## **Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

Dupartment of the Treasury Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

AF	or th	e 2012 calendar year, or tax year beginning 07/01, 2012,	and ending	g 06	5/30, 20 13
-		C Name of organization		D Employer identific	cation number
Bc	heck il ap	PÉCULO ROTARY INTERNATIONAL			
	Addre			36-170766	7
	Name	change Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone numbe	er
	Initial	return 1560 SHERMAN AVENUE		(847) 866-3	3000
	Term	City or town, state or country, and ZIP + 4			
	Aman	BVANSION, IL 00201 3030		G Gross receipts \$	168,517,134.
	Applic			H(a) Is this a group retu affiliates?	um for Yes X No
		SAME AS C ABOVE		H(b) Are all affiliates inc	cluded? Yes No
1	Tax-ex	empt status: 501(c)(3) X 501(c) (4 ) ◀ (insert no.) 4947(a)(1) o	ir 527	If "No," attach a lis	st (see instructions)
J	Websi	te: > WWW.ROTARY.ORG		H(c) Group exemption r	number > 0573
K	Form (	of organization: X Corporation Trust Association Other	L Year of	formation: 1911 M State	e of legal domicile: IL
Pa	rt l	Summary			
-	1	Briefly describe the organization's mission or most significant activities:			
ets.		Briefly describe the organization's mission or most significant activities:ROTARY INTERNATIONAL (RI) IS A WORLDWIDE ASSOCIA	TION OF	ROTARY CLUBS,	20-0 1001
DIC.		WHOSE MISSION IS TO PROVIDE SERVICE TO OTHERS, P	ROMOTE	INTEGRITY, AND	
i.		ADVANCE WORLD UNDERSTANDING, GOODWILL, AND PEACE			
Governance	2	Check this box   If the organization discontinued its operations or disposed			
•₫	3	Number of voting members of the governing body (Part VI, line 1a)		3	19.
es	4	Number of independent voting members of the governing body (Part VI, line 1b)		4	17.
Activities &	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)		5	579.
Act	6	Total number of volunteers (estimate if necessary)		11 - 1	1,208,660.
	7 a	Total gross unrelated business revenue from Part VIII, column (C), line 12		7a	694,318.
		Net unrelated business taxable income from Form 990-T, line 34			C
				Prior Year	Current Year
60	8	Contributions and grants (Part VIII, line 1h)	61,386,587.	65,438,363.	
ar S	9	Program service revenue (Part VIII, line 2g)  COPY PUBLIC INS	FOR	17,885,677.	15,228,448.
Revenue	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	SPECTION	8,918,998.	8,964,357.
02	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		2,429,928.	3,323,801.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12).		90,621,190.	92,954,969.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		414,304.	5,380,219.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0	C
U)	15	Salaries, other compensation, employee benefits (Part IX, column (A), Ilnes 5-10)		29,517,258.	31,477,762.
Expenses	16 a	Professional fundraising fees (Part IX, column (A), line 11e)		0	C
×pe	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0		
ш	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		61,689,421.	61,795,128.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		91,620,983.	
	19	Revenue less expenses. Subtract line 18 from line 12		-999,793.	-5,698,140.
200		2 27 1		Beginning of Current Year	End of Year
Assets or	20	Total assets (Part X, line 16)		167,658,260.	169,232,729.
AB	21	Total liabilities (Part X, line 26)		42,769,541.	39,801,567.
Net /	22	Net assets or fund balances. Subtract line 21 from line 20		124,888,719.	129,431,162.
Name and Address of the Owner, where the Owner, which is the Owner, where the Owner, which is the Owner, which the Owner, which is	irt II	Signature Block			
		nalities of perjury, I declare that I have examined this return, including accompanying schedules of			edge and belief, it is true,
COI	rect, a	nd complete. Declaration of preparer (other than officer) is based on all information of which pre	eparer nas any	knowleage	1
S	ign			2/11/	114
Н	ere	Signature of officer		Date / /	***************************************
		LORI CARLSON CFO			
		Type or print name and little			
-		Print/Type preparer's name Preparer's signature	Date	Check if self-	PTIN
Pale		JULIE A. DEE	25	employed >	P00444307
	parer	Firm's name GRANT THORNTON LLP		EIN ▶ 36-	-6055558
USE	Only	Firm's address > 175 W. JACKSON BLAD. STE. 2000 CHICAGO, IL 60604		Phone no. ▶ 312	2-856-0200
Ma	y the I	RS discuss this return with the preparer shown above? (see instructions)			X Yes No
For	Pape	rwork Reduction Act Notice, see the separate instructions.			Form 990 (2012)

For	rm 990 (2012)	Page 2
Р	Statement of Program Service Accomplishments Check if Schedule O contains a response to any question in this Part III	X
1	Briefly describe the organization's mission:	
	THE MISSION OF ROTARY INTERNATIONAL IS TO PROVIDE SERVICE TO OTHERS,	
	PROMOTE INTEGRITY, AND ADVANCE WORLD UNDERSTANDING, GOODWILL, AND	
	PEACE THROUGH ITS FELLOWSHIP OF BUSINESS, PROFESSIONAL, AND COMMUNITY	
_	LEADERS.	
2	Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  If "Yes," describe these new services on Schedule O.	X No
3	Did the organization cease conducting, or make significant changes in how it conducts, any program	X No
4	If "Yes," describe these changes on Schedule O.  Describe the organization's program service accomplishments for each of its three largest program services, as measured.	
	expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to the total expenses, and revenue, if any, for each program service reported.	others
4a	A (Code:) (Expenses \$10,434,549. including grants of \$0 ) (Revenue \$0 ) DISTRICT GOVERNORS - THE DISTRICT GOVERNOR IS THE OFFICER OF RI	
	FOR EACH GROUPING OF CLUBS THAT FORM A DISTRICT. THE DISTRICT	
	GOVERNOR DIRECTLY OVERSEES ALL CLUBS WITHIN THE DISTRICT. IN	
	ADDITION TO PROVIDING LEADERSHIP, THE GOVERNOR ENSURES CONTINUITY IN ALL PROGRAMS AND RELATED OPERATIONS WITHIN THE DISTRICT AND	
	ACTS AS A LIAISON BETWEEN RI AND THE DISTRICT. IN FY13, RI HAS 532	
	DISTRICT GOVERNORS.	
_		
4b	(Code:) (Expenses \$7,697,116. including grants of \$0) (Revenue \$8,207,427. )	
	INTERNATIONAL CONVENTION - THE INTERNATIONAL CONVENTION IS THE ANNUAL BUSINESS MEETING OF RI AND IS DESIGNED TO INSPIRE AND	
	INFORM ROTARIANS AT AN INTERNATIONAL LEVEL WHILE ADVANCING THE	
	STRATEGIC GOALS OF RI AND ITS FOUNDATION. THE CONVENTION IS HELD	
	ANNUALLY IN A DIFFERENT COUNTRY EACH YEAR. IN 2013, THE CONVENTION	
	WAS HELD IN LISBON, PORTUGAL, AND ATTRACTED MORE THAN 19,000	
	ATTENDEES.	
_		
4c	Code: (Code: (Co	
	HAVE A COMBINED WORLDWIDE CIRCULATION OF MORE THAN 1.25 MILLION.	
	ALL MEMBERS ARE REQUIRED TO SUBSCRIBE TO ONE OF THESE OFFICIAL	
	MAGAZINES, WHICH PROVIDE INFORMATIVE AND INSPIRATIONAL CONTENT	
	IN 25 LANGUAGES. THE ROTARIAN, WHICH IS THE FLAGSHIP	
	PUBLICATION, IS PRODUCED BY RI; THE REGIONAL MAGAZINES ARE	
	PUBLISHED OUTSIDE OF THE UNITED STATES AND ARE PRODUCED	
	INDEPENDENTLY WITH SOME SUPPORT FROM RI.	
<b>4</b> c	d Other program services (Describe in Schedule O.)	
_	(Expenses \$ 55,050,666. including grants of \$ 5,380,219. ) (Revenue \$ 516,093. )	
40	• Total program service expenses ► 79,341,249.	

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#### Form 990 (2012) Page 3 **Checklist of Required Schedules** Part IV Yes No Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," Χ 1 Х 2 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . . . . Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to X 3 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) 4 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C. Х Part III 5 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If Х 6 Did the organization receive or hold a conservation easement, including easements to preserve open space, X 7 the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.......... Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," Х Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or Х 9 Did the organization, directly or through a related organization, hold assets in temporarily restricted 10 Х endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . . . . If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," Х complete Schedule D, Part VI 11a b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more Х of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 11b c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more Х of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets Х reported in Part X, line 16? If "Yes," complete Schedule D, Part IX Х 11e e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses Х 11f the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," X complete Schedule D, Parts XI and XII b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if Х 12b the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional Χ 13 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E $\bar{\mathsf{X}}$ 14 a Did the organization maintain an office, employees, or agents outside of the United States?.......... b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate Х foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . . . . . . . . . 14b Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any Х 15 organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . . . . Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance Х 16 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services 17 Х 17 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Х Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? Х

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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Form 990 (2012)

#### Checklist of Required Schedules (continued) Part IV Yes No 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization Х 21 in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States X on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III 22 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated Х employees? If "Yes," complete Schedule J 23 24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b Х b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . . . Did the organization maintain an escrow account other than a refunding escrow at any time during the year 24c to defease any tax-exempt bonds? d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?..... 25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction 25a X with a disqualified person during the year? If "Yes," complete Schedule L, Part I Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? Х 25b Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or 26 Х disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II. 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled Х entity or family member of any of these persons? If "Yes," complete Schedule L, Part III 27 Was the organization a party to a business transaction with one of the following parties (see Schedule L, 28 Part IV instructions for applicable filing thresholds, conditions, and exceptions): X a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV . . . . . . . 28a A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Х 28b c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) Х 28c was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . . . . . . . . . . . . . . Х 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified 30 Х Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, 31 Х 31 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," 32 Х Did the organization own 100% of an entity disregarded as separate from the organization under Regulations 33 Х sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I........................... 33 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, 34 Х 34 Did the organization have a controlled entity within the meaning of section 512(b)(13)? Х 35 a b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 Х 35b Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable 36 related organization? If "Yes," complete Schedule R, Part V, line 2 36 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Х Part VI 37 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and Х

Form **990** (2012)

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#### Form 990 (2012) Page 5 Part V

