunities for personal and professional connection
- Provide learning opportunities for leadership development and skill building

INCREASE OUR ABILITY TO ADAPT

Make Rotary's operating and governance structures more efficient, representative, flexible, and effective while exploring new opportunities through innovation, evidence, and educated risks.

As we Increase Our Ability to Adapt, we build on Rotary's strength as an organization that excels at finding new ways to lead change in the world. We need to look at how we can adapt more quickly to a changing world, how new perspectives can strengthen Rotary, and what new ideas can create lasting change.

Objectives:

- Build a culture of research, innovation, and willingness to take risks
- Streamline governance, structure, and processes
- Foster more diverse perspectives in decision making

More information on **Rotary's Strategic Plan** can be found on the Rotary website.

3 CONSTITUTION OF ROTARY INTERNATIONAL

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CONSTITUTION OF ROTARY INTERNATIONAL

Article 1 Definitions

1. Board: The RI Board of Directors.
2. Club: A Rotary club.
3. Governor: A governor of a Rotary district.
4. Member: A member, other than an honorary member, of a Rotary club.
5. RI: Rotary International.
6. Rotaract club: A club of young adults.
7. Rotaractor: A member of a Rotaract club.
8. Year: The twelve-month period beginning 1 July.

Article 2 The Association and Its Purposes

Rotary International is the association of clubs and Rotaract clubs throughout the world. RI's purpose is to:

(a) Support the clubs, Rotaract clubs, and districts in their pursuit of programs and activities that promote the Object of Rotary; and

(b) Encourage, promote, extend, and supervise Rotary throughout the world.

Article 3 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 4 Membership

Section 1 — *How Constituted.* The membership of RI is clubs and Rotaract clubs.

Section 2 — *Composition of Clubs.*

(a) A club is composed of adults who:

1. demonstrate good character, integrity, and leadership;
2. possess good reputation within their business, profession, occupation, and/or community; and
3. are willing to serve in their community and/or around the world.

(b) Clubs shall have a well-balanced membership in which no one business, profession, occupation, type of community service, or other classification predominates.

(c) The RI bylaws may provide for active and honorary membership in clubs and the qualifications for each.

(d) If approved by the board, a club or Rotaract club is not required to use the word "club" in its name in countries where the word "club" has an inappropriate connotation.

Section 3 — *Composition of Rotaract Clubs.* The board shall determine the composition of Rotaract clubs.

Section 4 — *Ratification of Constitution and Bylaws.* Every club and Rotaract club is bound by the requirements of this constitution and the RI bylaws, and any amendments to them, not contrary to law.

Section 5 — *Exceptions.* The board may, as a pilot project, admit into membership or permit the reorganization of up to 1,000 clubs that have provisions in their constitutions that are not in accordance with this constitution, the RI bylaws, and the standard club constitution. A pilot project may last no longer than six years. At the end of the pilot project, all clubs shall adopt the standard club constitution.

Article 5 Board of Directors

Section 1 — *How Constituted.* There are 19 members of the board, including the president and the president-elect. The president is chair of the board. Seventeen directors are selected in accordance with the provisions of the RI bylaws.

Section 2 — *Powers.* The affairs and funds of RI are under the direction and control of the board in conformity with this constitution, the RI bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

Section 3 — *Finances.* The board may spend, consistent with the budget provided for in the RI bylaws, the current income and amounts from the RI reserve necessary to accomplish the purposes of RI. The board shall report to the following convention and council on legislation the reasons for any expenditures from the RI reserve. The board shall at no time incur a debt that exceeds the net assets of RI.

Section 4 — *Secretary.* The general secretary is secretary of the board and has no vote in its proceedings.

Article 6 Officers

Section 1 — *Titles.* The officers of RI are president, president-elect, vice-president, treasurer, other directors, general secretary, governors, and the chair, chair-elect, and honorary treasurer of RI in Great Britain and Ireland.

Section 2 — *How Elected.* The officers of RI are nominated and elected as provided in the RI bylaws.

Article 7 Administration

Section 1 — Rotary International in Great Britain and Ireland (RIBI) is an RI administrative territorial unit comprising all clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man. The powers, purposes, and functions of RIBI are those in the RIBI constitution, as approved by the council on legislation and in this constitution and the RI bylaws.

Section 2 — Clubs are administered under the general supervision of the board, in conformity with this constitution and the RI bylaws, with direct supervision:

(a) By the board.

(b) By a governor in a district.

(c) As otherwise determined by the board and approved by the council on legislation.

(d) By RIBI, of clubs in Great Britain, Ireland, the Channel Islands, Gibraltar, and the Isle of Man.

Section 3 — Rotaract clubs are administered under the general supervision of the board or other supervision as determined by the board.

Article 8 Convention

Section 1 — *Time and Place.* An RI convention is held during the last three months of each year, at a time and place determined by the board.

Section 2 — *Special Conventions.* In case of emergency, special conventions may be called by the president with approval of the board.

Section 3 — *Delegates and Voting.* The duly accredited delegates, proxy holders, and delegates-at-large shall constitute the voting body of the convention.

(a) A club is entitled to at least one vote either by one of its members as a delegate, or by proxy. Any club with a membership of more than 50 is entitled to one additional vote for each additional 50 members or major fraction thereof. Membership is determined as of 31 December immediately before the convention. A club entitled to more than one vote may choose to send more than one delegate to the convention or may authorize a delegate or proxy to cast more than one of its votes.

(b) Each officer and past president of RI who is a member of a club is a delegate-at-large.

Section 4 — *Voting.* Voting is as provided in the RI bylaws.

Article 9 Council on Legislation

Section 1 — *Purpose.* The council on legislation shall constitute the legislative body of RI.

Section 2 — *Time and Place.* The council on legislation shall convene once every three years in April, May, or June, but preferably in April. The board sets the date and place of the meeting. It is held in the vicinity of the RI world headquarters unless there are compelling financial or other reasons for it to be held elsewhere, as determined by a two-thirds vote of the entire board. Online participation in a council on legislation may be authorized by the board only under exceptional circumstances and for compelling reasons.

Section 3 — *Procedures.* The council on legislation shall consider proposals duly submitted to it. Its action is subject only to action by clubs as provided in the RI bylaws. The membership of the council on legislation is as provided in the RI bylaws.

Section 4 — *Extraordinary Meetings.* An extraordinary meeting of the council on legislation may be called by a vote of at least 90 percent of the entire board. The board sets the time and place for the meeting. Only legislation submitted by the board is considered. The submission deadlines and procedures provided elsewhere in the constitutional documents of RI do not apply unless time permits. Any action of the meeting is subject to action by clubs, as provided in section 3 of this article.

Article 10 Dues

Every club and Rotaract club shall pay per capita dues to RI twice per year, or at other times set by the board.

Article 11 Foundation

Section 1 — There shall be a Foundation of RI to be established and operated in accordance with the provisions of the RI bylaws.

Section 2 — All gifts, devises, or bequests of money or property, and income therefrom, received by RI and any surplus funds of RI, as authorized by the convention, shall become the property of the Foundation.

Article 12 Membership Title and Insignia

Section 1 — *Active Members.* Active members are known as Rotarians and are entitled to wear the emblem, badge, or other insignia of RI.

Section 2 — *Honorary Members.* Honorary members are known as honorary Rotarians, and are entitled to wear the emblem, badge, or other insignia of RI.

Section 3 — *Rotaract Members.* Members of Rotaract clubs are known as Rotaractors, and are entitled to wear the emblem, badge, or other insignia of Rotaract.

Article 13 Bylaws

Bylaws consistent with this constitution specifying additional provisions for the governance of RI are adopted and may be amended by the council on legislation.

Article 14 Interpretation

Throughout this constitution, the RI bylaws, and the standard club constitution, the words “shall,” “is,” and “are” are mandatory, and the words “may” and “should” are permissive. The terminology “mail,” “mailing,” “ballot-by-mail,” and “club ballot” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 15 Amendments

This constitution may be amended only by a two-thirds vote of the council on legislation.

4 BYLAWS OF ROTARY INTERNATIONAL

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BYLAWS OF ROTARY INTERNATIONAL

Article 1 Definitions

1. Board: The RI Board of Directors.
2. Club: A Rotary club.
3. Constitutional documents: The RI constitution and bylaws, and the standard Rotary club constitution.
4. Governor: The governor of a Rotary district.
5. Member: A member, other than an honorary member, of a Rotary club.
6. RI: Rotary International.
7. RIBI: The administrative territorial unit of RI in Great Britain and Ireland.
8. Rotaract club: A club of young adults.
9. Rotaractor: A member of a Rotaract club.
10. Satellite club: A potential club whose members are also members of a club.
11. TRF: The Rotary Foundation.
12. In Writing: A communication capable of documentation, regardless of the method of transmission.
13. Year: The twelve-month period beginning 1 July.

Article 2 Membership in Rotary International

2.010. Application for Membership in RI.
2.020. Locality of a Club.
2.030. The Standard Rotary Club Constitution.
2.040. The Standard Rotaract Club Constitution.
2.050. Smoking.
2.060. Merger of Clubs.

2.010. *Application for Membership in RI.*
To be admitted to RI, a club or Rotaract club applies to the board for membership. The application shall be accompanied by an admission fee set by the board. Membership takes effect when the board approves it.

2.010.1. *New Clubs.*
A new club shall have at least 15 charter members.

2.020. *Locality of a Club.*
A club may be organized in a locality with one or more clubs. The locality of a club that conducts its activities primarily online shall be worldwide or as the club board determines.

2.030. *The Standard Rotary Club Constitution.*
All clubs shall adopt the standard club constitution, including any future amendments to it.

2.030.1. *Amendments to the Standard Club Constitution.*
A club may amend the standard club constitution in the manner prescribed in the constitutional documents. An amendment automatically becomes a part of the constitution of the club.

2.030.2. *Clubs Chartered Before 6 June 1922.*
Clubs chartered before 6 June 1922 shall adopt the standard club constitution, but may retain variations that were provided to the board before 1990. Variations shall be an addendum to the club's constitution, which may only be amended to conform more closely to the current standard club constitution.

2.030.3. *Exceptions to the Standard Club Constitution.*
By a two-thirds majority of the members present, the board may approve exceptions to the standard club constitution that are required by local law, custom or exceptional circumstances and do not contravene the RI constitution and bylaws.

2.040. *The Standard Rotaract Club Constitution.*
The board shall establish and may amend a standard Rotaract club constitution. All Rotaract clubs shall adopt the standard Rotaract club constitution. An amendment automatically becomes a part of the constitution of the Rotaract club.

2.040.1. *Exceptions to the Standard Rotaract Club Constitution.*
By a two-thirds majority of the members present, the board may approve exceptions to a Rotaract club's constitution that are required by local law, custom, or in exceptional circumstances and do not contravene the RI constitution and bylaws.

2.050. *Smoking.*
Members and their guests should not smoke during meetings and other Rotary events.

2.060. *Merger of Clubs.*
Two or more clubs within the same district may voluntarily merge if each has fulfilled all its financial and other obligations to RI, and the board approves the merger. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. A merged club may be organized in the same locality as one or more other clubs. The board may allow the merged clubs to retain the name, charter date, emblem, and other RI insignia of any of the merging clubs.

Article 3 Resignation, Suspension or Termination of Membership in RI

3.010. Club or Rotaract Club Resignation from RI.
3.020. Board Discipline, Suspension, or Termination of a Club or Rotaract Club.
3.030. Rights of a Suspended Club or Rotaract Club.
3.040. Rights of a Terminated Club or Rotaract Club.
3.050. Reorganization of a Club.
3.060. Termination of a Member or Rotaractor for Good Cause.

3.010. *Club or Rotaract Club Resignation from RI.*
A club or Rotaract club may resign after fulfilling all its financial and other obligations to RI and receiving the board's approval. Resignation takes effect when the board approves it.

3.020. *Board Discipline, Suspension, or Termination of a Club or Rotaract Club.*

3.020.1. *Suspension or Termination.*
The board may suspend or terminate a club or Rotaract club that:

(a) fails to pay its dues or other financial obligations to RI or required levy to the district fund;
(b) misuses TRF funds or that otherwise breaches TRF's stewardship policies, or retains a member or Rotaractor who misuses TRF funds or who otherwise breaches TRF's stewardship policies;
(c) initiates or maintains, or retains a member or Rotaractor who initiates or maintains, litigation against RI, TRF, or the district, including their directors, trustees, officers, agents, and employees, before exhausting all remedies in the constitutional documents and any district written rules; or
(d) fails to appropriately address any youth-protection allegations against a member or Rotaractor in connection with Rotary-related youth programs.

3.020.2. *Suspension for Failure to Report Membership Changes.*
The board may suspend a club that does not timely report membership changes to RI.

3.020.3. *Termination for Failure to Function.*
The board may terminate a club or Rotaract club that ceases to operate, fails to meet regularly, or otherwise fails to function, but only after requesting that the governor submit a report on the circumstances of the termination.

3.020.4. *Termination for Lack of Members.*
On the governor's request, the board may terminate a club if its membership falls below six members.

3.020.5. *Discipline, Suspension, or Termination for Cause.*
The board may discipline, suspend, or terminate a club or Rotaract club for cause only after giving it the opportunity for a hearing. At least 30 days before the hearing, the board shall notify the club's or Rotaract club's president and secretary of the charges and the time, place, and manner of the hearing. At the hearing, the club or Rotaract club may be represented by counsel, and the governor, or a past governor selected by that governor, may attend at the district's expense. After the hearing, the board may:

(a) discipline or suspend the club or Rotaract club by a majority vote; or

(b) terminate the club or Rotaract club by a unanimous vote.

3.020.6. *Period of Suspension.*
The board shall reinstate the membership rights of a suspended club or Rotaract club if it has:

(a) paid all dues or other financial obligation to RI, or paid all required levies to the district fund;

(b) terminated members who misused TRF funds or otherwise breached TRF's stewardship policies;

(c) appropriately addressed any youth-protections allegations against a member or Rotaractor in connection with Rotary-related youth programs; or

(d) resolved all issues that led to the suspension.

If the reason for suspension is not remedied within six months, the board shall terminate the club or Rotaract club.

3.030. *Rights of a Suspended Club or Rotaract club.*
During a suspension, a club or Rotaract club has no rights under the bylaws, retaining only its rights under the RI constitution.

3.040. *Rights of a Terminated Club or Rotaract Club.*
A terminated club or Rotaract club shall not use the name, emblem, and other insignia of RI and shall have no proprietary rights in the property of RI. The terminated club or Rotaract club shall return its charter to RI.

3.050. *Reorganization of a Club.*
The board may reorganize a terminated club or authorize a new club in the same area, subject to a charter fee or payment of any debt to RI.

3.060. *Termination of a Member or Rotaractor for Good Cause.*
Clubs and Rotaract clubs should terminate the membership of members and Rotaractors for good cause when they cease to have the qualifications for membership. If a club fails to do so, the board may instruct the club to terminate the membership of the member or Rotaractor for good cause. The guiding principles for the decision on termination shall be article 4, section 2(a) of the RI constitution and the high ethical standards expected of a member or a Rotaractor. The board shall advise the member or Rotaractor that he or she has 30 days to show reason why he or she should not be terminated. The board may instruct the club to terminate the membership of the member or Rotaractor after the 30-day period if the member or Rotaractor has failed to provide adequate reason, in the board's judgment. Termination of the membership of the member or Rotaractor requires a two-thirds vote of the entire board. The board, in its discretion, may authorize RIBI to act on its behalf as to the membership of any member or Rotaractor in a club located in RIBI, in accordance with the procedures of this section.

Article 4 Membership in Clubs

4.010. Types of Members.
4.020. Active Members.
4.030. Transferring or Former Rotarian.
4.040. Prohibited Dual Memberships.
4.050. Honorary Membership.
4.060. Rotaract Club Membership.
4.070. Diversity of Membership.
4.080. Attendance at Other Clubs.
4.090. Sponsorship of Members.
4.100. Exceptions to Provisions on Membership.

4.010. *Types of Members.*
A club may have two types of membership, active and honorary.

4.020. *Active Members.*
A person possessing the qualifications in article 4, section 2(a) of the RI constitution may be elected as an active member.

4.030. *Transferring or Former Rotarian.*
A member or a former club may propose a transferring or former member for membership. Potential members with debts to another club are ineligible for membership. Any club that wishes to admit a former member shall demand that the potential member provide a written statement from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member is contingent upon receiving a written statement from the board of the previous club confirming the prospective member's prior membership in that club, and whether debts are owed by the current or former member that is being considered for membership in the other club. If a written statement is not provided within 30 days, it is assumed that the member does not owe the other club.

4.040. *Prohibited Dual Memberships.*
No member shall simultaneously:

(a) belong to more than one club, other than a satellite of a club; or

(b) be an honorary member in the same club.

4.050. *Honorary Membership.*
Clubs may elect honorary members for terms set by the club board, who shall:

(a) be exempt from paying dues;

(b) not vote;

(c) not hold any club office;

(d) not hold classifications; and

(e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in more than one club.

4.060. *Rotaract Club Membership.*
A Rotaract club shall be composed of young adults, as determined by the board.

4.070. *Diversity of Membership.*
Each club or Rotaract club shall endeavor to build a well-balanced membership that celebrates diversity, equity, and inclusion. No club or Rotaract club, regardless of when it joined RI, may in any way limit membership due to sex, gender, race, color, creed, national origin, or sexual orientation, or impose any membership condition not specifically allowed by the RI constitution or bylaws. Any membership provision or condition in conflict with this section is null, void, and without effect.