1a Enter the number reported in Box3 of Form 1096. Enter 0-If not applicable, 1a 188 ble net rether number of Forms W-2G included in line 1a. Enter 0-If not applicable, 2 bl 1b 0 0 c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?. 1c 2 Enter the number of employees reported on Form W-3. Transmittal of Wage and Tax 2 579 bl 14 at least one is reported on line 2a. did the organization file all required federal employment tax returns? 2 bl 14 Note. If the sum of lines 1a and 2a is greater than 250, you may be required to 4-file (see instructions). 3 bl 14 words and 2a is greater than 250, you may be required to 4-file (see instructions). 3 bl 14 words and 2a is greater than 250, you may be required to 4-file (see instructions). 3 bl 14 "Yes," has it filed a Form 990.7 for this year? If "No." provide an explanation in Schedule O. 3 bl X 4 At any time during the calendar year, did the organization have an interest iii, or a signature or other authority over. a financial accountly. ▶ 16 "Yes," enter the name of the foreign country (such as a bank account, securities account, or other financial accountly. ▶ 16 "Yes," enter the name of the foreign country (such as a bank account, securities account, or other financial accounts. See instructions for filing requirements for Form TD F90-22.1, Report of Foreign Bank and Financial Accounts. Sa Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? See instructions for filing requirements for Form TD F90-22.1, Report of Foreign Bank and Financial Accounts. Sa Was the organization aparty to a prohibited tax shelter transaction at any time during the tax year? See instructions for filing requirements for Form TD F90-22.1, Report of Foreign Bank and Financial Accounts. Sa Was the organization aparty to a prohibited tax shelter transaction at a foreign and the organization include with every solicitation and accounts. See the t					Yes	No
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?.  2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, flied for the calendar year ending with or within the year covered by this return 2a 579 bit at least one is reported on line 2a, did the organization file all required foederal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business poss income of \$1.000 or more during the year? 3. 3b If Yes, 1 has it filed a Form 990-1 for this year? If You, 7 provide an explanation in Schedule O. 3b X 4 At any time during the calendar year, did the organization thave unrelated business provided an explanation in Schedule O. 3b X 4 At any time during the calendar year, did the organization thave an interest in, or a signature or other authority over, a financial accountly over, a financial accountly over, a financial accountly over, a financial account in a foreign country (such as a bank account, securities account, or other financial accounts).  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5b If Yes, a did the organization that it was or is a party to a prohibited tax shelter transaction?  5c If Yes to line 5a or 5b, did the organization that it was or is a party to a prohibited tax shelter transaction?  5c If Yes, and the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solici any contributions that were not tax deductibles as charlable contributions and party is a contribution of the degral account of the contributions and services provided to the payor?  7 Organizations that may receive doubtible contributions under section 176(c)  8 If the organization receive a payment in excess of \$75 make party is as a contribution of the value of	umber r	orted in Box 3 of Form 1096. Enter -0- if not applicable	188	3		
reportable gaming (gambling) winnings to prize winners?  Statements, filed for the calendar year ending with or within the year covered by this return  Statements, filed for the calendar year ending with or within the year covered by this return  1 b if at least one is reported on line 2a, did the organization file all required faderal employment tax returns?  Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country    5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5b If "Yes" retire the name of the foreign country.  See instructions for filing requirements for Form TD F 90-22.1. Report of Foreign Bank and Financial Accounts.  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5c If "Yes" to line 5a or 5b, did the organization file form 8886-17  6c If "Yes" to line 5a or 5b, did the organization file form that twe or is a party to a prohibited tax shelter transaction at any time during the tax year?  5c If "Yes" to line 5a or 5b, did the organization file form that twe or is a party to a prohibited tax shelter transaction at any time during the tax year?  6c If "Yes" to line 5a or 5b, did the organization file form 8886-17  6d Does the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6d Organization shell any contributions but were not tax deductible contributions under section 170(c).  8d Did the organization receive a payment in excess of \$75 made party as a contribution and party for goods and services provided to the payor?  7d Organization shell exchange, or otherwise dispose of fangilie personal property for whi	umber o	orms W-2G included in line 1a. Enter -0- if not applicable	_ 1b	)		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filled for the calendar year ending with or within the year covered by this return  b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?  Note, if the sum of lines ta and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3a X  b If "Yes," has it filed a Form 990-Ti for this year? If "No," provide an explanation in Schedule O.  3b X  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account; in a foreign country (such as a bank account, securities account, or other financial account).  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  5a Dos the organization as party to a prohibited tax shelter transaction at any time during the tax shelter transaction?  5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?  5c If "Yes" to line 5a or 5b, did the organization file Form 8886-17?  6a Dos the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?  7b Did the organization that deductible contributions under section 170(c).  8c Did the organization that deductible contributions under section 170(c).  8c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to life Form 8282?  8c Diff the organization melieved a payment in excess of \$75 made party as a contribution and party for porganization receive a northbulin of cas, bash, arplanes, or other vehicl	rganizat	comply with backup withholding rules for reportable payment	ts to vendors and			
Statements, filed for the calendar year ending with or within the year covered by this return 2a 579  Note, if the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3a I was 1 if "Yes," has it filed a Form 950-T for this year? if "No," provide an explanation in Schedule O.  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreigin country (such as a bank account, securities account, or other financial account in a foreigin country (such as a bank account, securities account, or other financial account)?  5b If "Yes," enter the name of the foreign country.  5c If "Yes to line 5a or 55, did the organization that it was or is a party to a prohibited tax shelter transaction at any time during the tax year?  5c If "Yes to line 5a or 55, did the organization file Form 886-T?  6c If "Yes to line 5a or 55, did the organization file Form 886-T?  6d Des the organization solicit any contributions that were not tax deductible as charitable contributions?  6d Des the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6d Organizations that may receive deductible contributions under section 170(c).  6d Did the organization receive a payment in excess of \$75 made party as a contribution and partly for goods and services provided to the payor?  6d If "Yes," indicate the number of Forms 8282 filled during the year  6d If "Yes," indicate the number of Forms 8282 filled during the year  7d If the organization sell, exchange, or otherwise dispose of langble personal property for which it was required to the Form 8282.  7f I bid the organization make any taxable distribution to a donor, donor advised funds and services possible and participation received a contribution of cars, boats, ariphens, or other vehicles, did the or	gaming	mbling) winnings to prize winners?		1c		
b if at least one is reported on line 2a, did the organization file all required federal employment tax returns?  Note. If the sum of lines 1 and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3a IV. Yes, "has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O  3b IV. Yes, "has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account; or other f						
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  3a Did the organization have unrelated business gross income of \$1,000 or more during the year?  3b If Yes, has it filed a Form 990-T for this year? If *No." provide an explanation in Schedule O.  4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account in a foreign country.  See instructions for filing requirements for Form TD F90-22.1. Report of Foreign Bank and Financial Accounts.  5a Was the organization a party to a prohibited tax sheller transaction at any time during the tax year?  5b Did any taxable party notify the organization file Form 8886-T?  5c If Yes' to line 5a or 5b, did the organization file Form 8886-T?  5c If Yes' to line 5a or 5b, did the organization file Form 8886-T?  6a Does the organization any contributions that were not tax deductible as charitable contributions?  6b If Yes, "Idd the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  6c Organizations that may receive deductible contributions under section 170(c).  6c Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and senices provided to the payor?  6c Did the organization neceive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282 filled during the year.  6c Did the organization merceive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  7d Did the organization merceive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  7d Did the organization merceive and intribution is included on Part VIII	, filed fo	e calendar year ending with or within the year covered by this return	<b>2a</b> 579			
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions), 3	one is i	orted on line 2a, did the organization file all required federal emplo	syment tax returns?	2b	Х	
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f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?  h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1096-C?  Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?  Sponsoring organizations maintaining donor advised funds.  a Did the organization make any taxable distributions under section 4966?  b Did the organization make a distribution to a donor, donor advisor, or related person?  Section 501(c)(7) organizations. Enter:  a Initiation fees and capital contributions included on Part VIII, line 12.  b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities  b Gross income from members or shareholders  b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)  a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?  b If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b  Section 501(c)(29) qualified nonprofit health insurance issuers.  a Is the organization licensed to issue qualified health plans in more than one state?  Note. See the instructions for additional information the organization must report on Schedule O.  b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans  c Enter the amount of reserves on hand  a Did the organization is required to maintain by the states in which the organization is required to maintain by the states in which the orga						
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c Enter the amount of reserves on hand			13h			
a Did the organization receive any payments for indoor tanning services during the tax year?						
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O				1.4-		X
A 1.000 Form <b>990</b>						Λ
1.000 Form 990	s it filed	onn 120 to report these payments? If "No," provide an explanation in So	crieaule O		000	
01700CT	6400	0100001	Ę.	Form		
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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Χ Section A. Governing Body and Management Yes No 19 1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. 17 **b** Enter the number of voting members included in line 1a, above, who are independent . . . . . Did any officer, director, trustee, or key employee have a family relationship or a business relationship with X 2 Did the organization delegate control over management duties customarily performed by or under the direct X 3 supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . Х 4 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . . . X 5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . Х 6 Did the organization have members, stockholders, or other persons who had the power to elect or appoint Х 7a Are any governance decisions of the organization reserved to (or subject to approval by) members, Х 7b Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: Х а The governing body?...... 8a Х 8b Each committee with authority to act on behalf of the governing body? Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at X the organization's mailing address? If "Yes," provide the names and addresses in Schedule O 9 Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.) No Х **b** If "Yes," did the organization have written policies and procedures governing the activities of such chapters, Х 10b affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . Х 11a 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . **b** Describe in Schedule O the process, if any, used by the organization to review this Form 990. Х 12a b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give Х 12b Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," Х 12c Х 13 13 Did the organization have a written whistleblower policy?................. Х 14 14 Did the organization have a written document retention and destruction policy?............ 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? Х 15a The organization's CEO, Executive Director, or top management official X 15b If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement 16a Х b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed ▶\_\_\_\_\_\_ 17 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) 18 available for public inspection. Indicate how you made these available. Check all that apply. | X | Upon request X Own website Another's website Other (explain in Schedule O) Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, 19 and financial statements available to the public during the tax year. 20 State the name, physical address, and telephone number of the person who possesses the books and records of the

JSA Form **990** (2012)

organization: DAVID W. STUMPF 1560 SHERMAN AVENUE EVANSTON, IL 60201-3698

2E1042 1.000

847-866-3000

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# Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
  - List all of the organization's current key employees, if any. See instructions for definition of "key employees."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee. (C) (A) (B) Position (D) (E) (F) Name and Title Average (do not check more than one Reportable Reportable Estimated box, unless person is both an amount of hours per compensation compensation from week (list and officer and a director/trustee) from related other

	Week (list any	office	er and	dac	lirec	tor/trust	ee)	from	related	other
	hours for related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
(1) SAKUJI TANAKA	40.00									
PRESIDENT	+	Х		Х				36,317.	0	4,814.
(2) RON D. BURTON	40.00									<u> </u>
PRESIDENT ELECT		Х		Х				25,535.	0	5,893.
(3) KENNETH M. SCHUPPERT JR.	20.00									
VICE PRESIDENT		Х		Х				0	0	0
(4) ELIZABETH S. DEMARAY	20.00									
TREASURER (DECEASED)		Х		Х				0	0	0
(5) JOSE ANTONIO F. ANTIORIO	20.00									
DIRECTOR		Х						0	0	0
(6) KENNETH R. BOYD	20.00									
DIRECTOR/TREASURER		Х		Х				0	0	0
(7) ANN-BRITT ASEBOL	20.00									
DIRECTOR		Х						0	0	0
(8) JOHN B. BOAG	20.00									
DIRECTOR		Х						0	0	0
(9) JACQUES DI COSTANZO	20.00									
DIRECTOR		Х						0	0	0
(10) YASH PAL DAS	20.00							_		_
DIRECTOR		Х						0	0	0
(11)ALLAN O. JAGGER	20.00									
DIRECTOR	00.00	Х						0	0	0
(12) PAUL KNYFF	20.00									
DIRECTOR	00.00	Х						0	0	0
(13) TAKESHI MATSUMIYA	20.00	.,								•
DIRECTOR MARKETS MARKETS	20.00	Х	-					0	0	0
(14)ANNE L. MATTHEWS	20.00									

Х

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DIRECTOR

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Part VII Section A. Officers, Directors, Tro	ustees, Ke	y En	ploy	yee	es, a	and F	lig	hest Compensat	ed Employ	yees (co	ntinue	d)	
(A)	C)			(D)	(E)			(F)					
Name and title	Average				ition			Reportable	Reporta			timated	
	hours per week (list any	,				than o is both		compensation from	compensation relate	I .		ount of other	
	hours for officer and a direct						ee)	the	organiza			ensatio	on
		Indi or c	Inst	Officer	Key	Hig! emp	Former	organization	(W-2/1099			m the	
	organizations below dotted	ivid L direc	ituti	Ger	em	hest	mer	(W-2/1099-MISC)			_	anizatio Frelated	
	line)	lal tr	Institutional		Key employee	con						nization	
		Individual trustee or director	l trustee		ee	nper							
		ë	tee			Highest compensated employee							
15) SHEKHAR MEHTA	20.00					pe							
DIRECTOR	20.00	Х						0		0			0
16) JUIN PARK	20.00	Λ						0		<u> </u>			0
DIRECTOR		Х						0		0			0
17) GIDEON PEIPER	20.00	Λ	$\vdash$					-		<del>-</del>			
DIRECTOR X 0													0
18) ANDY SMALLWOOD 20.00													
18) ANDY SMALLWOOD 20.00 X 0 0													0
19) BRYN STYLES	20.00	- 71											
DIRECTOR		Х						0		0			0
20) JOHN K. BEST	20.00	21											
DIRECTOR		Х						0		0			0
21) JOHN HEWKO	29.00	21											
GENERAL SECRETARY	11.00			х				281,144.	112	,064.		35,4	103
22) PETER DEBERGE	29.00			-				201/1111	112	,001.		337	
DEPUTY GENERAL SECRETARY	11.00			Х				189,847.	75	,673.		34,6	664
23) LORI CARLSON	29.00		$\vdash$					103/01/1	, 0	, 0, 0.		31,0	
CHIEF FINANCIAL OFFICER	11.00			х				158,773.	63	,287.		5.5	84.
24) PETER MARKOS	29.00		$\vdash$							-			
CHIEF INFORMATION OFFICER	11.00				X			161,793.	64	,491.		36,9	82.
25) MICHELE BERG	36.00							-		-			
CHIEF PROG. & MEMBERSHIP SER.	4.00				Х			134,513.	14	,120.		32,2	67.
1b Sub-total							<b></b>	61,852.		0		10,7	07.
c Total from continuation sheets to Part VII, S	ection A				• • •		•	1,835,448.	1,037	,653.	3.	32,1	20.
d Total (add lines 1b and 1c)	· <del>-</del> ·						<b>•</b>	1,897,300.	1,037	,653.	3	42,8	27.
2 Total number of individuals (including but not	limited to tl	nose		d at	bove	e) who	re	eceived more than	\$100,000	of			
reportable compensation from the organizatio	n ▶	43	3										
												Yes	No
3 Did the organization list any former office													
employee on line 1a? If "Yes," complete Sched	ule J for suc	ch ind	ividu	al							3	Х	
4 For any individual listed on line 1a, is the													
organization and related organizations gr individual											4	Х	
5 Did any person listed on line 1a receive or for services rendered to the organization? If "Y											5		Х
Section B. Independent Contractors													
Complete this table for your five highest com- compensation from the organization. Report of year.													
year.									1				
(A) Name and business add	dress							( <b>B</b> ) Description of se	rvices	٠,	(C) ompens	ation	
ATTACHMENT 1	ui 000							Description of se	1 11003		niiheii9	alion	
ALIACUMENI I													

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 36

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)											ed)		
(A) Name and title	(B) Average hours per week (list any hours for	box,	unles	Pos heck ss pe	erson	e than c is both or/trust	an	(D) Reportable compensation from the	(E) Reporta compensati relate organiza	on from	an	(F) timated nount of other pensation	f
	related organizations below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-2/1099		fro organo and	om the anization trelated anization	n d
26) JOE BROWNLEE	10.00												
CHIEF STRATEGY OFFICER	30.00				X			41,072.	126	<b>,</b> 567.		9,5	578.
27) STEVEN ROUTBURG	30.00												
OFFICE OF THE GENERAL COUNSEL	10.00				Х			135,060.	45	,020.		24,3	397.
28) JEANETTE HAMILTON 13.00													
MGR INVESTMENTS & TREAS DIV	27.00				Х			52,390.	106	,367.		24,6	579.
29) THERESA NISSEN	40.00												
FORMER MEMBERSHIP SERV. G.M.					Х			196,087.		0		16,6	551.
30) CHANG KYU KIM	17.00												
OFFICE MANAGER, KOREA	23.00					Х		70,000.	94	,706.		19,8	319.
31) FRANK PEZZIMENTI	17.00												
OFFICE MANAGER, AUSTRALIA	23.00					Х		66,651.	92	,041.		14,2	282.
32) CELSO FONTANELLI	18.00												
OFFICE MANAGER, BRAZIL	22.00					Х		69,978.	85	<b>,</b> 529.		27,8	354.
33) VIJAYALAKSHMI VENNELAKANTI	20.00												
DIRECTOR OF IT	20.00					Х		71,975.	71	<b>,</b> 975.		20,7	/18.
34) ANDREW MCDONALD	27.00												
DEPUTY GENERAL COUNSEL	13.00					Х		94,746.	46	,666.		19,935	
35) KATHY KESSENICH	30.00												
FORMER COMM SERV GENERAL MGR	10.00						Х	111,419.	39	,147.		9,3	307.
1b Sub-total							<b></b>						
c Total from continuation sheets to Part VII, S	ection A						$\blacktriangleright$						
d Total (add lines 1b and 1c)							$\blacktriangleright$						
2 Total number of individuals (including but not reportable compensation from the organization	limited to tl	hose l	liste				o re	ceived more than	\$100,000	of			
												Yes	No
3 Did the organization list any former office employee on line 1a? If "Yes," complete Schede											3	Х	
4 For any individual listed on line 1a, is the organization and related organizations groups.	eater than	\$15	0,0	00?	) If	"Yes	5," (	complete Schedu				v	
individual											4	Х	
5 Did any person listed on line 1a receive or for services rendered to the organization? If "Yo											5		Х
Section B. Independent Contractors													
1 Complete this table for your five highest com- compensation from the organization. Report of year.													
(A) Name and business add	(A) (B) (C) Name and business address Description of services Compensation												

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

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Part VIII Statement of Revenue

Total review   Federal company   Total review   T			Check if Schedule O conta	ins a respoi	nse to any quest	tion in this Part VIII			
Total, Add   Inters far						(A)	(B) Related or exempt function	(C) Unrelated business	(D) Revenue excluded from tax under sections
Total, Add   Inters far	tributions, Giffs, Grants Other Similar Amounts	b c d	Membership dues	1b 1c 1d 1d	65,438,363.				
Total, Add   Inters far	Son	g	Noncash contributions included in line	es 1a-1f: \$					
3   Investment income (including dividends, interest, and other similar amounts)		h	Total. Add lines 1a-1f	<u> </u>		65,438,363.			
3   Investment income (including dividends, interest, and other similar amounts)	nue								
3   Investment income (including dividends, interest, and other similar amounts)	Še	2a							
3   Investment income (including dividends, interest, and other similar amounts)	Se F	b						418,078.	
3   Investment income (including dividends, interest, and other similar amounts)	ēΖ	С	-						
3   Investment income (including dividends, interest, and other similar amounts)	Š	d		<u>M</u>					
3   Investment income (including dividends, interest, and other similar amounts)	<u>ra</u>	е			900099	132,939.	132,939.		
3   Investment income (including dividends, interest, and other similar amounts)	rog	f				15 000 440			
1,338,527.   1,3		3	Investment income (including divother similar amounts)	vidends, intere	est, and	2,015,827.		2.	2,015,825.
(i) Real   (ii) Personal					_	1,338,527.			1,338,527.
Table   Tabl		6a b	Gross rents	(i) Real 5,136,140. 3,965,324.					
Ta Gross amount from sales of assets other than inventory b Less: cost or other basis and sales expenses		d	Net rental income or (loss)		<u> ▶</u>	1,170,816.		276,238.	894,578.
Bassets other than inventory   Contributions cost or other basis and sales expenses   Color of the cost of		7a		) Securities	(ii) Other				
To Gain or (loss)			assets other than inventory	69,121,346.	8,490,135.				
Net gain or (loss)			and sales expenses	62,709,405.	7,953,546.				
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c).  See Part IV, line 18		С	Gain or (loss)	6,411,941.	536,589.				
events (not including \$		d	Net gain or (loss)		▶	6,948,530.			6,948,530.
9a Gross income from gaming activities. See Part IV, line 19	Revenue	8a	events (not including \$ of contributions reported on line	1c).					
9a Gross income from gaming activities. See Part IV, line 19	Jer	b	Less: direct expenses	b					
See Part IV, line 19	ᅙ	С	Net income or (loss) from fundrai	sing events .	▶	0			
c Net income or (loss) from gaming activities ▶ 0       0         10a Gross sales of inventory, less returns and allowances		9a							
10a Gross sales of inventory, less returns and allowances		b	Less: direct expenses	b					
returns and allowances		С	Net income or (loss) from gaming	g activities	<u> ▶</u>	0			
C Net income or (loss) from sales of inventory.       -301,035.       -301,035.       -301,035.         Miscellaneous Revenue       Business Code         11a       Insurance - U.S. CLUBS       524298       1,375,125.       1,375,125.         SERVICE INCOME       900099       186,137.       186,137.         C TRAVEL SERVICE       900099       26,150.       26,150.         d All other revenue       900099       -471,919.       30,397.       -502,316.         e Total. Add lines 11a-11d       1,115,493.		10a	• • • • • • • • • • • • • • • • • • • •						
Miscellaneous Revenue         Business Code           11a         INSURANCE - U.S. CLUBS         524298         1,375,125.         1,375,125.           b         SERVICE INCOME         900099         186,137.         186,137.           c         TRAVEL SERVICE         900099         26,150.         26,150.           d         All other revenue         900099         -471,919.         30,397.         -502,316.           e         Total. Add lines 11a-11d         1,115,493.         1,115,493.         1,115,493.		l	Less: cost of goods sold	b					
11a       INSURANCE - U.S. CLUBS       524298       1,375,125.       1,375,125.         b       SERVICE INCOME       900099       186,137.       186,137.         c       TRAVEL SERVICE       900099       26,150.       26,150.         d       All other revenue       900099       -471,919.       30,397.       -502,316.         e       Total. Add lines 11a-11d       1,115,493.       1,115,493.		<u>c</u>		i iriventory		-301,035.	-301,035.		
b SERVICE INCOME 900099 186,137. 186,137.  c TRAVEL SERVICE 900099 26,150. 26,150.  d All other revenue		_				1 275 125			1 275 125
c TRAVEL SERVICE 900099 26,150. 26,150. d All other revenue							106 127		1,3/5,125.
d All other revenue									
e Total. Add lines 11a-11d									_502 216
o Totali / t		1					30,337.		-302,316.
						92,954,969.	14,752,019.	694,318.	12,070,269.

## Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

	Check if Schedule O contains a response to any question in this Part IX										
	not include amounts reported on lines 6b, 7b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses						
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,380,219.	5,380,219.								
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0									
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	O									
4	Benefits paid to or for members	0									
5	Compensation of current officers, directors,										
	trustees, and key employees	1,492,905.	1,089,262.	403,643.							
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and	0									
-	persons described in section 4958(c)(3)(B)	22,043,638.	16,268,888.	5,774,750.							
7	Other salaries and wages	22,043,030.	10,200,000.	5,114,150.							
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,121,642.	2,305,206.	816,436.							
9		2,879,217.	1,944,943.	934,274.							
10	Other employee benefits	1,940,360.	1,425,934.	514,426.							
11	Fees for services (non-employees):										
	Management	1,758,741.	327,335.	1,431,406.							
	Legal	538,307.	266,421.	271,886.							
	Accounting	135,874.	44,269.	91,605.							
	Lobbying	0									
	Professional fundraising services. See Part IV, line 17	0									
f	Investment management fees	264,705.		264,705.							
g	Other. (If line 11g amount exceeds 10% of line 25, column										
	(A) amount, list line 11g expenses on Schedule O.)	3,026,775.	2,490,024.	536,751.							
12	Advertising and promotion	4,401,259.	4,401,259.	546 600							
13	Office expenses	2,767,799.	2,221,176.	546,623.							
14	Information technology	4,636,398.	1,411,893.	3,224,505.							
15	Royalties	3,121,271.	2,621,098.	500,173.							
16	Occupancy	14,084,347.	12,425,740.	1,658,607.							
17 18	Payments of travel or entertainment expenses	0	12/120//10	1,000,007.							
10	for any federal, state, or local public officials	6,899,186.	6,777,143.	122,043.							
19 20	Conferences, conventions, and meetings	0,000,100.	0,111,140.	122,043.							
21	Payments to affiliates	0									
22	Depreciation, depletion, and amortization	3,419,221.	1,708,075.	1,711,146.							
23	Insurance	1,831,019.	1,623,797.	207,222.							
24	Other expenses. Itemize expenses not covered										
	above (List miscellaneous expenses in line 24e. If										
	line 24e amount exceeds 10% of line 25, column										
	(A) amount, list line 24e expenses on Schedule O.)										
u	DISTRICT GOVERNORS	9,677,345.	9,677,345.								
	MAGAZINE PUBLICATIONS	3,711,333.	3,711,333.								
•	EQUIPMENT RENT & MAINTENANCE	884,375.	746,751.	137,624.							
-	LOSS ON A/R	348,660.	174,330.	174,330.							
	All other expenses	288,513.	298,808.	-10,295.							
25	Total functional expenses. Add lines 1 through 24e	98,653,109.	79,341,249.	19,311,860.							
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here   if following SOP 98-2 (ASC 958-720)	0									
JSA	J ( · <b></b> /)	9			Form <b>990</b> (2012)						

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## Part X Balance Sheet

ı c	ILA	Dalatice Stieet					
		Check if Schedule O contains a response	to any	∕ question in this Par	t X		
					(A) Beginning of year		( <b>B)</b> End of year
	1	Cash - non-interest-bearing			3,919,902.	1	4,972,406.
	2	Savings and temporary cash investments			9,576,621.	2	15,917,715.
	3	Pledges and grants receivable, net			0	3	0
	4	A			5,904,968.	4	7,630,871.
	5	Loans and other receivables from current and					
		trustees, key employees, and highest co	omper	nsated employees.			
		Complete Part II of Schedule L			0	5	0
	6	Loans and other receivables from other disqualified pers					
		4958(f)(1)), persons described in section 4958(c)(3)(B) and sponsoring organizations of section 501(c)(9) volu					
		organizations (see instructions). Complete Part II of Sche			0	6	0
ets	7	Notes and loans receivable, net			234,249.	7	358,431.
Assets	8	Inventories for sale or use			136,438.	8	138,093.
•	9	Prepaid expenses and deferred charges			3,527,619.	9	3,453,698.
	10 a	Land, buildings, and equipment: cost or					
		other basis. Complete Part VI of Schedule D	10a	107,482,305.			
	b	Less: accumulated depreciation	10b	67,933,295.	35,967,652.	10c	39,549,010.
	11				63,902,272.	11	57,062,778.
	12	Investments - other securities. See Part IV, line 11			42,952,216.		38,016,571.
	13	Investments - program-related. See Part IV, line 11			450,826.	13	1,020,052.
	14	Intangible assets	0	14	0		
	15	Other assets. See Part IV, line 11			1,085,497.	15	1,113,104.
	16	Total assets. Add lines 1 through 15 (must equal	167,658,260.	-	169,232,729.		
,	17	Accounts payable and accrued expenses	39,105,379.	17	37,992,410.		
	18	Grants payable			0	18	0
	19	Deferred revenue			3,664,162.	19	1,809,157.
	20	Tax-exempt bond liabilities			0	20	0
es	21	Escrow or custodial account liability. Complete Pa	art IV c	of Schedule D	0	21	0
≣	22	Loans and other payables to current and for	ormer	officers, directors,			
Liabilities		trustees, key employees, highest compen					
		disqualified persons. Complete Part II of Schedule			0	22	0
	23	Secured mortgages and notes payable to unrelate			0	23	0
	24	Unsecured notes and loans payable to unrelated			0	24	0
	25	Other liabilities (including federal income tax,					
		parties, and other liabilities not included on lines		' '			
		of Schedule D			0		0
	26	Total liabilities. Add lines 17 through 25			42,769,541.	26	39,801,567.
es		Organizations that follow SFAS 117 (ASC 958), complete lines 27 through 29, and lines 33 and		there   X and			
auc	27	Unrestricted net assets			124,888,719.	27	129,431,162.
3ali	28	Temporarily restricted net assets			0	28	0
Ε	29	Permanently restricted net assets		<u></u> [	0	29	0
or Fund Balances		Organizations that do not follow SFAS 117 (ASC 958) complete lines 30 through 34.	, chec	k here 🕨 🔃 and			
ts (	30	Capital stock or trust principal, or current funds				30	
sse	31	Paid-in or capital surplus, or land, building, or equ	iipmen	it fund		31	
Net Assets	32	Retained earnings, endowment, accumulated incomment				32	
Net	33	Total net assets or fund balances			124,888,719.	33	129,431,162.
_	34	Total liabilities and net assets/fund balances			167,658,260.	34	169,232,729.
				L			Form <b>990</b> (2012)

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Part	XI Reconciliation of Net Assets					
	Check if Schedule O contains a response to any question in this Part XI				Х	
1	Total revenue (must equal Part VIII, column (A), line 12)	1		92,9		
2	Total expenses (must equal Part IX, column (A), line 25)	2		98,6		
3	Revenue less expenses. Subtract line 2 from line 1	3		-5,6		
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1	24,8		
5	Net unrealized gains (losses) on investments	5		3,8	63,6	657.
6	Donated services and use of facilities	6				0
7	Investment expenses	7				0
8	Prior period adjustments	8				0
9	Other changes in net assets or fund balances (explain in Schedule O)	9		6,3	76,9	926.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line					
	33, column (B))	10	1	29,4	31,1	162.
Part						
	Check if Schedule O contains a response to any question in this Part XII					
					Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other					
	If the organization changed its method of accounting from a prior year or checked "Other," ex	plair	in in			
	Schedule O.					
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were com-	piled	or			
	reviewed on a separate basis, consolidated basis, or both:					
	Separate basis Consolidated basis Both consolidated and separate basis					
b	Were the organization's financial statements audited by an independent accountant?			2b	Х	
	If "Yes," check a box below to indicate whether the financial statements for the year were audit	ed o	n a			
	separate basis, consolidated basis, or both:					
	Separate basis X Consolidated basis Both consolidated and separate basis					
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for overs	ight				
	of the audit, review, or compilation of its financial statements and selection of an independent account	tant?	•	2c	Х	
	If the organization changed either its oversight process or selection process during the tax year, ex	xplair	n in			
	Schedule O.					
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set	forth	ı in			
	the Single Audit Act and OMB Circular A-133?			3a		X
b			the			
	required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	dits		3b		

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# SCHEDULE D (Form 990)

## **Supplemental Financial Statements**

OMB No. 1545-0047
2012

Department of the Treasury Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990. ► See separate instructions.