4.080. *Attendance at Other Clubs.*
Rotarians and Rotaractors may attend a regular meeting or satellite club meeting of other clubs. However, a member terminated for good cause may not attend a regular meeting or satellite club meeting of their former club.

4.090. *Sponsorship of Members.*
Members may propose prospective members for membership in any club.

4.100. *Exceptions to Provisions on Membership.*
A club may adopt provisions that are not in accordance with and that supersede sections 4.010. and 4.030. - 4.050.

Article 5 Board of Directors

5.010. Duties of the Board.
5.020. Publication of Board Decisions and Minutes.
5.030. Appeal of Board Decisions.
5.040. Suspension and Removal of Officers and Committee Members.
5.050. RI Meetings.
5.060. Board Meetings.
5.070. Executive Committee.
5.080. Terms and Qualifications of Directors.
5.090. Disability of Board Member.
5.100. Vacancy in the Office of Director.

5.010. *Duties of the Board.*

5.010.1. *Purpose.*
The board is responsible for doing whatever may be necessary for the furtherance of the purposes of RI, the attainment of the Object of Rotary, the study and teaching of its fundamentals, and the preservation and extension of RI's ideals, ethics, and unique features throughout the world.

5.010.2. *Powers.*
The board directs and controls the affairs of RI by:

(a) establishing policy for the organization;

(b) evaluating implementation of policy by the general secretary;

(c) enhancing transparency, such as commissioning regular process and cost analyses in RI's administration, as well as reviewing the allocation and organization of staff roles and responsibilities between World Headquarters and the international offices;

(d) exercising control and supervision over all officers, officers-elect, officers-nominee, officers-nominee-designate, and RI committees; and

(e) exercising other powers conferred by the constitution, the bylaws, and the Illinois General Not-for-Profit Corporation Act of 1986 and their amendments.

5.010.3. *Strategic Plan.*
The board shall adopt a strategic plan and report on it at each council on legislation. Each director shall oversee the implementation of the strategic plan within the zone from which the director was elected and its paired zone.

5.020. *Publication of Board Decisions and Minutes.*
The minutes of board meetings and board action shall be available on RI's website within 60 days after a board meeting or action. All appendixes filed with the official records of the minutes, except those the board deems confidential or proprietary, shall be available to a Rotarian upon request. Directors shall regularly report on board decisions and their activities to their zone and the alternate/paired zone.

5.030. *Appeal of Board Decisions.*
Board decisions may only be appealed to the representatives of the council on legislation, under rules set by the board. Any club, with the concurrence of at least 50 other clubs, may appeal by writing the general secretary within four months after a board decision. At least half the concurring clubs must be in at least two districts other than that of the appealing club. The appeal shall be by a resolution adopted at a regular club meeting, certified by the president and secretary. Within 90 days of receipt, the general secretary shall hold a vote of the council representatives. The only question for the representatives is whether the decision of the board should be sustained. Relevant materials that were presented to the board at the time of its decision shall be made available to council representatives prior to the vote in the language that such materials were presented to the board. The board may redact any information it considers private or confidential. If a club or a Rotarian fails to follow and exhaust the appeal procedure, including appealing to the representatives of the council on legislation, before seeking the intervention of any non-Rotary agency or other dispute resolution system, the board may take appropriate action pursuant to subsection 3.020.1.(c).

5.040. *Suspension and Removal of Officers and Committee Members.*
The president or board may suspend an officer, officer-elect, officer-nominee, officer-nominee-designate, or committee member for cause, which may include the inability to fulfill satisfactorily the duties and responsibilities of the office or position as provided in the bylaws. The person suspended must be provided written notice of the suspension, including the basis for the suspension, and shall be given an opportunity to submit to the board, through the general secretary, any relevant information. After considering all pertinent information, the board shall, within one year of the date the suspension begins, either remove the person from office or position by a two-thirds vote or withdraw the suspension. The board may also exercise the powers in section 16.050. A person removed from office shall not be considered a past officer. A vacancy in any office or position shall be filled in accordance with the bylaws.

5.050. *RI Meetings.*
In planning the convention, the international assembly, and the council on legislation, the board shall make every effort to ensure that no Rotarian nor Rotaractor is excluded solely on the basis of national citizenship.

5.050.1. *Annual Convention.*
In accordance with the RI constitution, the board shall determine the time, place, and fees, and make all arrangements for the annual convention. The president shall be the presiding officer, who may appoint others to preside. The president may appoint credentials, balloting, and other committees if needed. The board shall adopt voting procedures implementing article 8, sections 3 and 4 of the RI constitution for representation by the delegates.

5.060. *Board Meetings.*

5.060.1. *Frequency, Notice, and Manner.*
The board shall meet at the time, place, and manner as it may determine or upon the call of the president, provided that it meets at least twice each year. At least 30 days in advance, the general secretary gives all directors notice of a meeting unless it is waived. Official meetings, and any director's participation, may be in person, by teleconferencing, internet, and other communications equipment. The board may transact business without meeting by unanimous written consent. The president-nominee shall be a non-voting participant at board meetings.

5.060.2. *Quorum.*
A majority of the board is a quorum, except when the RI constitution or bylaws require a larger vote.

5.060.3. *First Meeting of Year.*
The incoming board meets immediately after the annual convention at a time, place, and manner set by the incoming president. Decisions at the meeting must be ratified after 30 June at a meeting or by a method in section 5.060.1. in order to take effect.

5.070. *Executive Committee.*
The board may appoint an executive committee composed of five to seven of its members, including ex officio members. The executive committee shall evaluate the performance of the general secretary at least annually and report its findings to the board. The board may delegate its authority to make decisions between meetings to the executive committee, but only on matters within RI's established policy. The board prescribes the terms of reference for the executive committee, which shall not conflict with this section.

5.080. *Terms and Qualifications of Directors.*

5.080.1. *Terms.*
Directors serve a term of two years, beginning 1 July in the year next following their election, or until their successors are elected.

5.080.2. *Qualifications.*
A candidate shall have served a full term as governor before being proposed for director (unless the board determines that shorter service suffices), and at least three years must have elapsed since the candidate's service as governor. No person who served a full term as director, as defined in the bylaws or as determined by the board, may again be a director except as president or president-elect.

5.090. *Disability of Board Member.*
If a board member becomes disabled and unable to discharge their duties, the member shall forfeit the office upon a three-fourths vote of the board.

5.100. *Vacancy in the Office of Director.*
If the office of a director is vacant for any reason, the board shall elect the alternate selected when the director was elected, who serves the rest of the term. If the alternate cannot serve for any reason, the remaining members of the board shall elect a director from the same zone (or section of the zone) in which the vacancy occurs at its next meeting or by a vote in a manner set by the president.

Article 6 Officers
6.010. Election of Officers at Convention.
6.020. Duties of Officers.
6.030. Selection of Vice-President and Treasurer.
6.040. Election and Term of General Secretary.
6.050. Qualifications of Officers.
6.060. Terms of Officers.
6.070. Removal of Past Officer Status.
6.080. Vacancy in the Office of President.

6.090. Vacancy in the Office of President-elect.
6.100. Vacancy in the Office of Vice-President or Treasurer.
6.110. Compensation of Officers.

6.010. *Election of Officers at Convention.*
The officers to be elected at the annual convention are the president, directors, and governors of RI and the chair, chair-elect, and honorary treasurer of RIBI. However, no election is necessary if the board determines that the selection of these officers has otherwise been completed in accordance with these bylaws.

6.020. *Duties of Officers.*

6.020.1. *President.*
The president, as the highest officer of RI, shall:

(a) be a positive and motivational leader for Rotarians worldwide;
(b) be the chair of the board and preside at its meetings;
(c) be the principal person to speak for RI;
(d) preside at all conventions and other international RI meetings;
(e) counsel the general secretary; and
(f) have further duties and responsibilities as assigned by the board.

6.020.2. *President-elect.*
The person elected as president serves as president-elect, and as a board member, in the year after election. The president-elect is not eligible for selection as vice-president. The president or the board may assign the president-elect duties in addition to those in these bylaws or that accompany membership on the board.

6.020.3. *General Secretary.*
The general secretary is RI's chief executive officer, responsible:

(a) for day-to-day management of RI under the board's direction and control;
(b) to the president and board for implementation of their policies and for RI's operations and administration, including financial operation;
(c) for communicating with Rotarians and clubs the board's policies;
(d) solely for the supervision of the secretariat staff;
(e) for making an annual report to the board, which shall, upon approval by the board, be submitted to the convention; and
(f) for giving bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

6.020.4. *Treasurer.*
The treasurer:

(a) shall regularly receive financial information from, and confer with, the general secretary on the management of RI finances;
(b) makes appropriate reports to the board and the annual convention; and
(c) may have additional duties to those in these bylaws or that accompany membership on the board as assigned by the president or the board.

6.030. *Selection of Vice-President and Treasurer.*
The vice-president and treasurer are selected by the incoming president at the board's first meeting from among the second-year directors for a one-year term beginning on 1 July.

6.040. *Election and Term of General Secretary.*
The board elects a Rotarian as general secretary for a term of not more than five years. The election takes place by 31 March in the final year of the term or if a vacancy occurs. The new term begins 1 July, unless the board sets a different date following the election. The general secretary may be re-elected.

6.050. *Qualifications of Officers.*

6.050.1. *Generally.*
Each officer shall be a member in good standing of a club. No elected officer, except the general secretary, shall be an employee of any club, district, or RI.

6.050.2. *President.*
A candidate for the office of president shall have served a full term as a director before being nominated to serve as president, unless the board determines that service for less than a full term satisfies the intent of this provision.

6.060. *Terms of Officers.*
Officers begin their term of office on 1 July and serve a term of one year or until their successors have been elected, unless otherwise specified in these bylaws.

6.070. *Removal of Past Officer Status.*
The board, for cause, may remove a Rotarian's past officer status even though they have served as an officer. A Rotarian who has been determined by the board to no longer be considered to be a past RI officer shall not be eligible to serve in any office referenced in these bylaws for which serving as a past officer is required. Prior to the board taking this action, the Rotarian shall be given an opportunity at a board hearing to provide reasons as to why this action should not be taken. Removal of an individual's past officer status requires a two-thirds vote of the entire board.

6.080. *Vacancy in the Office of President.*
If the office of president is vacant, the vice-president becomes president and selects a new vice-president from among the remaining members of the board.

6.080.1. *Simultaneous Vacancies in the Offices of President and Vice-President.*
If both offices of president and vice-president are vacant, the board shall elect from among its members (other than the president-elect) a president who then selects a vice-president.

6.090. *Vacancy in the Office of President-elect.*

6.090.1. *Selection of Replacement President-elect by the Board.*
If the position of president-elect becomes vacant for any reason, the board shall elect a replacement president-elect from among the candidates considered by the nominating committee at the time that the president-elect was selected by the committee. The board should fill the vacancy within one month.

6.090.2. *Vacancy Immediately Preceding Assumption of Office.*
If the office of president-elect becomes vacant after the convention adjourns, but before 1 July, the vacancy shall be considered to occur on 1 July and be filled in accordance with section 6.080.

6.090.3. *Contingencies for Vacancies.*
The president shall determine the procedure for a contingency not contemplated by this section.

6.100. *Vacancy in the Office of Vice-President or Treasurer.*
For a vacancy in the office of vice-president or treasurer, the president shall select a second-year director to fill the unexpired term.

6.110. *Compensation of Officers.*
The general secretary shall be the only officer to receive compensation, as set by the board. There shall be no payments, including any expressions of appreciation, honoraria or similar payments, to any other officer or the president-nominee, other than reimbursement of reasonable, documented expenditures as authorized by the board's expense reimbursement policy.

Article 7 Council on Legislation

7.010. Types of Legislation.
7.020. Who May Propose Legislation.
7.030. Endorsement of Club and District Legislation.
7.040. Purpose and Effect Statement.
7.050. Deadline for Enactments and Position Statements.
7.060. Duly Proposed Enactments; Defective Enactments and Position Statements.
7.070. Review of Legislation.
7.080. Interim Provisions.
7.090. Extraordinary Meeting of the Council.

7.010. *Types of Legislation.*
The council on legislation shall consider enactments and position statements. Enactments are legislation seeking to amend the constitutional documents. Position statements are legislation seeking to state RI's position.

7.020. *Who May Propose Legislation.*
Enactments may be proposed by a club, a district, the general council or conference of RIBI, the council on legislation, or the board. Only the board may propose position statements. The board shall not propose legislation related to TRF without prior agreement by the TRF trustees.

7.030. *Endorsement of Club and District Legislation.*
Club and district-proposed enactments must be endorsed by the district at a district conference, a district legislation meeting, or an RIBI district council. Where time does not allow proposed enactments to be submitted to a district conference, a district legislation meeting, or RIBI district council, the proposed enactments may be submitted to the clubs of the district by a club ballot conducted by the governor. Any club ballot shall follow the procedure in section 12.050. as closely as possible. An enactment delivered to the general secretary shall be certified by the governor that it has been endorsed. Districts should not propose or endorse more than five enactments per council on legislation.

7.040. *Purpose and Effect Statement.*
All legislation shall include a purpose and effect statement, not longer than 300 words, identifying the issue the legislation addresses and explaining how the legislation resolves it.

7.050. *Deadline for Enactments and Position Statements.*
The general secretary must receive enactments by 31 March in the year before the council. The board may propose enactments it determines to be urgent and position statements by 31 December before the council convenes.

7.060. *Duly Proposed Enactments; Defective Enactments and Position Statements.*

7.060.1. *Duly Proposed Enactments.*
An enactment is duly proposed if it complies with sections 7.020., 7.030., 7.040., and 7.050.

7.060.2. *Defective Enactments.*
An enactment is defective if it:

(a) is subject to two or more inconsistent meanings;
(b) fails to amend all affected parts of the constitutional documents;
(c) would violate governing law;
(d) would amend the standard Rotary club constitution to conflict with the RI bylaws or the RI constitution;
(e) would amend the RI bylaws to conflict with the RI constitution; or
(f) would be impossible to administer or enforce.

7.060.3. *Defective Position Statements.*
A position statement is defective if it fails to state a proposed position of RI.

7.070. *Review of Legislation.*
The constitution and bylaws committee shall review legislation submitted to the general secretary and approve the purpose and effect statements for legislation before publication. The board authorizes the committee on its behalf to examine all legislation, advise proposers of any defects, and recommend, where feasible, corrective action.

7.070.1. *Similar Legislation.*
For substantially similar legislation, the board authorizes the constitution and bylaws committee on its behalf to recommend compromise legislation to the proposers. If the proposers do not agree to the compromise, the committee may direct the general secretary to transmit to the council alternate legislation that expresses the objective of the similar proposals. Compromise and alternate legislation, so designated, is not subject to the established deadlines.

7.070.2. *Legislation Not Transmitted to the Council on Legislation.*
If the board determines that legislation is not duly proposed, or is duly proposed but defective, it is not transmitted to the council. The general secretary shall notify the proposer, who then must secure the consent of two-thirds of the representatives to have the proposed legislation considered by the council.

7.070.3. *Amendments to Legislation.*
Amendments to legislation must be submitted by the proposers to the general secretary by 31 May of the year before the council, unless extended by the board (through the constitution and bylaws committee).

7.070.4. *Transmittal of Legislation.*
The general secretary shall transmit to the council all duly proposed and not defective legislation, including all timely amendments.

7.070.5. *Publication of Proposed Legislation.*
The general secretary will provide a copy of all duly proposed and not defective legislation to each governor and council member by 31 October in the year of the council.

7.070.6. *Council Consideration of Legislation.*
Before any in-person meeting of the council on legislation, the representatives may vote electronically on duly proposed legislation presented for consideration by the council operations committee, after notice and opportunity for comment. This vote may be part of the council on resolutions. If more than 70 percent of the representatives entitled to vote vote against an enactment, it shall not be considered at the next in-person meeting of the council on legislation. If more than 70 percent of the representatives entitled to vote vote for an enactment, it shall be considered on the consent agenda for the next in-person meeting. At its next in-person meeting, the council shall consider and act upon the consent agenda, all other duly proposed and not defective legislation, and any amendments.

7.080. *Interim Provisions.*
Interim provisions shall expire when they are no longer applicable.

7.090. *Extraordinary Meeting of the Council.*

7.090.1. *Notice.*
An extraordinary meeting of the council on legislation may be called by the board in accordance with article 9, section 4 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be sent to members and governors no later than 30 days before the meeting is scheduled to convene. The governors shall notify the clubs in their districts.

7.090.2. *Adoption of Enactments.*
A two-thirds affirmative vote of the representatives shall be required for the adoption of legislation at an extraordinary meeting of the council on legislation.

7.090.3. *Procedures.*
The procedures for the regular meeting of the council on legislation shall apply at an extraordinary meeting with the following three exceptions:

7.090.3.1. *Method of Meeting.*
An extraordinary meeting may be convened in person or through electronic communications.

7.090.3.2. *Report of Action.*
The report of action provided for in subsection 9.150.1. shall be transmitted to the clubs within seven days of the adjournment of the extraordinary meeting.

7.090.3.3. *Opposition to Action.*
The clubs shall have one month from the time the report is transmitted to the clubs to record their opposition to any action of an extraordinary meeting of the council on legislation.

7.090.4. *Effective Date of Action.*
Actions of an extraordinary meeting of the council on legislation shall become effective one month after the general secretary has transmitted the report of that council so long as the requisite number of opposition votes has not been filed by clubs. If the requisite number of clubs have recorded their opposition, the action will be subject to a club ballot following as closely as possible the provisions of section 9.150.

Article 8 Council on Resolutions

8.010. Meeting of the Council on Resolutions.
8.020. Resolutions.
8.030. Who May Propose Resolutions.
8.040. Endorsement of Club and District Resolutions.
8.050. Enactments Considered by the Council on Resolutions.