Open to Public Inspection

Nam	e of the organization	·	Employer identification number
RO'	TARY INTERNATIONAL		36-1707667
Pa	organizations Maintaining Donor Advorganization answered "Yes" to Form 9		or Accounts. Complete if the
		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		
5	Did the organization inform all donors and donor	advisors in writing that the assets held in	n donor advised
	funds are the organization's property, subject to the	e organization's exclusive legal control?	Yes No
6	Did the organization inform all grantees, donors, as	nd donor advisors in writing that grant fur	nds can be used
	only for charitable purposes and not for the benefi		
	conferring impermissible private benefit?		Yes No
Pa	rt II Conservation Easements. Complete if		Form 990, Part IV, line 7.
1	Purpose(s) of conservation easements held by the	e organization (check all that apply).	
	Preservation of land for public use (e.g., recr	eation or education) Preservation	of an historically important land area
	Protection of natural habitat	Preservation	of a certified historic structure
	Preservation of open space		
2	Complete lines 2a through 2d if the organization h	eld a qualified conservation contribution	in the form of a conservation
	easement on the last day of the tax year.		Hald at the Find of the Tan Van
			Held at the End of the Tax Year
a	Total number of conservation easements		
b	Total acreage restricted by conservation easements		I I
C	Number of conservation easements on a certified		. 2c
d	Number of conservation easements included in (c)	·	24
3	historic structure listed in the National Register  Number of conservation easements modified, tran		
3	tax year •	isterred, released, extiliguistied, or termi	mated by the organization during the
4	Number of states where property subject to conse	ervation easement is located	
5	Does the organization have a written policy regard		
	violations, and enforcement of the conservation ea		-
6	Staff and volunteer hours devoted to monitoring, in		
	<b>&gt;</b>		<b>5</b> .
7	Amount of expenses incurred in monitoring, inspec	cting, and enforcing conservation easeme	ents during the year
	<b>▶</b> \$		
8	Does each conservation easement reported on lin		
	(i) and section 170(h)(4)(B)(ii)?		Yes 📖 No
9	In Part XIII, describe how the organization reports	conservation easements in its revenue ar	nd expense statement, and
	balance sheet, and include, if applicable, the text of		icial statements that describes the
	organization's accounting for conservation easeme		
Ра	rt III Organizations Maintaining Collections Complete if the organization answered	"Yes" to Form 990, Part IV, line 8.	er Similar Assets.
1a	If the organization elected, as permitted under SI works of art, historical treasures, or other similar	FAS 116 (ASC 958), not to report in its	revenue statement and balance shee
	public service, provide, in Part XIII, the text of the fo	ootnote to its financial statements that de	escribes these items.
b	If the organization elected, as permitted under		
	works of art, historical treasures, or other similar public service, provide the following amounts relat		lucation, or research in furtherance of
	(i) Revenues included in Form 990, Part VIII, line		▶ ¢
	(ii) Assets included in Form 990, Part X		
2	If the organization received or held works of a		
_	following amounts required to be reported under S		<u> </u>
а	Revenues included in Form 990, Part VIII, line 1		<b>&gt;</b> \$
b	Assets included in Form 990, Part X		• • • • • • • • • • • • • • • • • • •

Schedule D (Form 990) 2012 Page **2** 

	t    Organizations Maintaining	Collections of	f Art. His	torical 1	reasur	es.	or Other Simi	lar Asse	ts (con	tinued)
· ai	<u> </u>	,	7, 1110		· · · · · · · ·		<u> </u>	141 71000	(00///	
3	Using the organization's acquisition, collection items (check all that apply):		other recor	ds, check	any of	the	following that a	ire a sign	ificant us	se of its
а	Public exhibition		d	Loan c	r exchai	nge	programs			
b	Scholarly research		е	Other						
С	Preservation for future generati	ions								
4	Provide a description of the organiza	ation's collections	and expla	in how t	hey furt	her	the organization'	s exempt	purpose	in Part
	XIII.									
5	During the year, did the organization sassets to be sold to raise funds rather							_	Yes	No
Par	t IV Escrow and Custodial Arr line 9, or reported an amou				anizatio	on a	answered "Yes"	to Form	990, F	Part IV,
_				_						
1a	Is the organization an agent, trustee,								<b></b>	<b>—</b>
	included on Form 990, Part X?							L	Yes	No
b	If "Yes," explain the arrangement in Pa	art XIII and comple	ete the folk	owing tab	ie:					
	Device in a below of				_	_	A	mount		
	Beginning balance				_					
	Additions during the year				H	1d				
	Distributions during the year				_	1e				
	Ending balance Did the organization include an amou			212					Yes	No.
	If "Yes," explain the arrangement in Pa						ovided in Part VIII			No
	t V Endowment Funds. Comp									<u> </u>
rai	Endowment ands. Comp	(a) Current year	( <b>b)</b> Prio		(c) Two				(e) Four y	ears back
1a	Beginning of year balance	(a) carron year	(5) 1 110	, your	(0) 1110	your	o baok (a) Timee )	Caro baok	(6) 1 001 )	- Caro Baok
	Contributions									
	Net investment earnings, gains,									
	and losses									
d	Grants or scholarships									
	Other expenditures for facilities									
	and programs									
f	Administrative expenses									
g	End of year balance									
2	Provide the estimated percentage of the	the current vear e	nd balance	(line 1a.	column (	(a)) I	held as:			
а	Board designated or quasi-endowmer		%	· - 3,		(- //				
b	Permanent endowment ▶	%								
С	Temporarily restricted endowment ▶	%								
	The percentages in lines 2a, 2b, and 2	2c should equal 10	00%.							
3a	Are there endowment funds not in the			tion that	are held	and	l administered for	the		
	organization by:								Y	es No
	(i) unrelated organizations								3a(i)	
	(ii) related organizations								3a(ii)	
b	If "Yes" to 3a(ii), are the related organ	izations listed as	required on	Schedule	R?				3b	
4	Describe in Part XIII the intended use	s of the organizati	on's endov	vment fun	ıds.				•	·
Par	t VI Land, Buildings, and Equip	ment. See Forn	n 990, Pa	rt X, line	10.					
	Description of property	(a) Cost or (invest		(b) Cost o	r other bas ther)	is	(c) Accumulated depreciation	(d	<b>)</b> Book valu	e
1a	Land				60,44					0,445.
b	Buildings				363 <b>,</b> 29		42,428,660.			4,637.
С	Leasehold improvements				236 <b>,</b> 70		133,648.			3,059.
d	Equipment			33,3	365 <b>,</b> 59		25,314,728.		8,05	0,869.
е	Other				56,25		56 <b>,</b> 259.			
Tota	I. Add lines 1a through 1e. (Column (a	l) must equal Form	990, Part	X, column	(B), line	10(	(c).)	· <del></del>	39,54	9,010.

Schedule D (Form 990) 2012

Schedule D (Form 990) 2012 Page **3** 

Part VII Investments - Other Securities. See F	orm 990, Part X, line	e 12.	
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuat Cost or end-of-year mark	
(1) Financial derivatives			
(2) Closely-held equity interests			
(3) Other			
(A) GLOBAL ASSET ALLOCATION	16,871,978.	FMV	
(B) REAL ASSET FUNDS	13,543,080.	FMV	
(C) ALTERNATIVE INVESTMENTS	7,601,513.	FMV	
(D)			
(E)			
(F)			
(G)			
(H)			
(I)	38,016,571.		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)  Part VIII Investments - Program Related. See F		2 13	
(a) Description of investment type	(b) Book value	c) Method of valuat	tion:
(a) Description of investment type	(b) Book value	Cost or end-of-year mark	
(1)		· · · · · · · · · · · · · · · · · · ·	
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)			
Part IX Other Assets. See Form 990, Part X, li			I
	Description		(b) Book value
(1)			
(2)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Total. (Column (b) must equal Form 990, Part X, col. (B) I	ine 15.)		
Part X Other Liabilities. See Form 990, Part X	(, line 25.		
1. (a) Description of liability	(b) Book value		
(1) Federal income taxes			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
<u>(10)</u>			
(11) Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	<b>•</b>		
2 FIN 48 (ASC 740) Footnote in Part XIII provide the text	of the feetnete to the er	reconstation's financial statements that r	onarta the organization's

JSA 2E1270 1.000 0480CI 649R Schedule D (Form 990) 2012

Schedul	e D (Form 990) 2012		Page 4
Part :	XI Reconciliation of Revenue per Audited Financial Statements With Revenue	per Return	
1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
а	Net unrealized gains on investments 2a		
b	Donated services and use of facilities 2b		
	December is a first year grants		
C	Recoveries of prior year grants 2c		
d	Other (Describe in Part XIII.)		
е	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
а	Investment expenses not included on Form 990, Part VIII, line 7b		
b	Other (Describe in Part XIII.) 4b		
С	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		
Part			
1	Total expenses and losses per audited financial statements	4	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a			
b	Donated services and use of facilities  Prior year adjustments  2a  2b		
	Other losses 2c		
C			
d	Other (Describe in Part XIII.)		
	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
а	Investment expenses not included on Form 990, Part VIII, line 7b  4a		
b	Other (Describe in Part XIII.)		
С	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	
Part	XIII Supplemental Information		
Compl	ete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a a	and 4; Part IV, lines	s 1b and 2b;
	line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this	s part to provide a	ny additional
inform	ation.		
SE	E PAGE 5		

Schedule D (Form 990) 2012

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Schedule D (Form 990) 2012 Page **5** 

Part XIII Supplemental Information (continued)

FORM 990, SCHEDULE D, PART X, LINE 2

FIN 48 (ASC 740) FOOTNOTE

ROTARY INTERNATIONAL IS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE (IRC) OF 1986, AS AMENDED AND, AS SUCH, IS EXEMPT FROM FEDERAL INCOME TAX ON INCOME EARNED RELATED TO EXEMPT ACTIVITIES UNDER IRC SECTION 501(A). THE FOUNDATION IS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE IRC OF 1986, AS AMENDED, AND, AS SUCH, IS EXEMPT FROM FEDERAL INCOME TAX ON INCOME EARNED RELATED TO EXEMPT ACTIVITIES UNDER IRC SECTION 501(A). IN ADDITION, THE IRS HAS DETERMINED THAT BOTH ROTARY INTERNATIONAL AND THE FOUNDATION ARE NOT PRIVATE FOUNDATIONS WITHIN THE MEANING OF SECTION 509(A) OF THE IRC.

PPH FILES A CORPORATION INCOME TAX RETURN, BUT IS NOT TREATED AS AN INSURANCE COMPANY FOR FEDERAL INCOME TAX PURPOSES AS IT IS A CAPTIVE INSURANCE COMPANY. ACCORDINGLY, PREMIUMS (FROM ROTARY) AND LOSSES AND LOSS ADJUSTMENT EXPENSES ARE EXCLUDED FROM THE CALCULATION OF TAXABLE INCOME. THERE WAS NO LIABILITY FOR INCOME TAX AS OF 30 JUNE 2013 AND 2012.

INFOTECH IS A PRIVATE LIMITED COMPANY REGISTERED IN INDIA AND, AS SUCH, IS A TAXABLE CORPORATION IN INDIA. UNDER U.S. TAX REGULATIONS, INFOTECH IS TREATED AS A FOREIGN PARTNERSHIP AND ALL OPERATIONS ARE INCLUDED IN ROTARY'S U.S. TAX FILINGS.

THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ISSUED GUIDANCE THAT REQUIRES TAX EFFECTS FROM UNCERTAIN POSITIONS TO BE RECOGNIZED IN THE

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

FINANCIAL STATEMENTS ONLY IF THE POSITION IS MORE LIKELY THAN NOT TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. WHILE ROTARY INTERNATIONAL IS EXEMPT FROM INCOME TAX UNDER IRC SECTION 501(C)(4) AND THE FOUNDATION IS EXEMPT FROM INCOME TAX UNDER IRC SECTION 501(C)(3), THEY ARE SUBJECT TO TAX ON INCOME UNRELATED TO THEIR EXEMPT PURPOSES, UNLESS THAT INCOME IS OTHERWISE EXCLUDED BY THE IRC. ROTARY APPLIED THE UNCERTAIN TAX POSITION GUIDANCE, AS REQUIRED BY U.S. GAAP, TO ALL TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS WOULD REMAIN OPEN AND DETERMINED THERE WERE NO MATERIAL UNRECOGNIZED TAX LIABILITIES OR BENEFITS. THE TAX YEARS ENDED 2010, 2011, 2012 AND 2013 ARE STILL OPEN TO AUDIT FOR BOTH FEDERAL AND ILLINOIS PURPOSES.

## SCHEDULE F (Form 990)

### **Statement of Activities Outside the United States**

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

Name of the organization

ROTARY INTERNATIONAL

September 267

Par	General Information of Form 990, Part IV, line 14		Outside the U	Inited States. Complete	if the organization answe	ered "Yes" to
1	For grantmakers. Does the orga assistance, the grantees' eligibili	ty for the grant	s or assistance	e, and the selection criteri	_	
	grants or assistance?					Yes No
2	For grantmakers. Describe in assistance outside the United Sta		ganization's pr	ocedures for monitoring	the use of its grants a	and other
3	Activities per Region. (The follow					
	(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)	CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		7,601,513.
(2)	EUROPE			INVESTMENTS		
(3)	SOUTH ASIA			INVESTMENTS		
(4)	EUROPE	1.	41.	PROGRAM SERVICES	MEMBERSHIP SUPPORT	3,904,587.
(5)	EAST ASIA AND THE PACIFIC	3.	40.	PROGRAM SERVICES	MEMBERSHIP SUPPORT	1,582,098.
(6)	SOUTH AMERICA	2.	19.	PROGRAM SERVICES	MEMBERSHIP SUPPORT	604,984.
(7)	SOUTH ASIA	1.	31.	PROGRAM SERVICES	MEMBERSHIP SUPPORT	430,317.
(8)	SOUTH ASIA	1.	104.	PROGRAM SERVICES	INFOTECH	1,715,422.
(9)						
(10)						
(11)						
(12)						
(13)						
(14)						
(15)						
(16)						
(17)						
3a		8.	235.			15,838,921.
b						
С	sheets to Part I <b>Totals</b> (add lines 3a and 3b)	8.	235.			15,838,921.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

Schedule F (Form 990) 2012 Page **2** 

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method o valuation (book, FMV, appraisal, other)
[1)									
(2)									
3)									
4)									
5)									
(6)									
7)									
8)									
9)									
10)									
11)									
12)									
13)									
14)									
15)									
16)									
<b>2</b> Ent	er total number of recipient he IRS, or for which the gra	t organizations listed above							1

Schedule F (Form 990) 2012

Page 3 Schedule F (Form 990) 2012

Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
_ (1)							
(2)							
_(3)							
_ (4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2012 Page 4

Part	V Foreign Forms		
1	Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)	X Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)	Yes	X No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)	X Yes	No No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)	Yes	X No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)	X Yes	No No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)	X Yes	No

Schedule F (Form 990) 2012

<sup>2E1277 1.000</sup> 0480CI 649R 0180205 PAGE 25 Schedule F (Form 990) 2012 Page **5** 

#### Part V

#### **Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

JSA Schedule F (Form 990) 2012

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#### SCHEDULE I (Form 990)

## **Grants and Other Assistance to Organizations, Governments, and Individuals in the United States**

OMB No. 1545-0047

2012

**Open to Public** Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22. ► Attach to Form 990.

Name of the organization Employer identification number ROTARY INTERNATIONAL 36-1707667 Part General Information on Grants and Assistance Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. (f) Method of valuation (a) Name and address of organization (b) EIN (c) IRC section (d) Amount of cash (e) Amount of non-(a) Description of (h) Purpose of grant (book, FMV, appraisal, or government if applicable grant non-cash assistance or assistance cash assistance (1) THE ROTARY FOUNDATION OF ROTARY INTERNATION 1560 SHERMAN AVENUE EVANSTON, IL 60201-3698 36-3245072 501 (C) (3) 5,360,811. POLIOPLUS FUND (2) THE ROTARY FOUNDATION OF ROTARY INTERNATION 1560 SHERMAN AVENUE EVANSTON, IL 60201-3698 501 (C) (3) 36-3245072 19,408. DISASTER RELIEF (10) (12) 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table Schedule I (Form 990) (2012)

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

FORM 990, SCHEDULE I, PART I, LINE 2

ORGANIZATION'S PROCEDURES FOR MONITORING GRANT FUNDS IN THE U.S.

ROTARY INTERNATIONAL ISSUED TWO GRANTS IN FISCAL YEAR ENDED 30 JUNE 2013

TO THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL [501(C)(3)]. ROTARY

INTERNATIONAL RELIES ON THE GRANT-MONITORING PROCEDURES OF THE ROTARY

FOUNDATION OF ROTARY INTERNATIONAL FOR THE POLIOPLUS AND DISASTER RELIEF

RECOVERY FUND.

## SCHEDULE J (Form 990)

Department of the Treasury

**Questions Regarding Compensation** 

Internal Revenue Service

## **Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization Employer identification number ROTARY INTERNATIONAL 36-1707667

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.  X First-class or charter travel X Housing allowance or residence for personal use Payments for business use of personal residence X Tax indemnification and gross-up payments X Health or social club dues or initiation fees			
	Discretionary spending account  Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to	1b	х	
2	explain			
	directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Х	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.    X			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing			
а	organization or a related organization:  Receive a severance payment or change-of-control payment?	4a	Х	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		Х
С	Participate in, or receive payment from, an equity-based compensation arrangement?  If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c		Х
5	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.  For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?  If "Yes" to line 5a or 5b, describe in Part III.	5b		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
а	The organization?	6a		X
b	Any related organization?	6b		Х
7	If "Yes" to line 6a or 6b, describe in Part III.  For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed			
•	payments not described in lines 5 and 6? If "Yes," describe in Part III	7		Х
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe			
•	in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

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Schedule J (Form 990) 2012

#### Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

		(B) Breakdown	of W-2 and/or 1099-MISC	compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	reported as deferred in prior Form 990
JOHN HEWKO	(i)	275,842.	Q	5,302.	6,256.	19,057.	306,457.	0
1 GENERAL SECRETARY	(ii)	109,951.	d	2,113.	2,494.	7,596.	122,154.	0
PETER DEBERGE	(i)	189,003.	Q	844.	10,006.	14,779.	214,632.	0
2 DEPUTY GENERAL SECRETARY	(ii)	75 <b>,</b> 337.	d	336.	3,988.	5,891.	85 <b>,</b> 552.	0
LORI CARLSON	(i)	158 <b>,</b> 637.	0	136.	3,993.	0	162,766.	. 0
3 CHIEF FINANCIAL OFFICER	(ii)	63 <b>,</b> 233.	d	54.	1,591.	d	64,878.	0
PETER MARKOS	(i)	161,657.	Q	136.	8,100.	18,342.	188,235.	0
4 CHIEF INFORMATION OFFICER	(ii)	64,437.	d	54.	3,229.	7,311.	75,031.	0
MICHELE BERG	(i)	133,431.	Q	1,082.	10,998.	18,203.	163,714.	0
5 CHIEF PROG. & MEMBERSHIP SER.	(ii)	14,007.	d	113.	1,155.	1,911.	17 <b>,</b> 186.	0
JOE BROWNLEE	(i)	40,142.	Q	930.	2,347.	0	43,419.	0
6 CHIEF STRATEGY OFFICER	(ii)	123,703.	d	2,864.	7,231.	d	133 <b>,</b> 798.	0
STEVEN ROUTBURG	(i)	134,917.	Q	143.	7,542.	10,756.	153 <b>,</b> 358.	0
7 OFFICE OF THE GENERAL COUNSEL	(ii)	44,972.	d	48.	2,514.	3 <b>,</b> 585.	51 <b>,</b> 119.	
JEANETTE HAMILTON	(i)	52 <b>,</b> 327.	Q	63.	3,041.	5,103.	60,534.	0
8 MGR INVESTMENTS & TREAS DIV	(ii)	106,239.	d	128.	6,174.	10,361.	122,902.	0
THERESA NISSEN	(i)	174,146.	Q	21,941.	8,107.	8,544.	212,738.	0
9 FORMER MEMBERSHIP SERV. G.M.	(ii)	0	d	<u>d</u>	d	d	(	0
CHANG KYU KIM	(i)	70 <b>,</b> 000.	Q	0	5,819.	2,604.	78,423.	0
10 OFFICE MANAGER, KOREA	(ii)	94,706.	d .	<u>0</u>	7,873.	3,523.	106,102	0
FRANK PEZZIMENTI	(i)	66,651.	0	0	5,998.	0	72,649.	0
11 OFFICE MANAGER, AUSTRALIA	(ii)	92,041.	d .	0	8,284.	0	100,325.	0
CELSO FONTANELLI	(i)	69 <b>,</b> 978.	0	0	11,407.	1,127.	82 <b>,</b> 512.	0
12 OFFICE MANAGER, BRAZIL	(ii)	85 <b>,</b> 529.	d .	0	13,942.	1,378.	100,849.	0
VIJAYALAKSHMI VENNELAKA	A (i)	71,883.	0	92.	1,404.	8,955.	82,334.	0
13 DIRECTOR OF IT	(ii)	71,883.	d .	92.	1,404.	8 <b>,</b> 955.	82 <b>,</b> 334.	0
ANDREW MCDONALD	(i)	92,888.	0	1,858.	5,368.	7,988.	108,102.	0
14 DEPUTY GENERAL COUNSEL	(ii)	45 <b>,</b> 751.	d.	915.	2,644.	3 <b>,</b> 935.	53,245	
KATHY KESSENICH	(i)	0	q	111,419.	q	6,887.	118,306.	0
15 FORMER COMM SERV GENERAL MGR	(ii)	 0	d	39,147.	d	2,420.	41,567.	
	(i)							
16	(ii)							

Schedule J (Form 990) 2012

Schedule J (Form 990) 2012 Page 3

#### Part | Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

FORM 990, SCHEDULE J, PART I, LINE 1A

FIRST CLASS OR CHARTER TRAVEL

UNCOMPENSATED VOLUNTEER LEADERS CONDUCT EXTENSIVE INTERNATIONAL TRAVEL ON BEHALF OF THE ORGANIZATION. ROTARY INTERNATIONAL PROVIDES BUSINESS-CLASS AIRFARE FOR THE BOARD OF DIRECTORS. BUSINESS-CLASS IS AVAILABLE IN MOST MARKETS, BUT IF IT IS NOT, FIRST-CLASS OR ECONOMY AIRFARES ARE SUBSTITUTED. THE PRESIDENT AND PRESIDENT-ELECT ARE PERMITTED TO USE FIRST-CLASS TRAVEL, ALTHOUGH THEY MAY CHOOSE BUSINESS-CLASS OR ECONOMY TRAVEL. THE GENERAL SECRETARY IS PERMITTED TO USE FIRST-CLASS TRAVEL WHEN BUSINESS-CLASS IN NOT AVAILABLE.