8.060. Deadline for Resolutions and Enactments.
8.070. Duly Proposed Resolutions; Defective Resolutions.
8.080. Review of Proposed Resolutions and Enactments.
8.090. Resolutions and Enactments Not Transmitted to the Council.
8.100. Enactment Procedures.
8.110. Adoption of Resolutions.
8.120. Adopted Resolutions.

8.010. *Meeting of the Council on Resolutions.*
A council on resolutions convenes annually by electronic means to consider and act on any duly proposed resolutions submitted to it.

8.020. *Resolutions.*
Resolutions are expressions of opinions by the council on resolutions.

8.030. *Who May Propose Resolutions.*
Resolutions may be proposed by a club, a district, the general council or conference of RIBI, and the board.

8.040. *Endorsement of Club and District Resolutions.*
Club and district-proposed resolutions must be endorsed by the district at a district conference, a district legislation meeting, RIBI district council, or through a club ballot conducted by the governor, following the procedures in section 12.050. as closely as possible. A proposed resolution delivered to the general secretary shall be certified by the governor that it has been endorsed.

8.050. *Enactments Considered by the Council on Resolutions.*
The council on resolutions, as a special meeting of the council on legislation, shall consider and act on any enactments duly proposed by the board that the board determines to be of an urgent nature. Such urgent enactments should be limited in scope to situations that have occurred since the most recent council on legislation.

8.060. *Deadline for Resolutions and Enactments.*
The general secretary must receive resolutions by 30 June in the year before the council on resolutions convenes. The board may propose resolutions any time before the council adjourns. The board may deliver to the general secretary urgent enactments by 30 June in the year before the council on resolutions convenes. The board shall not propose legislation related to TRF without prior agreement by the TRF trustees.

8.070. *Duly Proposed Resolutions; Defective Resolutions.*

8.070.1. *Duly Proposed Resolutions.*
A resolution is duly proposed if it complies with sections 8.030., 8.040., and 8.060.

8.070.2. *Defective Resolutions.*
A resolution is defective if it:

(a) would request an action, or express an opinion, in conflict with the letter or spirit of the constitutional documents;

(b) would request an action that involves administrative or management matters within the discretion of the board or TRF trustees;

(c) would request an action which has already been implemented by the board or TRF trustees; or

(d) is not within the framework of RI's program.

8.080. *Review of Proposed Resolutions and Enactments.*
The board authorizes the constitution and bylaws committee on its behalf to examine all resolutions and enactments and advise proposers of any defects. The committee recommends to the board if the resolution or enactment is duly proposed and not defective.

8.090. *Resolutions and Enactments Not Transmitted to the Council.*
If the board determines that resolutions or enactments are not duly proposed, or are duly proposed but defective, they are not transmitted to the council and the general secretary shall notify the proposers.

8.100. *Enactment Procedures.*
For any enactment adopted by a council on resolutions, the procedures and deadlines in subsections 7.090.3.2. to 7.090.4. shall apply.

8.110. *Adoption of Resolutions.*
Adoption of resolutions requires an affirmative vote of a majority of those voting at the council.

8.120. *Adopted Resolutions.*
Within six months of the conclusion of the council on resolutions, the board shall deliberate and vote on any adopted resolutions. If the board votes against implementing a specific resolution, a reason for this decision shall be given and documented. The board shall notify all governors as well as all council members of any board action taken in regard to resolutions adopted by the council.

Article 9 Composition and Procedures of the Councils

9.010. Representatives.
9.020. Qualifications of Representatives.
9.030. Duties of Representatives.
9.040. Terms of Representatives.
9.050. Selection of Representatives by Nominating Committee.
9.060. Election of Representatives at a District Conference.
9.070. Election of Representatives by Club Ballot.
9.080. Report and Publication of Representatives' Names.
9.090. Representative or Alternate Unable to Serve.
9.100. Credentials.
9.110. Council Officers.
9.120. Council Operations Committee.
9.130. Quorum and Voting.
9.140. Procedures of the Councils.
9.150. Post-Council Proceedings.

9.010. *Representatives.*
Representatives are the voting members of the council on legislation and council on resolutions. Each district elects one representative as provided in sections 9.050., 9.060., and 9.070. A non-districted club shall select a district whose representative shall represent the club.

9.020. *Qualifications of Representatives.*
Each representative shall

(a) be a member of a club in the district represented;
(b) have served a full term as an RI officer at the time of election. However, if the governor certifies, and the RI president concurs, that no past officer is available in the district, a Rotarian who served less than a full term as governor or governor-elect may be elected; and
(c) understand and be qualified, willing, and able to perform the duties and responsibilities of a representative.

9.020.1. *Not Eligible.*
Non-voting members of the councils and full-time, salaried employees of RI, districts, or clubs shall not serve as voting members of the councils.

9.030. *Duties of Representatives.*
A representative shall:

(a) assist clubs in preparing enactments and resolutions;
(b) discuss legislation and resolutions at district conferences and other district meetings;
(c) be knowledgeable about the attitudes of Rotarians within the district;
(d) consider carefully all legislation and resolutions presented to the councils and effectively communicate their views to the councils;
(e) act as an objective legislator of RI;
(f) attend the meeting of the council on legislation for its full duration;
(g) participate in the council on resolutions; and
(h) report on council deliberations to the clubs of the district.

9.040. *Terms of Representatives.*
The term of a representative begins on 1 July in the year after the council on legislation. Each representative shall serve a term of three years or until a successor is selected and certified.

Interim provision relating to section 9.040.
Amendments to section 9.040. adopted at the 2025 Council on Legislation pursuant to enactment 25-57 shall be implemented in a manner determined by the board.

9.050. *Selection of Representatives by Nominating Committee.*
The representative and an alternate should be selected by a nominating committee procedure based on section 12.030. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for representative shall not serve on the committee. Representatives shall be selected by 30 June in the year of the council on legislation.

9.060. *Election of Representatives at a District Conference.*

9.060.1. *Election.*
If the district does not use the nominating committee procedure, it may elect the representative and the alternate at a district conference, a district legislation meeting, or, in the case of an RIBI district, at the district council. The election shall take place by 30 June in the year of the council on legislation or, in the case of an RIBI district, at the meeting of the district council after 1 October in the year of the council on legislation.

9.060.2. *Nominations.*
A club may nominate a qualified member of any club in the district who is willing and able to serve. The club president and secretary shall certify the nomination and forward it to the governor. If the nominating club is not the candidate's club, the candidate's club president and secretary shall also certify the nomination in order for it to be accepted.

9.060.3. *One Candidate for Representative.*
If there is only one candidate, no ballot is required, and the governor shall declare that candidate the representative and appoint a qualified member of a club in the district the alternate.

9.060.4. *Selection of Representatives and Alternates.*
The candidate receiving a majority of the votes at a district conference or a district legislation meeting is the representative to the council on legislation and the council on resolutions. If there are only two candidates, the candidate not receiving a majority of the votes is the alternate, serving only if the representative is unable to serve. Voting procedure shall follow sections 12.050. and 12.050.1.

9.070. *Election of Representatives by Club Ballot.*

9.070.1. *Authorization for Club Ballot.*
A majority of electors present and voting at a district conference or a district legislation meeting may vote to select the representative and the alternate by a club ballot. When authorized at a district conference, the club ballot shall be conducted in the month after the district conference.

9.070.2. *Nominations.*
The governor shall send an official call for nominations for representative to the clubs in the district. The club president and secretary shall send certified nominations to the governor. If the club nominating a candidate is not the candidate's club, the candidate's club president and secretary shall also certify the nomination to the governor. All nominations must be received by the date set by the governor.

9.070.3. *Election by Club Ballot.*
The governor shall conduct a club ballot by sending each club a ballot with the qualified candidates in alphabetical order. Any candidate who requests to be excluded from the ballot by a date set by the governor shall be excluded from the ballot. The number of a club's votes is determined by the formula in subsection 15.050.2. The governor may appoint a committee to conduct the club ballot, substantially following this section. The election shall take place by 30 June in the year of the council on legislation.

9.080. *Report and Publication of Representatives' Names.*

9.080.1. *Report by Governor to General Secretary.*
The governor shall report the names of the representative and alternate to the general secretary immediately following their selection.

9.080.2. *Publication of Representatives to Council Meetings.*
At least 30 days before a council convenes, the general secretary shall publish to each representative the names of all representatives.

9.090. *Representative or Alternate Unable to Serve.*
If a representative is unable to serve, the alternate becomes the new representative. If the alternate is unable to serve or none was selected, the governor shall select a qualified member of a club in the district as the new representative.

9.100. *Credentials.*
The general secretary shall certify the credentials of representatives, subject to review by the council on legislation.

9.110. *Council Officers.*
The council officers are the chair, vice chair, parliamentarian, and secretary. A chair, vice chair, and parliamentarian shall be selected by the incoming president in the year immediately before the council on legislation and shall serve for three years or until a successor is selected. The general secretary shall publish their names to all clubs. The chair and vice chair are non-voting members except, when presiding, either may vote to break a tie vote.

9.110.1. *Chair.*
The chair presides over the councils and has the duties specified in the bylaws, the rules of procedure, and those that pertain to the office.

9.110.2. *Vice Chair.*
The vice chair presides when directed by the chair or otherwise required. The vice chair assists the chair as needed.

9.110.3. *Parliamentarian.*
The parliamentarian advises the chair and the councils on matters of parliamentary procedure.

9.110.4. *Secretary.*
The general secretary is the secretary of the councils or, with the approval of the president, may appoint another person to serve as secretary.

9.110.5. *Constitution and Bylaws Committee.*
The members of the constitution and bylaws committee are non-voting members of the councils. The council chair assigns each member items of legislation and resolutions to study in order to inform the councils about their purpose, background, and effect.

9.110.6. *Non-Voting Members.*
The president, president-elect, other members of the board, and general secretary are non-voting members of the councils. A TRF trustee, elected by the trustees, is a non-voting member of the councils.

9.110.7. *Members-at-Large.*
The president may appoint up to three members-at-large as non-voting members of the council on legislation. Members-at-large serve under the direction of the council chair. After publication of the legislation, the council chair assigns each member-at-large items of legislation. Each member-at-large shall study the legislation and be prepared to facilitate its consideration in order to inform the council on legislation on matters not adequately addressed in debate.

9.120. *Council Operations Committee.*
The council operations committee — chaired by the council chair and composed of the chair, vice chair, and members of the constitution and bylaws committee — shall recommend the order of consideration for legislation at the council on legislation and shall adopt the order of consideration for the council on resolutions. The committee may draft and revise amendments to correct defects identified by the committee or council in any legislation or amendments. The committee shall make correlative amendments to the bylaws and the standard club constitution to give full effect to any adopted enactments and shall prepare reports to the council on legislation about any correlative amendments.

9.130. *Quorum and Voting.*
A quorum is one-half of the voting members of a council. Each voting member may cast one vote on a question submitted to vote. There is no proxy voting in the councils.

9.140. *Procedures of the Councils.*

9.140.1. *Rules of Procedure.*
The council operations committee shall recommend rules of procedure for the council on legislation and shall adopt rules of procedure for conducting the council on resolutions. Each council on legislation may adopt rules of procedure for its deliberations. The rules shall not conflict with the bylaws and shall remain in effect until a later council adopts new rules.

9.140.2. *Appeal.*
The council on legislation may appeal any decision made by the chair. A majority vote of the council on legislation is required to overrule a decision by the chair.

9.150. *Post-Council Proceedings.*

9.150.1. *Reports.*
Within ten days after a council adjourns, the chair shall send a report to the general secretary about the council's actions. Within two months after a council adjourns, the general secretary shall send a report to each club about all adopted legislation or resolutions. The report shall be accompanied by a form where a club may record its opposition.

9.150.2. *Opposition to Council Adoptions.*
A club may submit an opposition to any legislation adopted by the council on legislation. Clubs shall have at least two months after the form is sent to submit their opposition. Opposition forms must be certified by the club president and received by the general secretary by the deadline. The general secretary examines and tabulates such forms and publishes the vote totals on Rotary's website.

9.150.3. *Suspension of Council Adoptions.*
A council's adoption of legislation is suspended if oppositions are received from clubs representing at least 5 percent of the votes all clubs are entitled to cast.

9.150.4. *Vote by Club Ballot.*
Any club may vote on suspended legislation. The general secretary shall distribute ballots to each club within one month after the suspension. The ballot asks whether the council's adoption of the suspended legislation should be sustained. The number of a club's votes is determined by the formula in subsection 15.050.2. A ballot must be certified by the club president and received by the general secretary by the deadline on the ballot, allowing clubs at least two months to vote.

9.150.5. *Balloting Committee Meeting.*
The president appoints a balloting committee and sets a time, place, and manner for ballot counting within two weeks of the ballot deadline. The balloting committee shall report the results to the general secretary within five days after it adjourns.

9.150.6. *Results of Balloting.*
If a majority of the votes entitled to be cast by clubs rejects the council's adoption, the adoption is nullified from the date of the suspension. Otherwise, the suspended adoption is reinstated as if no suspension occurred.

9.150.7. *Effective Date of Council Adoptions.*
A council's adoption of legislation or resolutions takes effect on 1 July immediately after adjournment of the council, unless suspended by oppositions under subsection 9.150.3.

Article 10 Nominations and Elections for President

10.010. Nominations for President.
10.020. Nominating Committee for President.
10.030. Election of Members to the Nominating Committee for President.
10.040. Committee Procedure.
10.050. Nomination by the Committee.
10.060. Report of Committee.
10.070. Additional Nomination by Clubs.
10.080. Contingency Not Provided for in Section 10.070.
10.090. Club Ballot.

10.010. *Nominations for President.*
No past president or current board member shall be nominated for president.

10.020. *Nominating Committee for President.*

10.020.1. *How Constituted.*
The nominating committee for president is composed of 17 members from the 34 zones that are elected as follows:

(a) In even-numbered years, each odd-numbered zone shall elect a member of the committee;

(b) In odd-numbered years, each even-numbered zone shall elect a member of the committee.

10.020.2. *Member from RIBI.*
Zones wholly within RIBI elect their members through a club ballot of all the clubs in RIBI as determined by the general council of RIBI. The RIBI general secretary confirms the member's name to the RI general secretary.

10.020.3. *Qualifications.*
Each member of the nominating committee shall be:

(a) a member of a club in the zone from which the member is elected;

(b) neither the president, president-elect, any past president, nor any aide to the president; and

(c) a past director of RI or a past TRF trustee who has served in that role within the previous 10 years at the time of election. If no past director or past trustee is available for election or appointment as a member of the committee from a particular zone, a past director or past trustee who has served as a member of a standing committee provided for in article 17 within the previous 10 years shall be eligible for election or appointment. If no eligible past director or past trustee is available for election or appointment as a member of the committee from a particular zone, a past governor shall be eligible for election or appointment if that past governor served for at least one year as a member of a standing committee provided for in article 17; and

(d) limited to serving no more than three times on the committee.

10.030. *Election of Members to the Nominating Committee for President.*

10.030.1. *Notification to Eligible Candidates.*
Between 1 and 15 March, the general secretary asks all eligible past directors and past trustees whether they desire to be considered for membership on the committee. They must notify the general secretary before 15 April that they are willing and able to serve, or they will not be considered for the committee.

10.030.2. *One Eligible Candidate in a Zone.*
If there is only one eligible, willing, and able past director or past trustee from a zone, the president shall declare that candidate to be the member from that zone.

10.030.3. *Two or More Eligible Candidates from a Zone.*
If there are two or more eligible, willing, and able past directors or past trustees, the member and alternate member of the committee shall be elected in a club ballot.

10.030.3.1. *Ballot Procedure.*
The general secretary shall prepare a single transferable ballot, with the names of all eligible candidates in alphabetical order. The general secretary shall send a ballot with photographs and biographical statements of each candidate to each club in the zone by 15 May. The completed ballot shall be returned to the general secretary at the World Headquarters by 15 June. The number of a club's votes is determined by the formula in subsection 15.050.2.

10.030.4. *Balloting Committee Meeting.*
A balloting committee, appointed by the president, meets at a time, place, and manner determined by the president to examine and count the ballots, no later than 25 June. Within five days of meeting, the balloting committee shall certify the balloting results to the general secretary.

10.030.5. *Declaration of Member and Alternate.*
The candidate receiving a majority of the votes is the member of the nominating committee. The candidate receiving the second highest number of votes is the alternate member of the committee serving only if the elected member is unable to serve. The voting process for members and alternate members shall take into account the second and subsequent preference choices when necessary. In the event of a tie vote, the board shall appoint the member and alternate from the candidates who received the tie vote.

10.030.6. *Vacancy.*
In the event of a committee vacancy, the new member shall be the most recent past director on 1 January from the zone who is willing and able to serve.

10.030.7. *Term.*
The member's one-year term shall commence on 1 July of the calendar year of election. Any alternate called to serve on the committee shall serve for the unexpired term of the member.

10.030.8. *Vacancy Not Provided for in Bylaws.*
The board shall appoint a member to fill any vacancy on the committee not provided for in this section, preferably from a club in the same zone.

10.040. *Committee Procedure.*

10.040.1. *Notification of Names of Committee Members.*
The general secretary shall notify the board and the clubs of the names of the committee members within one month after their selection.

10.040.2. *Selection of Chair.*
The committee shall elect a member to serve as chair when the committee convenes.

10.040.3. *Forwarding Names to Committee.*
The general secretary shall, between 1 May and 15 May, notify eligible Rotarians and ask if they are willing to be considered for nomination for president. The deadline for notifying the general secretary of willingness to serve is 15 June. Those Rotarians not responding to the general secretary by 15 June will not be considered by the nominating committee. The general secretary shall forward the list of those willing to serve to the nominating committee and to any Rotarian upon request at least one week before the committee meeting.

10.050. *Nomination by the Committee.*

10.050.1. *Best Qualified Rotarian.*
The committee shall meet and nominate the best qualified Rotarian from among the list of past directors who have indicated they are willing to serve as president regardless of their country of residence. However, the committee shall not nominate candidates from the same country of residence two years consecutively.

10.050.2. *Committee Meeting.*
The committee shall meet no later than 15 August at a time, place, and manner determined by the board. All candidates shall have an opportunity to be interviewed by the committee according to procedures set by the board.

10.050.3. *Quorum and Voting.*
Twelve members of the committee shall constitute a quorum. All business of the committee shall be by majority vote, except that to select the committee's nominee for president, at least ten members of the committee shall vote for the nominee.

10.050.4. *Resignation of Nominee for President and Procedure for New Selection.*
If the nominee for president is unable to serve or submits a resignation to the president, the nominee shall no longer be eligible for nomination or election to the office of president in that year. The president shall notify the chair of the committee, and the committee shall select another qualified Rotarian as nominee for president using the following procedures:

10.050.4.1. *Procedures for Committee.*
The chair is authorized to promptly initiate the procedures for meeting. The president determines the time, place, and manner of the meeting.

10.050.4.2. *Challenging Candidates.*
If the committee selects another nominee, the clubs shall be given a reasonable period as determined by the board to submit challenging candidates in accordance with section 10.070., except with reference to specified filing dates.

10.050.4.3. *Contingency Not Provided for in Bylaws.*
If an unforeseen contingency arises, the board shall determine the procedure to be followed.

10.060. *Report of Committee.*
The committee's report shall be addressed to the clubs and certified to the general secretary by the chair within ten days following the committee's adjournment. Within 30 days, the general secretary shall send the report to each club.

10.070. *Additional Nomination by Clubs.*
In addition to the nomination made by the committee, challenges may be made in the following manner:

10.070.1. *Candidate Previously Considered and Concurrence.*
Any club may suggest as a challenging candidate a Rotarian who notified the general secretary pursuant to subsection 10.040.3. of their willingness to be considered for nomination for president through a resolution adopted by the club. The resolution must be supported by a concurrence of at least a majority of the clubs in the district obtained at a district conference or through a club ballot. The concurrence must be certified to the general secretary by the governor. The resolution must be accompanied by a written statement from the challenging candidate agreeing to have the candidacy submitted to the clubs for endorsement. The requirements must be received by 15 September.

10.070.2. *Notification to Clubs of Challenging Candidates.*
After 15 September, the general secretary shall notify the clubs of the suggested challenging candidates and provide them with an endorsement form.

10.070.3. *Absence of a Challenging Candidate.*
If no challenging candidate has been suggested, the president shall declare the nominee of the nominating committee to be the president-nominee.

10.070.4. *Endorsement of Challenging Candidate.*
If on 1 November, any challenging candidate has been endorsed by 1 percent of the clubs comprising the membership of RI as of the most recent club invoice, with at least half of the endorsements from clubs in zones other than that of the challenging candidate(s), the challenging candidate(s) and the committee's nominee shall be balloted on as provided in section 10.090. If the challenging candidate(s) fails to receive the prescribed endorsements by 1 November, the president shall declare the committee's nominee to be the president-nominee.

10.070.5. *Validity of Endorsement.*
The balloting committee provided in subsection 10.090.1. shall validate, count, and certify the returned endorsement forms and report to the president. If the committee finds that a sufficient number of forms endorse the challenging candidate, but has good reason to suspect the genuineness of the forms, it shall advise the president who shall convene the election review committee to determine the validity of the forms. After the determination is made, the balloting committee shall report to the president.

10.080. *Contingency Not Provided for in Section 10.070.*
If a contingency arises which has not been provided for in section 10.070., the board shall determine the procedure to be followed.

10.090. *Club Ballot.*
The procedure for electing a president by a club ballot as provided in section 10.070. shall be as follows:

10.090.1. *Balloting Committee.*
The president shall appoint a balloting committee to supervise the preparation, return, and counting of ballots.

10.090.2. *Ballot Specifications.*
The balloting committee shall prepare a single transferable ballot. The ballot shall list the names of all proposed candidates in alphabetical order following the name of the committee's candidate. The name of the candidate selected by the committee shall be clearly indicated on the ballot.

10.090.3. *Distribution of Ballot.*
The balloting committee shall send the ballot to each club by 1 January, with instructions that the completed ballot be returned to the balloting committee at World Headquarters by 15 February. The ballot shall include photographs and biographical statements of the candidates.

10.090.4. *Club Voting.*
The number of a club's votes is determined by the formula in subsection 15.050.2.

10.090.5. *Balloting Committee Meeting.*
The balloting committee shall meet at a time, place, and manner determined by the president, no later than 20 February. The committee shall examine and count the ballots. The balloting committee shall certify the results to the general secretary within five days.

10.090.6. *Counting of Votes.*
The candidate receiving a majority of the votes shall be declared the president-elect. The voting shall take into account the second and subsequent choices where necessary.

10.090.7. *Announcement of President-elect.*
The president shall announce the name of the president-elect no later than 25 February.

10.090.8. *Tie Vote.*
If there is a tie vote, the nominating committee's candidate shall be declared the president-elect. If neither tied candidate was the committee's choice, the board shall select one of them to be the president-elect.

Article 11 Nominations and Elections for Directors

11.010. Nominations for Directors by Zones.
11.020. Selection of Director-nominee and Alternate by Nominating Committee Procedure.
11.030. Club Ballot Procedure.
11.040. Nominations for Officers of RIBI.

11.010. *Nominations for Directors by Zones.*
Nominations for directors shall be by zones.

11.010.1. *Number of Zones.*
The world shall be divided into 34 zones as determined by the board. In determining zone boundaries, the board may consider number of Rotarians, geographical, language, cultural, or other factors it deems important.

11.010.2. *Schedule of Nominations.*
Each zone shall nominate a director from its clubs' membership every fourth year according to a schedule established by the board.

11.010.3. *Periodic Review of Zone Boundaries.*
The board shall review the composition of the zones at least every eight years. The board may also undertake, as necessary, interim reviews for the same purpose. Any new alignments can be made by the board.

11.010.4. *Sections Within Zones.*
The board may create, modify, or eliminate sections in zones in order to rotate the directorship within a zone by nominating RI directors on a schedule set by the board.

11.010.5. *Director from Zone in RIBI.*
The director from a zone or section of a zone wholly within RIBI shall be nominated by all the clubs in RIBI by a club ballot in the form and at the time the general council of RIBI shall determine. The name of the nominee shall be certified to the general secretary by the secretary of RIBI.

11.020. *Selection of Director-nominee and Alternate by Nominating Committee Procedure.*

11.020.1. *General Provisions of Nominating Committee Procedure.*
Directors-nominee and alternates shall be selected by the nominating committee procedure except in zones and sections of zones wholly within RIBI. Nominating committees shall be constituted from the entire zone, except for zones that include both districts within RIBI and districts not within RIBI, notwithstanding any bylaw provisions or informal understandings which may limit the area within the zone from which the candidate may be nominated. However, if there are two or more sections in a zone, the committee shall be selected from only those districts in the section(s) from which the director is to be nominated unless a majority of districts in each of the section(s) of the zone, by resolutions adopted at their district conferences, agree to the selection from all districts in the zone. The procedure for making this determination shall be decided by the board.

For the agreement to be effective for the selection of a nominating committee, it must be certified to the general secretary by the district governor by 1 March in the year preceding the selection. The agreement shall be void if the districts comprising the zone are changed, but shall otherwise remain in effect unless rescinded by a majority of districts of the zone by resolution adopted at their conferences and certified to the general secretary by the district governors.

11.020.2. *Nominating Committee Procedure for Zones with Section(s) within RIBI and Section(s) not within RIBI.*
In a zone that has a section wholly within RIBI and a section not within RIBI, directors-nominee and alternates shall be selected by the nominating committee procedure in the section that is not within RIBI. The nominating committee for the section not within RIBI shall be selected from that section.

11.020.3. *Membership on Nominating Committee.*
A nominating committee shall consist of one member from each district in the zone or section elected by the clubs of the district as provided. Each member shall be a past governor at the time of election, who is a member of a club in the relevant zone or section. Members shall be elected for a term of one year. Directors or past directors shall not be eligible for membership on the nominating committee. No Rotarian shall serve more than twice as a member of the nominating committee. Each member shall have one vote.

11.020.4. *Election.*
Except as provided in subsections 11.020.9., 11.020.10., and 11.020.11., the member and the alternate member of the nominating committee shall be elected at a district conference in the year before the scheduled nomination or by a club ballot conducted by the governor. To participate in district voting for the selection of a member and alternate member of the nominating committee for director, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

11.020.5. *Nominations.*
Any club in a district may nominate a qualified member of the club for membership on the nominating committee if the member has indicated a willingness and ability to serve. The club shall certify the nomination in writing and must include the signatures of the club president and secretary. The nomination shall be forwarded to the governor for presentation to the electors at a district conference, a district legislation meeting, or to the clubs by a club ballot conducted by the governor. Each club shall designate one elector to cast all its votes if voting at a district conference or a district legislation meeting. All votes from a club with more than one vote shall be cast for the same candidate. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be for the same-ordered choices of candidates.

11.020.6. *Members and Alternates.*
The candidate receiving a majority of the votes shall be the member of the nominating committee. The candidate receiving the second highest number of votes shall be the alternate member, to serve only if the member is unable to serve.

11.020.7. *Candidate Declared as a Member of the Nominating Committee.*
No ballot shall be required if there is only one nominee in a district. The governor shall declare the nominee as the member of the nominating committee.

11.020.8. *Member and Alternate Member Unable to Serve.*
If neither the member nor the alternate member is able to serve, the governor may designate a qualified member of a club in the district to be the member of the nominating committee.

11.020.9. *Selection of Members by Nominating Committee Procedure.*
The member and the alternate member of the nominating committee may be selected by a nominating committee procedure based on section 12.030.1. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for member shall not serve on the committee.

11.020.10. *Selection of Members by Club Ballot.*
A majority of electors present and voting at a district conference may vote to select the member and the alternate member by a club ballot. The club ballot shall be conducted in accordance with subsection 11.020.11. and shall conclude no later than 15 May of the appropriate year.

11.020.11. *Club Ballot Procedure.*
The governor shall send every club in the district an official call for nominations for the member of the nominating committee and the alternate. All nominations must be in writing and signed by the president and the secretary of the club. The nominations must be received by the governor by the date set by the governor. The governor shall send each club a ballot listing the qualified nominees in alphabetical order. Within the date set by the governor, a candidate may request in writing to be excluded from the ballot. A candidate will be excluded from the ballot, if their request is received by the date set by the governor. The number of a club's votes is determined by the formula in subsection 15.050.2. The governor may appoint a committee to conduct the club ballot.

11.020.12. *Report of Member to the General Secretary.*
The member and the alternate shall be reported by the governor to the general secretary. Those reported after 1 June shall not serve on the nominating committee.

11.020.13. *Contingency Not Provided for in Section 11.020.*
The board shall determine the procedure for any contingency not provided for in this section.

11.020.14. *Designation of Convener, Time and Place of Meeting, Election of Chair.*
The board shall designate a convener from the members of the nominating committee no later than 15 June in the year preceding the year when a director and alternate are to be nominated. The board shall also designate the place of its meeting. The meeting must be held between 15 September and 15 October, unless otherwise authorized by the board. The committee shall elect a chair from its members when it meets.

11.020.15. *Suggestions from Clubs to Committee.*
By 1 July, the general secretary informs the clubs in the zone, or section, of the composition of the nominating committee, invites them to submit their suggestions for director from the zone, or section, and provides the address of the convener. Suggestions shall be submitted to the convener on a form approved by the board and include a photograph and background information about the suggested candidate's Rotary and other activities. Suggestions must be received by the convener no later than 1 September.

11.020.16. *Committee Nominations.*
The nomination of a director and alternate shall be made from among members of clubs in the zone, or section of the zone, whose names are suggested by clubs. If fewer than three names are suggested, the committee may also consider other qualified Rotarians in that zone or section for selection. The committee is responsible for nominating the best qualified persons available.

11.020.17. *Meeting of the Nominating Committee.*
The committee shall meet between 15 September and 15 October at a time and place determined by the board. A majority of the members is a quorum and all business shall be by majority vote, except in selecting the committee's nominee for director. The nominees for director and alternate must receive at least a 60 percent majority vote of the committee. The chair of the nominating committee may only vote for nominees for director and alternate or to break a tie vote.

11.020.18. *Committee Inability to Select Nominee.*
If a nominating committee is unable to select a director-nominee by a 60 percent majority vote, the director-nominee shall be selected in a club ballot. The club ballot shall be based on the club ballot procedure in section 11.030. and include all suggested names for director considered by the committee.

11.020.19. *Report of Selection of Committee.*
The committee's nomination for director and alternate from the zone shall be filed with the general secretary within ten days after the meeting's adjournment. The general secretary shall inform all clubs in the zone, or section, of the committee's selection by 30 October.

11.020.20. *Nominee Unable to Serve.*
If a director-nominee selected by the committee is unable to serve, the alternate shall automatically be nominated to serve.

11.020.21. *Proposal of Challenging Candidates.*
Any club in the zone, or section, may propose a challenging candidate. The challenging candidate must have been suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting. The resolution must be concurred to by a majority of clubs in its district and one other district or, if its district is in more than one zone, a majority of clubs in its district and one other district which are in the same zone from which the director is to be nominated. The concurrence shall be obtained at a conference or through a club ballot. The concurrence must be certified to the general secretary by the district's governor. The resolution must include a written statement from the challenging candidate that the candidate is willing and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. The process must be completed by 1 December in the relevant year, or the challenging candidate is not eligible to contest the selection.

11.020.22. *Declaration of Director-nominee, Selection in Club Ballot.*
If there is no eligible challenging candidate by 1 December, the president shall declare the committee's nominee as the director-nominee from the zone. The announcement shall take place no later than 15 December. If the general secretary receives the requirements for a challenging candidate by 1 December, selection of a director from among the challenging candidates and the committee's nominee shall be made in a club ballot in accordance with section 11.030.

11.030. *Club Ballot Procedure.*
The procedure for selecting a director-nominee in a club ballot pursuant to section 11.020. shall be as provided below.

11.030.1. *Voting.*
All clubs within the zone shall participate in the balloting except in those zones where the nominating committee is to be selected from the districts within a section pursuant to the provisions of subsection 11.020.1. or 11.020.2. In those zones, only clubs within the section from which the RI director is to be nominated shall participate in the balloting.

11.030.2. *Ballot Specifications.*
The general secretary shall prepare a single transferable ballot. Each ballot shall include in a form approved by the board:

(a) the name of the candidate selected by the nominating committee clearly indicated on the ballot;

(b) the names of the challenging candidates proposed by clubs in alphabetical order following the name of the candidate selected by the nominating committee; and

(c) photographs and biographical statements of each candidate provided by the proposing clubs.

11.030.3. *Deadline for Receipt of Ballots.*
The general secretary shall send the ballot including photographs and biographical statements to each club in the zone or section no later than the following 31 December.

The ballot shall be sent with instructions that the completed ballot must be returned to the general secretary at the World Headquarters no later than 1 February.

11.030.4. *Club Voting.*
The number of a club's votes is determined by the formula in subsection 15.050.2.

11.030.5. *Balloting Committee.*
The president shall appoint a balloting committee to examine and count ballots. The committee shall meet at a time, place, and manner determined by the president, no later than 5 February. The committee shall certify the results to the general secretary within five days.

11.030.6. *Counting Ballots.*
The candidate for director receiving the majority of the votes shall be declared the nominee. The counting shall take into account the second and subsequent preferences in order to select the alternate director.

11.030.7. *Announcement of Director-nominee.*
The president shall announce the name of the director-nominee selected no later than 10 February.

11.030.8. *Tie Vote.*
If a club ballot results in a tie for director-nominee, a second club ballot shall be conducted. The general secretary shall prepare and send the ballots, which shall include the names of the candidates who tied in the first club ballot, biographical statements, and photographs. The ballots and other materials shall be sent to each club in the zone or section by 15 February with instructions that the completed ballot be returned to the general secretary at the World Headquarters no later than the following 1 April. The balloting committee shall meet at a time, place, and manner determined by the president to count the ballots, no later than 5 April. The balloting committee shall certify the results to the general secretary within five days. The president shall inform all clubs in the zone of the director-nominee no later than 10 April.

11.030.9. *Extension of Time.*
The board may alter the date(s) in this section as they apply to the clubs.

11.040. *Nominations for Officers of RIBI.*
Nominees for chair, chair-elect, and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of RIBI.

Article 12 Nominations and Elections for Governors

12.010. Selection of a Governor-nominee.
12.020. Procedure to Select Governor.
12.030. Nominating Committee Process.
12.040. Selection of Governor by Club Ballot.
12.050. Club Ballot Procedure.
12.060. Selection of Governor by District Conference.
12.070. Certification of Governor-nominee.
12.080. Rejection of Governor-nominee.
12.090. Vacancies in the Offices of Governor-nominee and Governor elect.

12.010. *Selection of a Governor-nominee.*
The district shall select a nominee for governor between 24 and 36 months before taking office. The nominee shall become the governor-nominee-designate upon selection and the governor-nominee on 1 July two years before taking office as governor. The board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI convention in the year before the nominee will attend the international assembly, if such an election is needed under the provisions of section 6.010. of these bylaws.