FORM 990, SCHEDULE J, PART I, LINE 1A

HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE

FOR EFFICIENCY, RESIDENCES NEAR RI HEADQUARTERS ARE PROVIDED FOR ROTARY

INTERNATIONAL PRESIDENT AND PRESIDENT-ELECT. PERSONAL USE OF THE

RESIDENCES IS REPORTED AS TAXABLE INCOME TO THE RECIPIENTS. IN ADDITION,

RI REIMBURSES THE PRESIDENT AND PRESIDENT-ELECT FOR CERTAIN COSTS

ASSOCIATED WITH MAINTAINING THEIR PERSONAL RESIDENCES WHILE THEY ARE

TRAVELING ON BEHALF OF THE ASSOCIATION. THESE EXPENSE REIMBURSEMENTS ARE

Schedule J (Form 990) 2012

#### Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

TAXABLE TO THE RECIPIENTS.

FORM 990, SCHEDULE J, PART I, LINE 1A

TRAVEL FOR COMPANIONS

ROTARY INTERNATIONAL PROVIDES FOR SPOUSE TRAVEL IF SPOUSE PARTICIPATION

ASSISTS THE ORGANIZATION IN ACHIEVING ITS MISSION. THE ROTARIAN AND

SPOUSE ARE REQUIRED TO SUBMIT DOCUMENTATION DETAILING THE ACTIVITIES AND

SUPPORTING THE BONA FIDE BUSINESS PURPOSE OF THE TRAVEL. MANAGEMENT

REVIEWS THE DOCUMENTATION DURING THE EXPENSE REIMBURSEMENT APPROVAL

PROCESS.

FORM 990, SCHEDULE J, PART I, LINE 1A

TAX INDEMNIFICATION AND GROSS-UP PAYMENTS

ROTARY INTERNATIONAL DOES NOT COMPENSATE THE PRESIDENT AND

PRESIDENT-ELECT'S SERVICES OTHER THAN THE REIMBURSEMENT OF CERTAIN

PERSONAL EXPENSES RELATED TO THEIR SERVICES (I.E., THE COST TO MAINTAIN

THEIR PERSONAL RESIDENCE, HEALTH INSURANCE, ETC.) AS DEFINED IN ROTARY

CODE OF POLICIES. THE EXPENSE REIMBURSEMENTS ARE TAXABLE TO THE

RECIPIENTS. IT IS THE BOARD POLICY TO PAY THE PRESIDENTS FOR THE TAXES

Schedule J (Form 990) 2012

Schedule J (Form 990) 2012 Page 3

#### Part | Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

ASSOCIATED WITH THIS INCOME.

FORM 990, SCHEDULE J, PART I, LINE 1A

HEALTH OR SOCIAL CLUB DUES OR INITIATION FEES

FOR THE PRESIDENT AND PRESIDENT-ELECT, EXPENSES RELATED TO MAINTAINING

CLUB MEMBERSHIPS ARE INCLUDED UNDER THE ROTARY CODE OF POLICIES FOR

PERSONAL EXPENSES REIMBURSEMENT. THESE EXPENSE REIMBURSEMENTS ARE TAXABLE

TO THE RECIPIENT.

FORM 990, SCHEDULE J, PART I, LINE 4A

RECEIVE A SEVERANCE PAYMENT OR CHANGE-OF-CONTROL PAYMENT

THE FOLLOWING INDIVIDUALS RECEIVED A SEVERANCE PAYMENT DURING CALENDAR

2012:

KATHY KESSENICH: \$150,566 (\$111,419 ALLOCATED TO ROTARY INTERNATIONAL)

THERESA NISSEN: \$21,633

Schedule J (Form 990) 2012

#### Part || Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

FORM 990, PART VII AND SCHEDULE J

HIGHEST COMPENSATED EMPLOYEES

ROTARY INTERNATIONAL HAS A HIGHEST COMPENSATED EMPLOYEE AT ITS OFFICE IN ZURICH, SWITZERLAND, WHICH IS CURRENTLY UNDISCLOSED DUE TO POTENTIAL INFRINGEMENT OF LOCAL DATA PRIVACY LAWS. SALARIES FOR STAFF AT THE INTERNATIONAL OFFICES ARE ESTABLISHED IN THEIR LOCAL CURRENCY AND TRANSLATED TO US DOLLARS FOR REPORTING PURPOSES, RESULTING IN POTENTIALLY LARGE FLUCTUATIONS IN THE US DOLLAR REPORTABLE EQUIVALENT FOR COMPENSATION.

#### **SCHEDULE O**

(Form 990 or 990-EZ)

## Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

Name of the organization

ROTARY INTERNATIONAL

FORM 990, PART III, LINE 4D

Employer identification number 36-1707667

OTHER PROGRAM SERVICES
(CODE:) EXPENSES \$55,050,666 INCLUDING GRANTS OF \$5,380,219 (REVENUE
\$516,093)
OTHER PROGRAM SERVICES ARE IN PLACE TO COORDINATE AND DIRECT THE
ACTIVITIES OF ROTARY INTERNATIONAL AND SUPPORT THE OBJECT OF ROTARY. THE
OBJECT OF ROTARY IS TO ENCOURAGE AND FOSTER THE IDEAL OF SERVICE AS A
BASIS OF WORTHY ENTERPRISE. THESE OTHER PROGRAM SERVICES SUPPORT THE
OBJECT OF ROTARY BY HELPING ROTARY CLUBS AND DISTRICTS ACHIEVE THEIR
SERVICE GOALS, EXPAND ROTARY MEMBERSHIP, AND PROMOTE THEIR ACTIVITIES TO
THE MEDIA AND GENERAL PUBLIC.

FORM 990, PART V, LINE 4B

NAME OF FOREIGN COUNTRY

ARGENTINA

AUSTRALIA

BANGLADESH

BRAZIL

CANADA

CHILE

COLOMBIA

DENMARK

EGYPT

**GERMANY** 

Schedule O (Form 990 or 990-EZ) 2012

Name of the organization Employer identification number

ROTARY INTERNATIONAL

INDIA

JAPAN

NIGERIA

NORWAY

PAKISTAN

PERU

PHILIPPINES

REPUBLIC OF SOUTH KOREA

SOUTH AFRICA

SRI LANKA

SWEDEN

SWITZERLAND

THAILAND

UNITED KINGDOM

VENEZUELA

FORM 990, PART V, LINE 6B

EXPRESS STATEMENT THAT SUCH CONTRIBUTIONS OR GIFTS WERE NOT TAX DEDUCTIBLE ROTARY INTERNATIONAL DOES NOT DIRECTLY SOLICIT CONTRIBUTIONS FROM THE GENERAL PUBLIC. THE MEMBER CLUBS OF ROTARY INTERNATIONAL, ALSO SECTION 501(C)(4) ENTITIES, PAID MEMBERSHIP DUES WHICH ARE REPORTED ON FORM 990, PART VIII, LINE 1B AS CONTRIBUTION REVENUE. AS SUCH, ROTARY INTERNATIONAL DOES NOT DIRECTLY PROVIDE AN EXPRESS STATEMENT.

FORM 990, PART VI, SECTION A, LINE 6

MEMBERS OR STOCKHOLDERS

THE MEMBERSHIP OF ROTARY INTERNATIONAL CONSISTS OF ROTARY CLUBS ORGANIZED

Page 2

AND OPERATING IN ACCORDANCE WITH THE RI CONSTITUTION AND BYLAWS.

FORM 990, PART VI, SECTION A, LINE 7A

PERSONS WHO MAY ELECT ONE OR MORE MEMBERS OF THE GOVERNING BODY

THE PROCEDURES FOR THE SELECTION OF ROTARY INTERNATIONAL (RI) OFFICERS

ARE STATED IN THE RI BYLAWS. THE RI NOMINATING COMMITTEES SELECT NOMINEES

FOR THE BOARD OF DIRECTORS AND PRESIDENT. DIRECTORS ARE NOMINATED BY

ZONES. EACH OF THE 34 WORLDWIDE RI ZONES NOMINATES A DIRECTOR FROM THE

MEMBERSHIP OF THE CLUBS IN THAT ZONE EVERY FOURTH YEAR ACCORDING TO A

SCHEDULE ESTABLISHED BY THE RI BOARD. EACH ZONE ELECTS A MEMBER OF A

CLUB, WHO MUST BE A PAST DIRECTOR OF RI, TO SERVE ON THE NOMINATING

COMMITTEE FOR PRESIDENT. EACH CLUB MAY VOTE IN THE ELECTION FOR PRESIDENT

AND DIRECTORS, WHICH TAKES PLACE AT THE ANNUAL RI CONVENTION.

FORM 990, PART VI, SECTION B, LINE 11B

REVIEW OF FORM 990

ROTARY INTERNATIONAL'S FORM 990 IS PREPARED BY AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM. A DRAFT OF THE FORM 990 IS REVIEWED BY THE CONTROLLER AND THE CHIEF FINANCIAL OFFICER. UPON COMPLETION OF THE REVIEW PROCESS, THE RETURN IS PROVIDED TO THE BOARD OF DIRECTORS, SIGNED BY THE CFO AND FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C

CONFLICT OF INTEREST POLICY

ALL DIRECTORS MUST DISCLOSE ANY FAMILY OR BUSINESS RELATIONSHIPS WITH OTHER DIRECTORS, TRUSTEES OF THE ROTARY FOUNDATION, KEY EMPLOYEES, OR

HIGHEST COMPENSATED INDEPENDENT CONTRACTORS OF ROTARY INTERNATIONAL AND
THE ROTARY FOUNDATION AS IDENTIFIED ANNUALLY BY THE GENERAL SECRETARY. TO
COMPLY WITH THIS POLICY, DIRECTORS SUBMIT AN ANNUAL POTENTIAL CONFLICT OF
INTEREST STATEMENT, ON WHICH THEY REPORT ANY PREVIOUSLY UNDISCLOSED
POTENTIAL CONFLICTS OF INTEREST. THE RI EXECUTIVE COMMITTEE REVIEWS THESE
REPORTS AND WORKS TO RESOLVE ANY ACTUAL OR POTENTIAL CONFLICTS. IF NO
RESOLUTION IS REACHED, THE COMMITTEE REFERS THE MATTER TO THE BOARD OF
DIRECTORS AND AN APPROPRIATE ACTION WILL BE TAKEN. A POTENTIAL CONFLICT
OF INTEREST IS DEEMED TO EXIST IF A MAJORITY OF DIRECTORS VOTING REACH AN
AFFIRMATIVE DECISION. THE DIRECTOR WITH THE POTENTIAL CONFLICT OF
INTEREST SHALL NOT BE PRESENT FOR THE VOTE. IN ADDITION, THE OPERATIONS
REVIEW COMMITTEE MONITORS COMPLIANCE WITH THE CODE OF CONDUCT AND
CONFLICT OF INTEREST POLICY OF THE ORGANIZATION AND THE BOARD OF
DIRECTORS. KEY EMPLOYEES AND OTHER EMPLOYEES IN A POSITION OF INFLUENCE
ARE ALSO REQUIRED TO MAKE ANNUAL CONFLICT OF INTEREST DISCLOSURES.