12.020. *Procedure to Select Governor.*
Except for those districts in RIBI, a district shall adopt, by a resolution at a district conference by a majority vote of the electors present and voting, one of three processes to select the governor-nominee-designate in future years:

(a) nominating committee;

(b) club ballot; or

(c) district conference.

If the district has not adopted a process by 1 July, the district shall use the nominating committee process. The district must follow all procedures for its chosen selection method as provided in the remainder of this article. To participate in district voting for the election of governors-nominee, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

12.030. *Nominating Committee Process.*

12.030.1. *Nominating Committee for Governor.*
In districts adopting a nominating committee procedure, the committee shall seek out and propose the best qualified candidate for governor-nominee. The terms of reference of the committee, including the method for selecting members, shall be determined in a resolution adopted by the electors present and voting at a district conference, a district legislation meeting, or by a club ballot conducted by the governor. The terms of reference must not be inconsistent with the bylaws.

12.030.2. *Failure to Select Members of the Nominating Committee.*
Any district that has adopted the nominating committee procedure but fails to select the members of the committee shall select the five most recent past governors who are still members of a club in that district as its nominating committee. The committee shall function in accordance with section 12.030. If five past governors are not available, the RI president shall appoint additional members from that district so that the committee has five members.

12.030.3. *Club Suggestions for Governor.*
The governor shall invite clubs to submit their suggestions for nominations for governor. The invitation is to be made at least two months before suggestions are due to the nominating committee. The suggestions shall be submitted by a resolution naming the suggested candidate adopted at a regular club meeting and certified by the secretary. A club shall only suggest one of its own members.

12.030.4. *Nomination by Committee of Best Qualified Rotarian.*
The committee shall nominate the best qualified Rotarian who is available to serve as governor and not be limited to those names submitted by clubs in the district.

12.030.5. *Notification of Nomination.*
The chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. Within three days of the receipt of the notice, the governor shall notify the clubs in writing of the name and club of the nominee.

12.030.6. *Committee Inability to Select Nominee.*
If the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a club ballot as provided in section 12.050. or at a district conference or a district legislation meeting in accordance with section 15.050. In either case, only those candidates suggested to the nominating committee may participate.

12.030.7. *Challenging Candidates.*
Any club in the district in existence for at least one year as of the beginning of that year may also propose a challenging candidate for governor-nominee, but only if it previously suggested the candidate to the nominating committee. A club in existence for less than one year as of the beginning of that year may propose a challenging candidate if the candidate is a member of that club and was already suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting and filed with the governor by the date set by the governor, which shall be within 14 days of notification of the selection for governor-nominee.

12.030.8. *Concurrence to Challenges.*
The governor shall inform all clubs through a form prescribed by RI of any challenging candidate and ask whether any club concurs with the challenge. In order to concur, a club must adopt a resolution at a regular meeting and file it with the governor by the date set by the governor. A valid challenge requires concurrences by either:

(a) 20 other clubs; or

(b) 30 percent of the total number of clubs

which have been in existence for at least one year as of the beginning of that year in that district, whichever is higher. A club shall concur with only one challenging candidate.

12.030.9. *Challenging Nominations.*
Within seven days after the deadline, the governor shall notify clubs that there is a valid challenging candidate. The notice shall include the name and qualifications of each challenging candidate, the names of the challenging and concurring clubs, and state that the candidates will be voted on in a club ballot or at the district conference, if the challenge remains valid for 30 days after the notice by the governor.

12.030.10. *Lack of Valid Challenging Candidate.*
If there is no valid challenging candidate, the governor shall declare the committee's candidate as the governor-nominee. The governor shall notify all clubs in the district of the nominee within 15 days.

12.040. *Selection of Governor by Club Ballot.*
The governor shall send every club an official call for nominations for governor. All nominations must be in writing, signed by the president and secretary of the club, and received by the governor by the deadline. The deadline shall be at least one month after the call for nominations. A club shall suggest only one of its own members. If only one candidate is suggested by the clubs, no ballot is required and the governor shall declare the candidate to be the governor-nominee. If there are two or more candidates, the governor notifies clubs of the name and qualifications of each candidate and that the governor-nominee will be selected by a club ballot.

12.050. *Club Ballot Procedure.*
The governor shall send a single transferable ballot to each club, listing the candidates in alphabetical order, except when the ballot results from a challenge, in which case the candidate selected by the district nominating committee shall be listed first. The governor shall send a copy of the ballot, signed by all members of the balloting committee, to each club with instructions that the completed ballot be returned to the governor by a date set by the governor. This date shall be between 15 and 30 days following the date the governor sent the ballots to the clubs.

12.050.1. *Club Voting.*
The number of a club's votes is determined by the formula in subsection 15.050.2., based on the club invoice dated 1 July. If a club is entitled to more than one vote, the club shall cast all votes for the same candidate. The name of the candidate for whom the club has cast its vote(s) shall be verified by the secretary and president of the club and forwarded to the governor.

12.050.2. *Balloting Committee.*
The governor shall announce the place, date, and time for counting ballots and shall appoint a balloting committee of three members. Validation of ballots shall be undertaken separately from the counting of the ballots. The committee shall make arrangements to safeguard the secrecy of the ballots and to allow the candidates or a candidate's representative to be present to observe the counting of the ballots.

12.050.3. *Report of Balloting Committee.*
The balloting committee shall promptly report the results to the governor as soon as a candidate receives a majority vote, including the number of the votes for each candidate. The candidate receiving a majority of the votes cast shall be declared governor-nominee. If there is a tie vote, the nominating committee's candidate shall be declared the governor-nominee. If neither tied candidate was the nominating committee's choice, the governor shall select one of the tied candidates as the governor-nominee. The governor shall promptly notify the candidates and clubs of the results of the ballot. The balloting committee shall retain all ballots for 30 days after the governor's notification to the candidates and clubs. The ballots shall be open to inspection by any club during this period. The chair of the committee shall destroy the ballots following the 30-day period if no election complaint is filed as per section 13.030. If an election complaint is filed, the ballots shall be retained until the board decision on the complaint.

12.060. *Selection of Governor by District Conference.*
If a district chooses to select its governor-nominee at the district conference, the governor shall invite the clubs to submit their suggestions for nominations for governor. The call for nominations and the ballot at the district conference will follow as closely as possible the provisions for a club ballot. All votes from a club with more than one vote shall be counted only if cast for the same candidate. Each club shall designate one elector to cast all its votes.

12.070. *Certification of Governor-nominee.*
The governor shall certify the name of the governor-nominee to the general secretary within 10 days of declaring the nominee.

12.080. *Rejection of Governor-nominee.*
Any governor-nominee who does not meet the qualifications and requirements shall be rejected and not presented by the general secretary to the convention for election, unless excused by the board in accordance with sections 16.010. and 16.020.

12.090. *Vacancies in the Offices of Governor-nominee and Governor-elect.*
If a district fails to select a governor-nominee or if a nominee becomes disqualified for election or otherwise unable or unwilling to serve and another nominee is not selected either before the election of officers at the convention or at least three months before the international assembly, the governor shall reinitiate the selection procedures starting with section 12.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. If either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for the successor has been completed by the district, then the successor shall automatically fill the vacancy if they are willing to do so, subject to the required election either by the convention or the board. If the successor has been selected, but is unable or unwilling to fill the vacancy, the board shall elect a Rotarian qualified under section 16.010.

12.090.1. *Special Provision to Vacancies.*
When a governor reinitiates the nominating committee procedure in accordance with section 12.090., the governor shall not be required to repeat the procedure in subsection 12.030.3. if there were no suggestions by clubs to the nominating committee during the previous nominating process.

Article 13 Conduct and Review of Elections

13.010. Campaigning, Canvassing, and Electioneering.
13.020. Nominating Committee.
13.030. Election Review Procedures.

13.010. *Campaigning, Canvassing, and Electioneering.*
In order that the best qualified Rotarians are selected for RI's elective offices, any effort to influence the selection process for an elective office in any manner, including campaigning, canvassing, or electioneering, is prohibited. Rotarians shall not campaign, canvass, or electioneer for elective position in RI, or allow such activity, for either themselves or others. Unless expressly authorized by the board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped.

13.020. *Nominating Committee.*
No person who has agreed in writing to be a member, alternate member, or candidate for membership on a nominating committee, whether elected or not, nor any candidate who is elected and subsequently resigns from the committee, nor any spouse, child, or parent of any such person, shall be eligible to be nominated for the respective office in the year in which the committee serves.

13.030. *Election Review Procedures.*

13.030.1. *Complaints.*
A complaint about the selection process for an RI elective office or the result of an RI election shall be considered by the board only if it is:

(a) made by a club with the concurrence of at least five other clubs or a current officer of RI; or by a president's representative to a district or zone meeting;
(b) in writing; and
(c) filed with the general secretary within 21 days after the election results are announced.

13.030.2. *Board Consideration.*
The general secretary shall act upon a complaint pursuant to board procedures. The board may dismiss the complaint, disqualify the candidate for the elective office sought or future RI elective offices (or both) for such period as the board determines, or take any action against any Rotarian it deems fair and just. A two-thirds vote is required to disqualify a candidate. The board shall promptly transmit its decision to the interested parties.

13.030.3. *Repeated Election Complaints from a District.*
Notwithstanding any other provision of these bylaws or the standard club constitution:

(a) If, within the previous five years, the board has upheld two or more election complaints in a district under subsection 13.030.1., the board may take any or all of the following actions when it has reasonable cause to believe that RI's bylaws or election complaint procedures have been violated:
    1. disqualify from the election the nominee and any or all candidates and select a qualified individual from a club in the district to serve;
    2. remove from office any person who improperly influences or interferes in the election process; and

3. declare that a current or past RI officer who improperly influences or interferes in the election process is no longer a current or past RI officer;

(b) If, within the previous five years, the board has upheld three or more election complaints in a district under subsection 13.030.1., the board may dissolve the district and assign the clubs to surrounding districts, without regard to the provisions of section 15.010.1.

13.030.4. *Candidate Declaration of Campaigning Provisions.*
On all forms suggesting candidates to elective office, candidates shall sign a declaration that they have read, understood, accepted, and agreed to be bound by the provisions of the bylaws.

13.030.5. *Exhaustion of Election Review Procedure.*
The election review procedure in the bylaws is the exclusive method to contest the right to an elective office or the result of an RI election. If a Rotarian candidate or a club acting for a candidate does not follow and exhaust the election review procedure before seeking the intervention by any non-Rotary agency or other dispute resolution system, the Rotarian candidate shall be disqualified from the election in question and from contesting any elective office of RI for a period determined by the board. If a club or a Rotarian fails to follow and exhaust the election review procedure and the appeal of board decision procedure in section 5.030. before seeking the intervention of any non-Rotary agency or other dispute resolution system, the board may take appropriate action pursuant to subsection 3.020.1.(c).

Article 14 Administrative Groups and Administrative Territorial Unit

14.010. Board Authority.
14.020. Supervision.
14.030. Supervision Through a Pilot Project.
14.040. Administrative Territorial Unit (RIBI).

14.010. *Board Authority.*
Wherever clubs are administered by the direct supervision of a governor in a constituted district, the board may authorize such committees, councils, or other assistants to the governor as the board may deem necessary and advisable.

14.020. *Supervision.*
The board may establish a method of supervision in addition to the supervision by the governors of the clubs within any area composed of two or more geographically contiguous districts. If the board establishes a method of supervision, it shall prescribe rules of procedure, which must be approved by the clubs in those districts.

14.030. *Supervision Through a Pilot Project.*
The board may establish pilot projects as a method of supervision of clubs subject to approval by all impacted districts. The board may establish the governance rules and procedures for the involved districts not in accordance with sections:

(a) 7.020. and 7.030. (Proposing and Endorsing Legislation);

(b) 8.030. and 8.040. (Proposing and Endorsing Resolutions);

(c) 15.020. - 15.060. (District Meetings and District Fund); and

(d) 16.030. (Duties of a Governor).

14.040. *Administrative Territorial Unit (RIBI).*
The clubs located in RIBI shall be organized and operated as an administrative territorial unit of RI. RIBI shall operate pursuant to its constitution as approved by the council on legislation. It shall also act on the board's behalf to admit clubs in RIBI, as a districting committee of RI, in RI financial matters as provided in these bylaws, and as authorized by the board.

14.040.1. *The RIBI Constitution.*
The RIBI constitution shall conform with the spirit and provisions of the RI constitution and bylaws.
The constitutions and bylaws of RI and RIBI shall include specific provisions relating to the unit's internal administration.

14.040.2. *Amending the RIBI Constitution.*
The provisions of the RIBI constitution that prescribe the unit's internal administration in carrying out its powers, purposes, and functions may be amended only by the RIBI annual conference with the approval of the council on legislation. When the council on legislation amends the RI constitutional documents in matters not related to internal administration, correlative amendments necessary to conform the RIBI constitutional documents with the RI constitutional documents shall be effected ipso facto.

14.040.3. *Amending the RIBI Bylaws.*
The RIBI bylaws may be amended as provided in, and consistent with, its constitution and the RI constitutional documents.

Article 15 Districts

15.010. How Established.
15.020. Presidents-elect Learning Seminar.
15.030. Club Leadership Learning Seminar.
15.040. District Conference and District Legislation Meeting.
15.050. Voting at District Conferences and District Legislation Meetings.
15.060. District Finances.

15.010. *How Established.*
The board is authorized to group clubs into districts and set their boundaries.

15.010.1. *Eliminating and Changing Boundaries.*
The board may change the boundaries of a district with fewer than 20 clubs or 1,100 Rotarians or merge clubs in these districts with adjacent districts, or divide a district with more than 100 clubs or 5,400 Rotarians. Otherwise, no change shall be made to the boundaries of a district if a majority of its clubs object. The board may eliminate or change the boundaries of a district only after consulting with the governors and clubs involved and allowing them reasonable opportunity to provide a recommendation on the proposed change. The board shall consider geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. The board shall establish procedures for administration, leadership, and representation of future or merged districts.

15.010.2. *Clubs in the Same Area.*
Clubs in the same city, borough, municipality, or urban area shall not be assigned to different districts without the approval of a majority of the clubs. Clubs that exist in the same locality have the right to be assigned to the same district. They may exercise that right through petition to the board by a majority of the clubs. The board shall assign all the clubs to the same district within two years of receipt of the petition.

15.020. *Presidents-elect Learning Seminar.*
A district (or multidistrict) presidents-elect learning seminar shall be held annually, preferably in February or March, to actively orient, engage, and empower presidents-elect in the district as determined by the board. The governors-elect shall plan, conduct, direct, and supervise the presidents-elect learning seminar.

15.030. *Club Leadership Learning Seminar.*
A district (or multidistrict) club leadership learning seminar shall be held annually, preferably in March, April, or May, to develop future club leaders who have the necessary skills, knowledge, and motivation to: sustain and expand their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support TRF through both program participation and financial contributions. The governors-elect shall plan, conduct, direct, and supervise the club leadership learning seminar. In special circumstances, the board may authorize a club leadership learning seminar at a date other than those specified here. Those specifically invited shall include incoming club presidents and club leaders.

15.040. *District Conference and District Legislation Meeting.*

15.040.1. *Time.*
A district conference may be held at a time and place agreed upon by the governor and the presidents of a majority of the clubs. The governor-nominee may begin planning the conference when selected and certified to the general secretary. The conference dates shall not conflict with the club leadership learning seminar, the international assembly, or the international convention. The board may authorize two or more districts to hold their conferences together. The district may also hold a district legislation meeting, after all clubs receive 21 days' notice, at a time and place set by the governor. If a majority of the clubs request a district legislation meeting, specifying the items to be discussed, the governor shall convene the meeting within eight weeks of the request.

15.040.2. *Conference and District Legislation Meeting Actions.*
A conference or legislation meeting may adopt recommendations on matters important to the district, in accordance with the RI constitution and bylaws and the spirit and principles of Rotary. Each conference and legislation meeting shall consider and act on all matters submitted.

15.040.3. *Conference Secretary.*
After consulting the president of the host club, the governor shall appoint a conference secretary, who shall cooperate with the governor in planning the conference and recording its proceedings.

15.040.4. *Conference Report.*
Within 30 days after the conference, the governor or acting chair, along with the secretary, shall prepare a report of the conference proceedings and send it to the general secretary and each club secretary in the district.

15.050. *Voting at District Conferences and District Legislation Meetings.*

15.050.1. *General Provision on Voting.*
Every club member in good standing present at the conference or a legislation meeting is entitled to vote on all matters, except for the matters listed in subsection 15.050.3.

15.050.2. *Electors.*
Each club shall select and certify at least one elector to its conference and legislation meeting (if held). A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Membership is determined by the number of members in the latest club invoice before the vote, except that a suspended club has no vote. Each elector shall be a member of the club. To vote, an elector must be present at a conference or legislation meeting. To participate in any voting by electors at a district conference, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

15.050.3. *Matters Restricted to Electors.*
Voting at the conference or a legislation meeting is restricted to electors in the following matters:

(a) selection of a governor-nominee;
(b) election of a member and alternate of the nominating committee for director;
(c) composition and terms of reference of the nominating committee for governor;
(d) election of the representative and alternate to the council on legislation and council on resolutions; and
(e) amount of the per capita levy.

Any club member in good standing present may demand a poll on any matter presented to the conference or legislation meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on matters (a), (b), (c) and (d), all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

15.050.4. *Proxies.*
If the governor approves, a club may designate a proxy for an absent elector, who may be a member of any club in the district. The proxy designation must be certified by the club president and secretary. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

15.050.5. *District Club Ballot.*
Any decision or election that the bylaws authorize at a conference or club leadership learning seminar may be the subject of a club ballot. A club ballot shall follow the procedures in section 12.050. as nearly as possible.

15.060. *District Finances.*

15.060.1. *District Fund.*
Each district, by resolution of a conference, may establish a District Fund for financing district-sponsored projects and administering and developing Rotary in the district. Any person who fails to fulfill financial requirements, including improperly administering the District Fund or failing to comply with subsection 15.060.4., shall not hold any RI or district office until financial irregularities are resolved within the district.

15.060.2. *Approval of Levy.*
There shall be a per capita levy on members in the district to finance the District Fund. The amount of the levy shall be set by:

(a) the conference by a majority of the electors present and voting; or

(b) the club leadership learning seminar or the presidents-elect learning seminar by three-fourths of the incoming club presidents, including any representatives designated under article 11, section 5(c) of the standard club constitution.

15.060.3. *Per Capita Levy.*
The per capita levy is mandatory for all clubs of a district. The governor shall certify to the board any club that has not paid the levy for more than six months. The board shall suspend RI services to the club as long as the levy remains unpaid.

15.060.4. *Annual Statement and Report of District Finances.*
Within one year of serving as governor, the immediate past governor must provide each club an independently reviewed annual statement and report of district finances. The immediate past governor must provide the statement and report and have it discussed and adopted at a district meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given. Alternatively, within one year of serving as governor, the immediate past governor may ask the governor to conduct a club ballot for adoption of the statement and report. The statement and report shall be sent at least 30 days before the club ballot. The governor shall start this process within 30 days of receiving the request from the immediate past governor.

The review may be conducted by either a qualified accountant or a district audit committee. An audit committee must:

(a) have at least three active members be selected in accordance with established district procedures;

(b) include at least one member who is a past governor or an independent, financially literate person; and

(c) not include any current governor, treasurer, signatory of district bank accounts, or member of the finance committee.

The annual statement shall include, but not be limited to, all:

(a) sources of the district's funds (RI, TRF, district, and club);

(b) funds received by or on behalf of the district from fundraising activities;

(c) grants received from TRF or TRF funds designated by the district for use;

(d) financial transactions of district committees;

(e) financial transactions of the governor by or on behalf of the district;

(f) expenditures of district funds; and

(g) funds received by the governor from RI.

Article 16 Governors

16.010. Qualifications of a Governor-nominee.
16.020. Qualifications of a Governor.
16.030. Duties of a Governor.
16.040. Duties of an RIBI Governor.
16.050. Vacancy in the Office of Governor.

16.010. *Qualifications of a Governor-nominee.*
Unless excused by the board, the person selected as a governor-nominee shall at the time of selection:

(a) be a member in good standing of a functioning club in the district;

(b) have served as club president for a full term or as charter president for at least six months;

(c) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 16.030.;

(d) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws; and

(e) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

16.020. *Qualifications of a Governor.*
Unless excused by the board, a governor, when taking office, must have attended the international assembly for its full duration, have been a Rotarian for at least seven years, and continue to possess the qualifications in section 16.010.

16.030. *Duties of a Governor.*
The governor is the officer of RI in the district, functioning under the general control and supervision of the board. The governor shall inspire and motivate the clubs in the district. The governor shall ensure continuity within the district by working with past, current, and incoming district leaders. The governor is responsible for:

(a) organizing new clubs;
(b) strengthening existing clubs;
(c) promoting membership growth;
(d) working with district and club leaders to encourage:
    1. participation in a district leadership plan as developed by the board;
    2. promotion of the RI strategic plan;
    3. participation in grant programs of The Rotary Foundation;
(e) furthering the Object of Rotary by providing leadership and supervision of the clubs in the district;
(f) supporting TRF;
(g) promoting cordial relations among the clubs and Rotaract clubs and between the clubs, Rotaract clubs, and RI;
(h) planning for and presiding at a district conference (if held) and assisting the governor-elect in planning and preparing the presidents-elect learning seminar and the club leadership learning seminar;
(i) conducting an official visit to each club, individually or in multi-club meetings, that maximizes the governor's presence to:
    1. focus attention on important Rotary issues;
    2. provide special attention to weak and struggling clubs;
    3. motivate Rotarians to participate in service activities;
    4. ensure that the club constitution and bylaws comply with the constitutional documents, especially following councils on legislation; and
    5. personally recognize the outstanding contributions of Rotarians in the district;
(j) issuing a monthly communication to each club;
(k) reporting promptly to RI as required by the president or the board;
(l) providing the governor-elect, before the international assembly, full information about the condition of clubs and recommended action to strengthen them;
(m) assuring that district nominations and elections comply with the constitutional documents and RI's established policies;
(n) inquiring regularly about the activities of Rotarian organizations in the district;
(o) transferring district files to the governor-elect;
(p) providing support to assistant governors, if any have been appointed, so that they can further the development of the district and the cohesiveness of the members; and
(q) performing any other duties as are inherent of an RI officer.

16.040. *Duties of an RIBI Governor.*
The duties of an RIBI governor shall be performed in keeping with the traditional practices of the area under the direction of the general council and consistent with the RIBI constitution and bylaws. The governor shall also report promptly to RI as required by the president or the board and shall perform any other duties as are inherent of an RI officer.

16.050. *Vacancy in the Office of Governor.*

16.050.1. *Vice Governor.*
The nominating committee for governor may select a past governor, proposed by the governor-elect, to be vice governor, who shall serve during the year following selection. If the nominating committee makes no selection, the governor-elect may select a past governor to be vice governor. The role of the vice governor is to replace the governor in case of a temporary or permanent inability to perform the governor's duties.

16.050.2. *Permanent Vacancy in the Office of Governor.*
If there is no vice governor, the board may elect a past governor, preferably from the same district, to fill a governor's vacancy for the unexpired term. Until the board acts, the president may appoint a past governor, preferably from the same district, as acting governor.

16.050.3. *Temporary Inability to Perform Duties of Governor.*
If a governor temporarily cannot perform the duties of the office and there is no vice governor, the president may appoint a past governor, preferably from the same district, as acting governor.

Article 17 Committees

17.010. Standing and Other Committees.
17.020. Audit Committee.
17.030. Joint Committees of RI and TRF.
17.040. Membership on Committees.
17.050. Meetings.
17.060. Term of Service.
17.070. Committee Exceptions.
17.080. Secretary of Committees.
17.090. Quorum.
17.100. Manner of Conducting Business.
17.110. Authority over Committees.

17.010. *Standing and Other Committees.*
The board shall establish the following standing committees:

(a) constitution and bylaws
(b) districting
(c) election review
(d) finance
(e) membership
(f) operations review
(g) strategic planning

The board may establish other committees as needed. For standing and other committees, the board shall determine:

(a) the number of members;
(b) the terms of members;
(c) the qualification of members;
(d) the duties and authority; and
(e) the continuity of members from year to year.

17.020. *Audit Committee.*
The board and the TRF trustees shall appoint an audit committee with members who shall be independent and financially literate. The president, the board, the TRF chair, the TRF trustees, or the committee chair shall determine the time, place, manner, and notice of meetings.

17.030. *Joint Committees of RI and TRF.*
For those committees serving both RI and TRF, the board and trustees shall jointly determine the number, terms, qualifications, duties, and continuity of members from year to year.

17.040. *Membership on Committees.*
Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees after consulting the board. Committees may include Rotaractors as members. The president shall designate the chair of each committee and subcommittee and serve as an ex officio member of all RI committees.

17.050. *Meetings.*
Except as otherwise provided in these bylaws, the president shall determine the time, place, manner, and notice of all meetings of committees and subcommittees. A majority of the members shall constitute a quorum, and the act of a majority of the members present at a meeting with a quorum shall be the act of the committee or subcommittee.

17.060. *Term of Service.*
Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than one term. No person who has served on a committee for a full term is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

17.070. *Committee Exceptions.*
The provisions of sections 17.010. to 17.060. do not apply to any nominating committees.

17.080. *Secretary of Committees.*
The general secretary is the secretary of all committees, unless the board otherwise provides. The general secretary may appoint another person to serve as secretary.

17.090. *Quorum.*
A majority of all committee members is a quorum for a meeting, unless otherwise provided in the bylaws or by the board.

17.100. *Manner of Conducting Business.*
A committee may conduct business by any manner of communication under rules of procedure prescribed by the board, unless contrary to the bylaws.

17.110. *Authority over Committees.*
All committees are subject to board control and supervision pursuant to subsection 5.010.2.(d). All committee actions and decisions are subject to board approval, except the decision of the nominating committee for president in selecting a president-nominee. However, the board has jurisdiction over all actions and decisions that are in violation of article 13.

Article 18 Fiscal Matters

18.010. Fiscal Year.
18.020. Club Reports.
18.030. Dues.
18.040. Date of Payment.
18.050. Budget.
18.060. Five-Year Financial Forecast.
18.070. Audit.
18.080. Report.

18.010. *Fiscal Year.*
The fiscal year of RI is from 1 July to 30 June.

18.020. *Club Reports.*
A club or Rotaract club shall report to RI the number of its members on 1 July and on 1 January each year or on other dates set by the board.

18.030. *Dues.*

18.030.1. *Per Capita Dues.*
Each club pays per capita dues to RI for each member as follows: US$41.00 per half year in 2025-26, US$42.75 per half year in 2026-27, US$44.63 per half year in 2027-28, and US$46.50 per half year in 2028-29 and thereafter. The dues shall remain constant until changed by the council on legislation.

18.030.2. *Per Capita Dues for Rotaract Clubs.*
Each Rotaract club pays per capita dues to RI for each Rotaractor as determined by the board.

18.030.3. *Additional Per Capita Dues.*
Each year a club pays to RI additional per capita dues in an amount per member, as determined by the board to be sufficient to pay for the projected expenses of the council on legislation and council on resolutions. The additional dues are separately designated and restricted for the expenses of representatives attending the councils, as well as other administrative expenses of the councils, as determined by the board. The board shall furnish the clubs an accounting of receipts and expenditures. In the event of an extraordinary meeting of the council, clubs shall pay additional per capita dues as soon as practicable.

18.030.4. *Dues Payable by RIBI.*
Each RIBI club or Rotaract club shall pay its per capita dues to RI as provided in subsections 18.030.1. and 18.030.2., through RIBI. RIBI shall retain one-half of the RI per capita dues and forward the balance to RI.

18.030.5. *Adjustment of Dues.*
The board may return a portion of dues to a club or Rotaract club, as it deems appropriate. Upon request, the board may also adjust or postpone the amount of per capita dues payable by a club or Rotaract club whose locality has sustained serious damage from natural or similar disasters or whose currency is so devalued that the club or Rotaract club is required to pay an excessive amount of its currency to meet its obligations to RI.

18.040. *Date of Payment.*

18.040.1. *Payment Due Dates.*
Per capita dues are payable pursuant to subsections 18.030.1. and 18.030.2. on 1 July and 1 January of each year or other dates set by the board. Additional dues are payable pursuant to subsection 18.030.3. on 1 July or other dates set by the board.

18.040.2. *Prorated Dues.*
Between payment due dates, a club or Rotaract club shall pay prorated per capita dues for new members, equal to one-twelfth of the annual per capita dues for each full month of membership. However, a club or Rotaract club is not required to pay prorated per capita dues for a transferring or former member of another club or Rotaract club. Prorated per capita dues are payable on 1 July and 1 January or on other dates set by the board.

18.040.3. *Currency.*
Dues are paid to RI in US currency. If this is impossible or impractical, the board may authorize payment in other currency. The board also may grant an extension of time for payment of dues when emergency conditions make it advisable.

18.040.4. *New Clubs.*
A new club or Rotaract club begins paying dues on the next payment due date after its admission.

18.050. *Budget.*

18.050.1. *Adoption by Board.*
Each year the board adopts a budget for RI for the next fiscal year. The budget's anticipated total expenses shall not exceed total anticipated revenue.

18.050.2. *Revision of Budget.*
The board may revise the budget at any time. Anticipated total expenses shall not exceed total anticipated revenue.

18.050.3. *Budgeted Expenditures.*
No expenditure of RI funds shall be made unless it is within the board's budget. The general secretary has the duty and authority to enforce compliance with this subsection.

18.050.4. *Expenditures in Excess of Total Anticipated Revenue; Emergency and Unforeseen Circumstances.*
The board, by a three-quarters vote of all directors, may authorize expenditures in excess of anticipated revenue in emergency and unforeseen circumstances, provided that no expenditure causes indebtedness that exceeds the net assets of RI. The president shall report full details of the excess expenditure and its circumstances to all RI officers within 60 days and to the next convention.

18.050.5. *Annual Publication of the RI Budget.*
By 30 September each year, the RI budget shall be published on RI's website as decided by the board and brought to the attention of all clubs and Rotaract clubs.

18.050.6. *Expenditures in Excess of Anticipated Revenue; RI Reserve.*
Notwithstanding the provisions of section 18.050.4., the board will establish an annual reserve target sufficient to ensure that RI will continue to meet its financial obligations. If at any time the RI reserve is greater than the RI reserve target set by the board, the board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided that such expenditure would not cause the RI reserve to decrease below the RI reserve target. Full details of the reserve target and any excess expenditure and the circumstances leading thereto shall be reported by the president to all officers of RI within 60 days and to the next convention.

18.060. *Five-Year Financial Forecast.*

18.060.1. *Annual Review of Five-Year Forecast.*
The board shall review a five-year financial forecast each year, which shall describe the development of RI's total revenues, total expenses, assets, liabilities, and fund balances.

18.060.2. *Presentation of Five-Year Forecast at the Council on Legislation.*
The board shall present the five-year financial forecast to the council on legislation, as background to any financial legislation. The first year of the five-year financial forecast shall coincide with the year of the council on legislation.

18.060.3. *Presentation of Five-Year Forecast at Rotary Institutes.*
A director or other board representative shall present the five-year forecast to each Rotary institute. The forecast should include updates on specific process improvements and cost reduction measures taken by RI.

18.070. *Audit.*
The board shall provide for an audit of RI at least once per year, prepared by licensed, certified, or chartered public accountants, or auditors of recognized standing in the country, state, or province in which the audit is made. The general secretary shall submit books and vouchers for audit as required by the board.

18.080. *Report.*
The general secretary shall publish on RI's website the audited financial statements and accompanying notes and supplemental schedules (if any), as well as an annual report, no later than 31 December after the fiscal year end. The general secretary shall also report, by individual office, all expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each director and director-elect.

Article 19 Name and Emblem

19.010. Preservation of RI's Intellectual Property.
19.020. Restrictions on the Use of RI's Intellectual Property.

19.010. *Preservation of RI's Intellectual Property.*
The board shall maintain and preserve the name, emblem, badge, and other insignia of RI for the exclusive use and benefit of all Rotarians and Rotaractors.

19.020. *Restrictions on the Use of RI's Intellectual Property.*
The name, emblem, badge, or other insignia of RI or of any club or Rotaract club shall not be used by any club, Rotaract club, or member as a trademark, special brand of merchandise, or for any commercial purpose. RI does not recognize or approve the use of such name, emblem, badge, or other insignia in combination with any other name or emblem.

Article 20 Other Meetings

20.010. International Assembly.
20.020. Rotary Institutes.
20.030. Council of Past Presidents.
20.040. Meetings Procedure.

20.010. *International Assembly.*

20.010.1. *Purpose.*
The purpose of an international assembly is to educate, motivate, and inspire governors-elect and to present an opportunity to discuss, plan, and implement Rotary's programs and activities for the coming Rotary year.

20.010.2. *Time and Place.*
The board shall determine the time and place of the international assembly. The president-elect is responsible for its program and shall chair any committee supervising assembly arrangements. The assembly shall be held annually before 15 February.

20.010.3. *Participants.*
The participants authorized to attend the international assembly include: the president, the directors, the president-nominee, the directors-elect, the directors-nominee, the general secretary, the governors-elect, the officers-nominee of RIBI, the chairs of the RI committees and other persons that the board may designate.

20.010.4. *Special or Sectional Assemblies.*
The board may arrange two or more special or sectional assemblies to meet an emergency or special condition.

20.020. *Rotary Institutes.*
The president may authorize the convening of Rotary institutes as annual informational meetings for past, present, and incoming RI officers, and other Rotarians and guests invited by the convener. A Rotary institute may be organized for RI, a zone, a section of a zone, or a grouping of zones. The convener shall report upon the legislation and resolutions reviewed and the action taken by each council on legislation and council on resolutions.

20.030. *Council of Past Presidents.*

20.030.1. *Composition.*
There shall be a standing council composed of past presidents who are members. The president is a non-voting ex officio member of the council, with the privilege of attending meetings and participating in deliberations. The penultimate past president serves as chair, the immediate past president as vice-chair, and the general secretary as secretary but shall not be a member of the council.

20.030.2. *Duties.*
The council of past presidents shall consider matters referred by the president or board and may give advice and recommendations to the board on them. The council shall also, at the request of the board, act as mediators in matters involving clubs, districts, and officers.

20.030.3. *Meetings.*
The president or the board may call a meeting of the council of past presidents, which may also meet at the annual convention and/or international assembly. The chair of the council shall make a written report to the board after each meeting.

20.040. *Meetings Procedure.*
The chair of each Rotary meeting, assembly, conference, or convention shall decide all matters of procedure not specifically covered by the constitution, bylaws, or special rules of procedure adopted by RI. These procedures shall be fair to all concerned, subject to the right of appeal to the assembly.

Article 21 Official Magazine

21.010. Authority for Publishing Official Magazine.
21.020. Subscription Prices.

21.010. *Authority for Publishing Official Magazine.*
The board shall publish an official RI magazine in as many editions as the board authorizes, the basic edition being published in English. The purpose of the official magazine is to assist the board in furthering the purposes of RI and the Object of Rotary.

21.020. *Subscription Prices.*

21.020.1. *Required Subscription.*
Each member shall be a paid subscriber to the official magazine or to a Rotary magazine approved for that club by the board for the duration of their membership. Two Rotarians residing at the same address may subscribe jointly to an official magazine. The board shall determine the subscription price of all editions of the official magazine. Clubs shall collect the subscription fee and forward it to RI. Each member may choose either a printed or (where available) electronic copy. The board may excuse a club from complying with this section if its members are not literate in any of the languages of the official magazine or the Rotary magazine approved by the board for the club.

21.020.2. *Magazine Income.*
The magazine's income during the current year shall be used only for its publication and improvement. At the end of the year, any excess income over expenditure shall be transferred to the RI reserve, unless the board provides otherwise.

Article 22 The Rotary Foundation

22.010. TRF's Purpose.
22.020. Trustees.
22.030. Expenditures of Trustees.
22.040. Report of Trustees.

22.010. *TRF's Purpose.*
TRF shall be operated exclusively for charitable and educational purposes by the trustees in accordance with its articles of incorporation and bylaws. The articles of incorporation and bylaws can be amended only by the trustees and with the consent of the board.

22.020. *Trustees.*
There shall be 15 trustees, each nominated by the president-elect and elected by the board in the year before taking office. At least three and no more than four trustees shall be past RI presidents. All trustees shall satisfy the qualifications in TRF's bylaws. In the event of a vacancy, a new trustee shall be nominated by the president and elected by the board to complete the term. The terms of the trustees shall be four years. Trustees may be reelected and shall serve without compensation.

22.030. *Expenditures of Trustees.*
The trustees shall make expenditures from TRF's property only with the board's approval, except for two types of expenditures that require only the trustees' approval:

(1) the necessary expenses of administering TRF; and

(2) expenditures of the income or principal of gifts to TRF as prescribed by the terms of the gift or bequest.

22.040. *Report of Trustees.*
The trustees shall report to RI at least annually on TRF's programs and finances. The general secretary shall also report, by individual office, all expenses reimbursed to, and all payments made on behalf of, each trustee.

Article 23 Community, National, and International Affairs

23.010. Proper Subjects.
23.020. No Endorsements.
23.030. Non-Political.

23.010. *Proper Subjects.*
The merits of any public question involving the general welfare of a community, nation, and the world are of concern to the members of RI and shall be proper subjects of fair and informed study and discussion at RI meetings for the enlightenment of its members in forming their individual opinion. However, RI shall not express an opinion on any pending controversial public measure unless relevant to the mission or programs of RI or TRF.

23.020. *No Endorsements.*
RI shall not endorse or recommend any candidate for public office and shall not discuss at any RI meeting the merits or demerits of any such candidate.

23.030. *Non-Political.*

23.030.1. *Resolutions and Opinions.*
RI shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature unless relevant to the mission or programs of RI or TRF.

23.030.2. *Appeals.*
RI shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature unless relevant to the mission or programs of RI or TRF.

Article 24 Indemnification

The board may establish and implement policies for indemnification of RI's directors, officers, employees, and agents.

Article 25 Arbitration and Mediation

25.010. Mandatory Mediation or Arbitration.
25.020. Mediation.
25.030. Arbitration.
25.040. Costs of Mediation or Arbitration.

25.010. *Mandatory Mediation or Arbitration.*
Any dispute between the current or former member(s) of a club and a district, RI, or an RI officer, on any account whatsoever that cannot be settled amicably, except a board decision, shall, upon a disputant's request to the general secretary, be resolved by mediation or, if mediation fails, by arbitration. A request must be made in writing within 60 days after the occurrence of the dispute. Within 90 days after receiving the request, the board shall set the time, place, and manner of the mediation. Board decisions are not subject to mediation or arbitration and may only be appealed pursuant to section 5.030.

25.020. *Mediation.*
The board shall set the procedure for mediation, including appointing as mediator a neutral and detached Rotarian with appropriate skills and experience. Either party may request as mediator a Rotarian who is not a member of any disputant's club. The decision of the mediator shall be in writing and distributed to the parties and the general secretary. A party who disagrees with the outcomes may request further mediation.

25.030. *Arbitration.*
If mediation has failed, any disputant may request arbitration. The board shall set the time, place, and manner of the arbitration. Each party shall appoint a Rotarian as an arbitrator. Multiple parties with similar positions, as determined by the board, shall agree on one arbitrator. The arbitrators shall appoint as an umpire a neutral and detached Rotarian with appropriate skills and experience. The decision by the arbitrators or, if they disagree, by the umpire, shall be final and binding on all parties and not subject to appeal.

25.040. *Costs of Mediation or Arbitration.*
Costs of mediation or arbitration shall be paid equally by the disputants, unless otherwise decided by the mediator, arbitrators, or umpire.

Article 26 Amendments

These bylaws may be amended only by a majority of those voting at the council on legislation or an extraordinary council meeting as provided in section 7.090.

5 STANDARD ROTARY CLUB CONSTITUTION

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CONSTITUTION OF THE ROTARY CLUB OF

_____

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A director on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Satellite club (when applicable): A potential club whose members shall also be members of a club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period beginning 1 July.

Article 2 Name

This organization shall be the Rotary Club of

_____

(Member of Rotary International).

The name of any satellite of this club shall be Rotary Satellite Club of

_____

(A satellite of Rotary Club of _____).

Article 3 Purposes

The purposes of this club are to:

(a) pursue the Object of Rotary;
(b) carry out successful community service projects based on the five Avenues of Service;
(c) contribute to the advancement of Rotary by strengthening membership;
(d) support The Rotary Foundation; and
(e) develop leaders beyond the club level.

Article 4 Locality of the Club

The locality of this club is: _____

_____

Any satellite club of this club shall be located in this locality or the surrounding area.

Article 5 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 6 Five Avenues of Service

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality by striving for positive peace in the community.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and positive peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster positive world peace and cultural understanding.

Article 7 Meetings

Section 1 — *Regular Meetings.*

(a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the bylaws.

(b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.

(c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.

(d) *Cancellation.* The board may cancel a regular meeting for these reasons:

(1) a holiday, or during a week that includes a holiday;

(2) in observance of the death of a member;

(3) an epidemic or a disaster that affects the whole community; or

(4) an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

(e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the bylaws.

(f) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

Section 2 — *Other Meetings.*

(a) An annual meeting to elect officers and present a financial report on the previous year shall be held before 31 December, as provided in the bylaws.

(b) A mid-year financial report, including income and expenses of the first six months of the current year, shall be presented at a meeting held by 31 January.

(c) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.

Section 3 — *Board Meetings.* Within 30 days after all board meetings, written minutes should be available to all members.

Article 8 Membership

Section 1 — *General Qualifications.* This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — *Types.* This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

Section 3 — *Active Members.* A person who possesses the qualifications in article 4, section 2(a) of the RI constitution may be elected as an active club member.

Section 4 — *Satellite Club Members.* Members of a satellite club of this club shall also be members of a club until the satellite club is admitted to RI membership as a Rotary club.

Section 5 — *Prohibited Dual Memberships.* No member shall simultaneously

(a) belong to this and another club other than a satellite of a club, or

(b) be an honorary member in this club.

Section 6 — *Honorary Membership.* This club may elect honorary members for terms set by the board, who shall:

(a) be exempt from paying dues;

(b) not vote;

(c) not hold any club office;

(d) not hold classifications; and

(e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

Section 7 — *Exceptions.* The bylaws may include provisions that are not in accordance with article 8, sections 2 and 4-6.

Article 9 Club Membership Composition

Section 1 — *General Provisions.* Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

Section 2 — *Diverse Club Membership.* This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, sex, gender, and ethnic diversity.

Article 10 Attendance

Section 1 — *General Provisions.* Each member should attend this club's regular meetings, or its satellite club's regular meetings, and engage in this club's service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

(a) is present in person, by telephone, or online for at least 60 percent of the meeting;

(b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;

(c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or

(d) makes up the absence in any of the following ways within the same year:

(1) attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;

(2) is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;

(3) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;

(4) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;

(5) participates through a club website in an online meeting or interactive activity;

(6) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or

(7) attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a club leadership learning seminar, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

Section 2 — *Extended Absence While Working at a Distance.* If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

Section 3 — *Absence Because of Other Rotary Activities.* An absence does not require a make-up if, at the time of the meeting, the member is:

(a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(d)(7);

(b) serving as an officer or member of an RI committee or as a TRF trustee;

(c) serving as the special representative of the governor in forming a new club;

(d) on Rotary business in the employ of RI;

(e) directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible; or

(f) engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

Section 4 — *RI Officers' Absences.* An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

Section 5 — *Excused Absences.* A member's absence shall be excused if:

(a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.

(b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and only these requirements are taken into consideration.

Section 6 — *Attendance Records.* When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

Section 7 — *Exceptions.* The bylaws may include provisions not in accordance with article 10.

Article 11 Directors and Officers and Committees

Section 1 — *Governing Body.* The governing body of this club is the board, as provided in the bylaws.

Section 2 — *Authority.* The board has general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — *Board Action Final.* In all club matters, the decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member, according to article 13, section 7, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The club's action on an appeal is final.

Section 4 — *Officers.* The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer and may also include one or more vice-presidents, all of whom shall be members of the board. The club officers may also include a sergeant-at-arms, who may be a member of the board, if the bylaws provide. Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

Section 5 — *Election of Officers.*

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.

(b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.

(c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect learning seminar and the club leadership learning seminar unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect learning seminar and the club leadership learning seminar and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect learning seminar and club leadership learning seminar or learning deemed sufficient by the governor-elect.

Section 6 — *Governance of a Satellite Club of This Club.*

(a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.

(b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.

(c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the president and board of this club a report on its membership, activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

Section 7 — *Committees.* This club should have the following committees:

(a) Club Administration;

(b) Membership;

(c) Public Image;

(d) Rotary Foundation; and

(e) Service Projects.

The board or president may appoint additional committees as needed.

Article 12 Dues

Every member shall pay annual dues as prescribed in the bylaws.

Article 13 Duration of Membership

Section 1 — *Period.* Membership shall continue during the existence of this club unless terminated as provided below.

Section 2 — *Automatic Termination.* Membership shall automatically terminate when a member no longer meets the membership qualifications.

(a) *Rejoining.* When a member in good standing has their membership terminated, that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.

(b) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended.

The board may revoke an honorary membership at any time.

Section 3 — *Automatic Termination — RI Board.* Membership shall automatically terminate when the RI Board instructs the club pursuant to the process in RI bylaws, section 3.060.

Section 4 — *Termination Non-payment of Dues.*

(a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.

(b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

Section 5 — *Termination Non-attendance.*

(a) *Attendance Percentages.* A member must:

(1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; and

(2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.

(b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member's membership.

(c) *Exceptions.* The bylaws may include provisions not in accordance with article 13, section 5.

Section 6 — *Termination — Other Causes.*

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.

(b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the board to state his or her case.

Section 7 — *Right to Appeal, Mediate, or Arbitrate Termination.*

(a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.

(b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

Section 8 — *Board Action Final.* Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 9 — *Resignation.* A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

Section 10 — *Forfeiture of Property Interest.* Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

Section 11 — *Temporary Suspension.* Notwithstanding any provision of this constitution, if in the opinion of the board

(a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and

(b) those accusations, if proved, constitute good cause for terminating the membership of the member; and

(c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and

(d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 7 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

Article 14 Community, National, and International Affairs

Section 1 — *Proper Subjects.* Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 — *No Endorsements.* This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — *Non-Political.*

(a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.

(b) Appeals. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — *Recognizing Rotary's Beginning.* The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 15 Rotary Magazines

Section 1 — *Mandatory Subscription.* Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

Section 2 — *Subscription Collection.* The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

Article 16 Acceptance of Object and Compliance with Constitution and Bylaws

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

Article 17 Arbitration and Mediation

Section 1 — *Disputes.* Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

Section 2 — *Date for Mediation or Arbitration.* Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3 — *Mediation.* The procedure for mediation shall be

(a) recognized by an appropriate authority with national or state jurisdiction; or

(b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or

(c) recommended in documented guidelines determined by the RI board or TRF Trustees.

Only Rotarians may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

Section 4 — *Arbitration.* In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

Section 5 — *Decision of Arbitrators or Umpire.* The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

Article 18 Bylaws

This club shall adopt bylaws that are consistent with the RI constitution and bylaws, with the rules of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

Article 19 Amendments

Section 1 — *Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.

Section 2 — *Amending Article 2 and Article 4.* Article 2, Name, and article 4, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

6 RECOMMENDED ROTARY CLUB BYLAWS

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BYLAWS OF THE ROTARY CLUB OF

_____

Club bylaws supplement the Standard Rotary Club Constitution with common club practices. The bylaws in this document are recommendations, but once adopted are binding for the members of the club. Customize them to reflect your club's practices, and confirm that they are not in conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution (except where permitted), and the Rotary Code of Policies. Articles that your club is required to include are noted below.

Article 1 Definitions

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

_____

Your club may choose how it defines a quorum for voting purposes.

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

_____

The Standard Rotary Club Constitution requires a club's bylaws to include article 2. The officers listed above are required to be members of the club board. Your club's board may have additional members, such as the vice president, the president-nominee, sergeant-at-arms, or other directors. If your club has satellite clubs, list their club board members in this article, also.

Article 3 Elections and Terms of Office

Section 1 — One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are:

President — one year
Vice President — _____
Treasurer — _____
Secretary — _____
Sergeant-at-arms — _____
Director — _____

The Standard Rotary Club Constitution requires that your club's bylaws specify an election process. If a nominating committee is used, include details of how it is appointed. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.

Article 4 Duties of the Officers

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and board meetings when the president is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

See Rotary club leader manuals for details on the roles and responsibilities of club officers.

Article 5 Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: _____. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

The Standard Rotary Club Constitution requires club bylaws to include article 5, section 2.

Article 6 Dues

Annual club dues are _____. They are paid as follows: _____. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

The Standard Rotary Club Constitution requires club bylaws to include article 6.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Include satellite club voting procedures here.

Article 8 Committees

Section 1 — This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following: _____.

Section 2 — The president is an ex officio member of all committees.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Club committees coordinate their efforts to achieve the club's annual and long-term goals.

Article 9 Finances

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club for the previous year at the annual meeting. Club members shall also receive a mid-year financial report, including income and expenses of the first six months of the current year, at a meeting held by 31 January.

Section 6 — The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

Section 1 — A member of this club or another club proposes a candidate for membership to the board and/or the membership committee.

Section 2 — The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club.

A process to address objections raised by current members may also be included here.

Article 11 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

7 BYLAWS OF THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

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BYLAWS OF THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

Article I Purposes of Corporation

Section 1.1 — *Purposes.* The purposes of the corporation shall be as provided in the articles of incorporation.

Article II Membership

Section 2.1 — *Members.* The corporation shall have one class of members, which class shall consist of one member, designated as the "corporate member." The initial corporate member shall be Rotary International, an Illinois not-for-profit corporation, or any successor thereto resulting by merger, consolidation, or change of name. If a vacancy shall exist in the position of corporate member for any reason, the trustees of the corporation shall elect a new corporate member.

Section 2.2 — *Elections and Appointments.* Annually, the corporate member shall appoint trustees to succeed trustees whose terms have expired and to fill vacancies that have occurred. Such action by the corporate member shall constitute the annual meeting of members.

Section 2.3 — *Manner of Acting.* The corporate member, except as otherwise provided herein, shall act by majority vote of its international board of directors communicated to the chairman or general secretary of the corporation by written instrument signed by an officer of the corporate member specifying the action taken.

Section 2.4 — *Matters Requiring Approval of the Corporate Member.* The corporate member must approve the following actions of the trustees:

(a) Expenditures from the property of the Foundation, except for:
  (i) the necessary expenses of administration of the Foundation, and
  (ii) expenditures of income or principal of gifts to the Foundation which are prescribed by the terms of the gift or bequest, both of which require only the approval of the trustees;

(b) Amendment or restatement of the articles of incorporation or the bylaws;

(c) Merger, consolidation, dissolution, or sale, lease, exchange, mortgage, or pledge of substantially all the assets of the corporation;

(d) All proposed programs, projects, or activities of the corporation, before their promulgation or funding, for the purposes set forth in the articles of incorporation.

Section 2.5 — *Responsibilities of the Corporate Member.* The corporate member shall have the following responsibilities:

(a) To encourage officers of Rotary International and all Rotarians to support the programs, projects, and activities of the Foundation through personal involvement and financial contributions and to promote Foundation programs, projects, and activities through club, district, and international meetings, leadership development, and educational programs and publications;

(b) To propose to the trustees new programs, projects or activities of the Foundation.

Article III Board of Trustees

Section 3.1 — *General Powers.* Directors of this corporation shall be known as trustees. All business of the corporation shall be managed by the trustees, except certain matters must also receive approval of the corporate member, as set forth in section 2.4 of article II. In managing the affairs of the corporation, the trustees shall be authorized to exercise all powers as are now or may hereinafter be granted to the corporation by the Illinois General Not for Profit Corporation Act of 1986, or any successor legislation adopted by the State of Illinois of the United States of America; except that such powers may be exercised only in furtherance of the purposes of the corporation as stated in its articles of incorporation and consistent with its status as a corporation described in section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended. The trustees shall have the following specific duties:

(a) To hold, invest, manage, and administer all funds and property of the Foundation. In furtherance of this responsibility, in addition to the powers otherwise granted by statute or these bylaws, the trustees are authorized to do the following:
    (i) To sell, lease, transfer, or exchange all or any part of the property of the Foundation at such prices and upon such terms and conditions and in such manner as they may deem best;
    (ii) To execute and deliver any proxies, powers of attorney, or agreements that they may deem necessary or proper and that may be permitted by law;
    (iii) To invest and reinvest in such loans, securities, or real estate as they may deem suitable for the investment of Foundation funds;
    (iv) To determine whether money or property coming into their possession shall be held as unrestricted funds for the accomplishment of the general purposes of the Foundation or shall be held as restricted or endowment funds for the accomplishment of specific purposes, and to charge or apportion expenses or losses to restricted or unrestricted funds as they may deem just and equitable;
    (v) To select and employ suitable agents and attorneys, including the employment of investment managers to whom may be delegated such powers in managing and investing the funds of the corporation as the trustees may deem advisable, and as the laws of the jurisdiction may permit, and to pay their reasonable compensation and expenses;
    (vi) To adopt budgets and appropriate funds for programs, projects and activities of the Foundation; and
    (vii) To pay all necessary expenses of administering the Foundation, including the expenses of the trustees, out of the funds of the Foundation, unless they be otherwise provided by the directors of the corporate member;

(b) To assess, accept and refuse on behalf of the corporation any position as fiduciary however established; and to exercise all lawful fiduciary powers in and under the laws of any state or nation, including without limitation all the powers of trustee given under the Illinois Trusts and Trustees Act and other applicable laws of Illinois; and to disclaim or to grant or withhold any releases in or with respect to any property, funds, or other interests, beneficial or legal, when acting on behalf of the corporation or others in any capacity, fiduciary or otherwise;

(c) To create, administer, and manage or to participate in investment partnerships, such as pooled investment funds;

(d) To administer all programs, projects, and activities of the Foundation, except when the trustees and the corporate member agree that a specific program, project, or activity of the Foundation shall be administered by the corporate member as an agent of the trustees or by both in cooperation;

(e) To evaluate on a continuing basis all programs, projects, and activities funded by the Foundation and report to the corporate member annually concerning all awards and grants made by the Foundation;

(f) To promote the Foundation and disseminate information about it, and to provide appropriate forms of recognition to individuals, Rotary clubs, and others who support the Foundation;

(g) To assume primary responsibility for developing and initiating new Foundation programs, projects, or activities;

(h) To establish or affiliate with any related, subordinate, or other charitable corporations, foundations, trusts, or similar organizations in any country or region of the world;

(i) To consider and approve proposals by the directors of the corporate member of resolutions related to the Foundation and of amendments to the provisions of the bylaws or constitution of the corporate member concerning the Foundation prior to their consideration by a council on legislation of the corporate member. If such amendments or resolutions are proposed by other parties, the trustees and the directors of the corporate member shall jointly consider such amendments prior to their consideration by a council on legislation of the corporate member; and

(j) To adopt and amend additional rules and regulations for the administration of the Foundation as in their opinion may be necessary or advisable, provided such rules and regulations shall not be contrary to the constitution and bylaws of the corporate member or to the articles of incorporation of the Foundation and to these bylaws.

Section 3.2 — *Number, Appointment, and Term.* The number of trustees shall be fifteen (15). The trustees shall be appointed by the president of the corporate member, with the concurrence of the directors of the corporate member.

At least three (3) and no more than four (4) of the trustees shall be past presidents of the corporate member. The terms of trustees shall be four (4) years. Trustees may be reappointed after the conclusion of any term of service as trustees, provided that they then satisfy the qualifications for serving as trustee set forth in this section and section 3.3 of this article. Barring death, resignation, removal, or failure of qualification, each trustee shall hold office for the term for which the trustee is selected or until the selection and qualification of a successor.

Section 3.3 — *Qualifications.* Each trustee shall be a member, other than an honorary member, of a Rotary club. Each trustee shall be a Rotarian with broad experience in Rotary life and with senior executive and policy-making experience, particularly in finance and the fields in which the Foundation supports activities. Trustees shall be appointed from various parts of the world.

Section 3.4 — *Resignation.* Any trustee may resign verbally at a trustee meeting or by letter addressed to the corporation's general secretary, and such trustee's resignation shall take effect when indicated and without formal acceptance.

Section 3.5 — *Removal.* Any trustee who fails to satisfy the qualifications set forth in section 3.3 of this article shall forfeit the office of trustee at the time of such failure, and no further action by the directors of the corporate member or the remaining trustees shall be necessary to effect such forfeiture. A trustee whose office is forfeited pursuant to this action shall be replaced in accordance with section 3.6 of this article. If a trustee becomes disabled, to the extent such trustee is unable to discharge adequately the duties of the office, as determined by the trustees and the corporate member, such trustee shall forfeit the office upon such determination, and be replaced as provided in section 3.6 of this article. For good and sufficient cause, and upon notice to all the trustees and the trustee concerned (who shall be given an opportunity to be heard), a trustee may be removed by the three-fourths vote of the directors of the corporate member.

Section 3.6 — *Vacancies.* Any vacancy among the trustees caused by death, resignation, failure of qualification, disability, or removal may be filled for the balance of the term by the corporate member in accordance with the procedures specified in section 3.2 of this article. Successor trustees shall have all powers and discretions and shall be charged with duties identical to those conferred upon the original trustees.

Section 3.7 — *Chairman.* The trustees shall annually elect one of the trustees as chairman-elect for the following year. The chairman-elect shall serve as chairman in the year following his or her year as chairman-elect.

Section 3.8 — *Compensation.* The trustees shall serve without compensation.

Article IV Meetings of Trustees

Section 4.1 — *Annual Meeting.* The annual meeting of the Foundation trustees will be held each year at such time and at such place within or without the State of Illinois as shall be designated by the trustees. If necessary or desirable, the trustees and the directors of the corporate member may hold a joint meeting at any mutually agreeable time and place.

Section 4.2 — *Other Meetings.* There shall be such other meetings of the trustees as may be called from time to time by the chairman of the trustees or by the majority of the trustees by written notice to the other trustees.

Section 4.3 — *Notice of Meetings.* Unless waived in writing, written or printed notice of the time (date and hour) and place of all regular trustees' meetings shall be mailed to each trustee at the trustee's residence or usual place of business at least thirty (30) days before the meeting date or given to the trustee by personal delivery, telegraph, or telephone at least twenty (20) days before the meeting date. Notice of special meetings shall be mailed at least ten (10) days before the meeting date or given to the trustee by personal delivery, telegraph, or telephone at least six (6) days before the meeting date. Attendance of a trustee at a meeting constitutes waiver of notice except where the trustee attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4.4 — *Quorum and Manner of Acting.* A majority of the trustees then qualified and acting shall constitute a quorum for the transaction of business at any trustees' meeting, and any matter requiring action by the trustees may be decided by a majority vote of the trustees present, unless otherwise provided by statute or in these bylaws. In the absence of a quorum, a majority of the trustees present may, without further notice, adjourn the meeting until such time as a quorum is present. No notice of any adjourned meeting need be given.

Section 4.5 — *Informal Action.* Any action which may be taken at the meeting of the trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote on the matter. The general secretary shall have authority to send out ballots-by-mail when the subject matter comes under existing policies. When the subject matter relates to other than existing policies, the chairman of the trustees shall have authority to determine whether the matter shall be handled in a ballot-by-mail or held over until the next meeting of the trustees.

Section 4.6 — *Telephonic Meetings.* Trustees may participate in and act at any meeting of the trustees through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4.7 — *Presiding Officer.* The chairman of the trustees will preside at all meetings of the trustees. In the absence of the chairman, the chairman-elect, or the vice-chairman, the trustees will select a chairman pro tem from among their number.

Article V Officers of the Corporation

Section 5.1 — *Titles.* The officers of the corporation shall be the chairman of the trustees ("the chairman"), the chairman-elect, the vice-chairman, and the general secretary.

Section 5.2 — *Election, Term, and Compensation.* The chairman-elect and the vice-chairman shall be annually elected by the trustees. The chairman-elect shall not be eligible for election as vice-chairman. The term of office of the chairman-elect and vice-chairman shall begin on 1 July following election. The trustee elected as chairman-elect shall serve for a term of one year, following which he or she shall serve for a term of one year as chairman. The trustee elected as vice-chairman shall serve for a term of one year. The general secretary shall be elected by the directors of the corporate member, and shall be the same individual who is the general secretary of the corporate member. Barring death, resignation, disability, failure of qualification, or removal, each officer shall serve for the term of election or until a successor is selected and qualified. The chairman, chairman-elect, and vice-chairman shall serve without compensation. The compensation of the general secretary shall be fixed by the corporate member.

Section 5.3 — *Resignation.* Any officer may resign by letter addressed to the chairman and such resignation shall take effect when indicated and without formal acceptance.

Section 5.4 — *Removal.* The chairman, the chairman-elect, or the vice-chairman may be removed, with or without cause, by the trustees at any meeting of the trustees. The general secretary may be removed by the directors of the corporate member.

Section 5.5 — *Vacancies.* In the event of a vacancy in the office of chairman, the vice-chairman shall succeed to the office of chairman. Any vacancy in any other office may be filled for the balance of the term by a successor elected or appointed by the persons authorized to elect or appoint such officer.

Section 5.6 — *Chairman.* The chairman shall be the highest officer of the corporation. As such, the chairman shall:

(a) be the principal person to speak on behalf of the Foundation;

(b) preside at all meetings of the trustees;

(c) counsel the general secretary;

(d) perform such other duties as pertain to the office.

The chairman may delegate any powers of the office to other trustees or officers of the corporation. The chairman shall appoint the members of all standing and temporary committees, and shall be a member of all committees, voting only in the event of a tie. The chairman may act in emergency matters for the trustees when the trustees or their executive committee is not in session or cannot be easily called into session, so long as such action is in harmony with the constitution and bylaws of the corporate member and the articles of incorporation of the Foundation and these bylaws. Any emergency action taken pursuant to this section must be reported to the trustees within 10 days of any such action.

Section 5.7 — *Chairman-elect.* The chairman-elect shall:

(a) plan and prepare for the following year's term as trustee chairman;

(b) perform such other duties as assigned by the chairman or trustees.

Section 5.8 — *Vice-Chairman.* The vice-chairman shall act on behalf of the chairman between or during meetings of the trustees when delegated by the chairman to do so or when for any reason the chairman is unable to act, and shall perform such other duties assigned by the chairman or trustees.

Section 5.9 — *General Secretary.* The general secretary shall be the chief operating officer of the corporation, subject to the direction of the trustees and the chairman and responsible for the implementation of the trustees' policies and for general management and administration of the corporation.

Section 5.10 — *Other Duties.* In addition to the foregoing enumerated duties and powers, the several officers of the corporation shall perform such other duties and exercise such other powers in accord with these bylaws, as the trustees may from time to time delegate or determine, or as may be assigned to them by the chairman or any other superior officer. Any officer acting on behalf of the trustees shall report such action to the trustees at their next scheduled meeting.

Article VI Committees

Section 6.1 — *Number and Term.* The trustees of the corporation shall establish committees, and prescribe the duties and authority of such committees, as they from time to time may determine is in the best interests of the corporation. The number of members on the committees and the term of membership shall be as determined by the trustees, provided that no committee shall have and exercise the authority of the trustees in the management of the corporation unless a majority of the members of the committee are trustees.

Section 6.2 — *Membership.* The chairman shall appoint the members of the committees and any subcommittees thereof, and shall also designate the chairman of each committee and subcommittee. Each committee shall consist of at least two trustees.

Section 6.3 — *Meetings.* Committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the chairman of the trustees. A majority of the membership of the committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.4 — *Standing Committees.* Unless otherwise provided by majority vote of the trustees present at the annual meeting or other meeting, the corporation shall have an executive committee, a finance committee, a programs committee, a development committee, and a stewardship committee. Each committee shall have such membership and duties as may be set forth by the trustees from time to time.

Section 6.5 — *Temporary Committees.* The chairman of the trustees may, from time to time, establish temporary ad hoc committees and appoint the members and chairmen thereof. These committees may contain trustees, who shall always have voting rights, and/or non-trustees, who may be voting members or not at the discretion of the chairman of the trustees.

Section 6.6 — *Joint Committees.* The Trustees and Rotary International Board may establish committees that serve both RI and TRF. In such instances, the Trustees and Board shall jointly determine the number, terms, qualifications, duties, and continuity of members from year to year. Unless otherwise determined by the Trustees and Board, the chairman and president shall jointly appoint the members of all joint committees.

Article VII Joint Committee of Trustees and Directors of the Corporate Member

Section 7.1 — *Membership and Term.* As a means of maintaining mutual understanding and cooperation between the trustees and the directors of the corporate member, a joint committee of trustees and directors of the corporate member shall be established and maintained. The committee shall consist of between three (3) and five (5) directors of the corporate member and an equal number of trustees. The directors shall be appointed by the president of the corporate member, and the trustees shall be appointed by the chairman of the trustees. Members of the committee shall serve for one-year terms and may be reappointed.

Section 7.2 — *Powers.* The committee may consider matters of mutual interest to the trustees and directors, and is authorized to make recommendations to be approved by the trustees and the directors of the corporate member.

Section 7.3 — *Meetings.* The committee shall meet at the joint call of the president of the corporate member and the chairman of the trustees.

Section 7.4 — *Vacancies.* The chairman of the trustees and the president of the corporate member, respectively, shall have the power to fill vacancies caused by the death, resignation, disability, removal, or failure of qualification of members they appoint.

Section 7.5 — *Notice.* Unless waived in writing, written or printed notice of the time (date and hour) and place of all committee meetings shall be mailed to each committee member at the member's residence or usual place of business at least thirty (30) days before the meeting date or given to the member by personal delivery, telegraph, or telephone at least twenty (20) days before the meeting date. Attendance of a committee member at a meeting constitutes waiver of notice except where such member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7.6 — *Quorum and Manner of Acting.* A majority of both the Foundation trustees and the directors of the corporate member appointed to the joint committee shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the members present at any meeting at which a quorum is attained shall be the act of the joint committee. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Article VIII Financial Reports

Section 8.1 — *Books and Financial Records.* The trustees shall provide for the keeping of accurate books and records of the receipts, expenditures, investments, properties, and all other assets of the Foundation to the end that all property received by the corporation shall be devoted exclusively to the purposes set forth in the articles of incorporation.

Section 8.2 — *Reports.* The trustees shall periodically notify the directors of the corporate member of the status of Foundation appropriations and also of the amount of money that may be available to further the purposes of the Foundation.

Section 8.3 — *Audit.* The corporation, as an administration expense, shall annually engage the auditors employed to audit the accounts of the corporate member to audit the accounts of the Foundation. The general secretary shall distribute the auditors' report to the trustees and to the directors of the corporate member and shall cause such report, in such form as the general secretary may deem appropriate, to be published and distributed.

Section 8.4 — *Surety Bonds.* The trustees shall determine the necessity and amount of surety bonds for any persons working on Foundation activities and provide in the administration budget of the Foundation for the cost of such bonds.

Section 8.5 — *Fiscal Year.* The fiscal year of the corporation shall be the same as the fiscal year of the corporate member.

Section 8.6 — *Budget.* Each year the trustees shall adopt a budget for the succeeding fiscal year, which they may revise in the succeeding fiscal year if necessary.

Section 8.7 — *Reimbursement for Services by Corporate Member.* The Foundation shall reimburse the corporate member for the cost of all administrative and other services requested by the trustees. The general secretary shall present a forecast of the expense of such services at the time the trustees adopt the annual budget for the Foundation. Pursuant to this forecast, the trustees shall from time to time during the fiscal year advance payments towards these expenses. After the financial audit and review of both the Foundation and the corporate member at the end of the fiscal year, any documented difference, whether excess or deficiency, between the forecast and actual expenses incurred in performing such services shall be adjusted accordingly.

Article IX Miscellaneous

Section 9.1 — *Indemnification.* The Foundation shall indemnify all of its present and former trustees and officers to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, or any successor legislation adopted by the State of Illinois of the United States of America, the relevant indemnification provisions of which act are hereby incorporated herein by reference. In addition, the Foundation may, upon approval of the trustees, indemnify any committee member or agent of the Foundation to the full extent permitted under the said General Not for Profit Corporation Act. The Foundation shall also cause to be purchased insurance for such indemnification of its officers and trustees to the full extent determined from time to time by the trustees of the Foundation.

Section 9.2 — *Seal.* The seal of the corporation shall be in such form as may from time to time be adopted by the trustees.

Section 9.3 — *Grant Policy.* The following persons are ineligible for any award or grant from the Foundation:

(a) a Rotarian, with the specific exemption of all volunteer services as identified by the trustees;

(b) an employee of a club, district or other Rotary entity, or of Rotary International; and

(c) a spouse, a lineal descendant (child or grandchild by blood and any legally adopted child), a spouse of a lineal descendant, or an ancestor (parent or grandparent by blood) of any person in categories (a) or (b).

Section 9.4 — *Bylaws Amendments.* These bylaws may be reviewed from time to time for necessary and timely revision by the trustees. Upon the approval of such revision by the trustees, the revision shall be transmitted to the directors of the corporate member for their subsequent approval. Revisions to the bylaws shall be effective upon their approval by the directors of the corporate member, provided, however, that any bylaws that are inconsistent with the provisions of the constitution or bylaws of the corporate member shall not be effective until approved by the council on legislation of the corporate member.

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