FORM 990, PART VI, SECTION B, LINES 15A & 15B

DETERMINATION OF COMPENSATION

THE PROCESS FOR DETERMINING COMPENSATION FOR THE GENERAL SECRETARY,

DEPUTY GENERAL SECRETARY AND GENERAL MANAGERS WAS LAST REVIEWED IN FISCAL

YEAR 2013. RI'S HUMAN RESOURCES COLLECTS DATA ON TOTAL COMPENSATION

(I.E., BASE SALARY AND BENEFITS) FROM SEVERAL SOURCES, INCLUDING

INDEPENDENT COMPENSATION CONSULTANTS, SALARY SURVEYS, INTERNET SITES,

PROFESSIONAL PUBLICATIONS, AND INFORMATION FROM SIMILAR ORGANIZATIONS IN

THE SAME GEOGRAPHIC AREA. HUMAN RESOURCES PROVIDES A SALARY RANGE FOR THE

GENERAL SECRETARY, DEPUTY GENERAL SECRETARY, AND GENERAL MANAGERS

Name of the organization
ROTARY INTERNATIONAL

Employer identification number

POSITIONS AND THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS REVIEW SALARY RANGES AND SALARY INCREASE PARAMETERS FOR REASONABLENESS. THE GENERAL SECRETARY'S COMPENSATION IS BASED ON THE TERMS IN THE GENERAL SECRETARY'S CONTRACT. THE GENERAL SECRETARY APPROVES SALARY INCREASES FOR THE DEPUTY GENERAL SECRETARY AND GENERAL MANAGERS WITHIN THE SALARY RANGES APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. THIS PROCESS IS CONTEMPORANEOUSLY DOCUEMNTED.

FORM 990, PART VI, SECTION C, LINE 19

ORGANIZATIONAL DOCUMENTS AVAILABLE TO THE PUBLIC

ROTARY INTERNATIONAL MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST

POLICY, AND AUDITED FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON THE

ORGANIZATION'S WEBSITE, WWW.ROTARY.ORG.

FORM 990, PART XI, LINE 9

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

PENSION RELATED CHANGES 6,298,213.

PPH ACTIVITY 27,607.

INFOTECH TAX ADJUSTMENTS 53,980.

VARIOUS BOOK/TAX REPORTING DIFFERENCES (2,874).

-----

TOTAL: 6,376,926.

Employer identification number

Name of the organization ROTARY INTERNATIONAL

ATTACHMENT 1

### 990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
PACIFIC WORLD THAILAND LTD. 511 SOI 6, SRI-AYUTHAYA ROAD 10400 RAJTHEVEE BANGKOK THAILAND	SHUTTLE BUS SRV.	2,999,574.
SIEGEL AND GALE LLC 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	BRAND STRATEGY	1,647,337.
OCE BUSINESS SERVICES INC. 460 WEST 34TH STREET NEW YORK, NY 10001	BUSINESS CENTER	1,226,315.
VISUAL AIDS ELECTRONICS CORP. 12900 CLOVERLEAF CENTER DRIVE SUITE C GERMANTOWN, MD 20874	EQUIPMENT COMPANY	634,590.
AVANT GRUP BARDET S.L. AVINGUDA DE LA MARINA 08830 SANT BOI DE LLOBREGAT BARCELONA SPAIN	TRANSPORTATION COMP.	548,292.

#### **SCHEDULE R** (Form 990)

## **Related Organizations and Unrelated Partnerships**

OMB No. 1545-0047

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. ► Attach to Form 990.

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

► See separate instructions.

Employer identification number ROTARY INTERNATIONAL 36-1707667 Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.) Part I

	Name, address	(a) , and EIN (if applicable) of disregarded entity		Р	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct co enti	ntrolling
(1)										
<u>(2)</u>										
<u>(3)</u>										
<u>(4)</u>										
(5)										
<u>(6)</u>										
Part II	Identification of Re	elated Tax-Exempt Organizations (d tax-exempt organizations during the	(Complete if the tax year.)	he or	ganization ansv	vered "Yes" to Fo	orm 990, Part IV,	line 34 because	it had	
	Name, address, and	(a) d EIN of related organization	<b>(b)</b> Primary activi	ity	(c) Legal domicile (state or foreign country)		(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	cont	g) 512(b)(13) rolled ity?
(4) THE R	OTARY FDN OF ROTARY IN	TERNATIONAL 36-3245072							Yes	No
( ) )		EVANSTON, IL 60201-3698	CHARITABLE	<b>S</b>	IL	501(C)(3)	07	ROTARY INT'L	х	
(2)										
<u>(3)</u>										
<u>(4)</u>										
<u>(6)</u>										

0180205

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

JSA

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)			(k) Percentage ownership
							Yes	No		Yes	No	
(1) ROTARY INTERNATIONAL INFOTECH												
6TH FLOOR MARISOFT III BUILDIN	INFO SERVICES	IN	ROTARY INT'L	RELATED	196,218.	1,324,177.		х	(	x		99.9900
(2)												
(3)												
<u>(4)</u>												
(5)												
<u>(6)</u>												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a)		1	· ·	`	<u>, , , , , , , , , , , , , , , , , , , </u>	(6)	(=)	(1-)	(1)
(a) Name, address, and EIN of related organization		(b) Primary activity	(c) Legal domicile	(d) Direct controlling	(e) Type of entity	<b>(f)</b> Share of total	(g) Share of	(h) Percen-	(i) Section
•			(state or foreign	entity	(C corp, S corp, or	income	end-of-year assets	tage	512(b)(13) controlled
			country)		trust)			ownership	entity?
									Yes No
(1) PPH NATIONAL INSURANCE CO	03-0370108								
76 ST. PAUL STREET, SUITE 500 BURLINGTON, VT 0540	1	CAPTIVEINSURANCE	VT	ROTARY INT'L	C CORP	27,607.	4,859,829.	100.0000	х
(2) ROTARY INTERNATIONAL TRUST	30-6349030								
400 HOWARD STREET SAN FRANCISCO, CA 94105		GRANTOR TRUST	CA	ROTARY INT'L	TRUST	35,141.		100.0000	х
_(3)									
(4)									
(5)									
(6)									
<u></u>									
(7)									
<u></u>									

0180205

Schedule R (Form 990) 2012

#### Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

а	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity				1a	Х	
b	Gift, grant, or capital contribution to related organization(s)				1b	Х	
С	Gift, grant, or capital contribution from related organization(s)				1c		X
d	Loans or loan guarantees to or for related organization(s)				1d		X
е	Loans or loan guarantees by related organization(s)				1e		X
f	Dividends from related organization(s)				1f	Х	_
g	Sale of assets to related organization(s)				1g		X
h	Purchase of assets from related organization(s)				1h		X
i	Exchange of assets with related organization(s)				1i		X
i	Lease of facilities, equipment, or other assets to related organization(s)				1j		X
-							
k	Lease of facilities, equipment, or other assets from related organization(s)				1k		X
ı	Performance of services or membership or fundraising solicitations for related organization(s)				11	Х	
m	Performance of services or membership or fundraising solicitations by related organization(s)				1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)				1n	Х	
0	Sharing of paid employees with related organization(s)				10	Х	
р	Reimbursement paid to related organization(s) for expenses				1p	Х	
q	Reimbursement paid by related organization(s) for expenses				1q	Х	
r	Other transfer of cash or property to related organization(s)				1r	Х	
S	Other transfer of cash or property from related organization(s)				1s	Х	
2	If the answer to any of the above is "Yes," see the instructions for information on who must complete the	nis line, including cove	red relationships and transa	ction thres	sholds	-	
	(a) Name of other organization	(b) Transaction	<b>(c)</b> Amount involved	Method	(d) of dete	rminin	g
		type (a-s)		amoı	unt invo	lved	
(1)	ROTARY INTERNATIONAL INFOTECH	A	7,545.	COST			
							_
(2)	ROTARY INTERNATIONAL TRUST	A	730.	COST			
<u>(3)</u>	THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL	В	5,380,219.	COST			
(4)	DOWARY INTERNATIONAL TRIEST	D.	12 907 218	COST			

COST

COST

1,863,122.

26,529,655.

Yes No

(5)

N

0

Schedule R (Form 990) 2012

#### Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

а	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity				1a
b	Gift, grant, or capital contribution to related organization(s)				1b
С	Gift, grant, or capital contribution from related organization(s)				1c
d	Loans or loan guarantees to or for related organization(s)				1d
е	Loans or loan guarantees by related organization(s)			[	1e
f	Dividends from related organization(s)			[	1f
g	Sale of assets to related organization(s)				1g
h	Purchase of assets from related organization(s)				1h
i	Exchange of assets with related organization(s)				1i
j	Lease of facilities, equipment, or other assets to related organization(s)				1j
k	Lease of facilities, equipment, or other assets from related organization(s)			[	1k
ı	Performance of services or membership or fundraising solicitations for related organization(s)				11
m	Performance of services or membership or fundraising solicitations by related organization(s)			[	1 m
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)			L	1n
0	Sharing of paid employees with related organization(s)			L	10
р	Reimbursement paid to related organization(s) for expenses			L	1p
q	Reimbursement paid by related organization(s) for expenses				1q
r	Other transfer of cash or property to related organization(s)				1r
S	Other transfer of cash or property from related organization(s)				1s
2	If the answer to any of the above is "Yes," see the instructions for information on who must complete the	nis line, including cove	red relationships and transa	ction thresh	olds.
	(a) Name of other organization	(b) Transaction	(c) Amount involved		(d) determining
	Tallo of other organization	type (a-s)	7 oa		t involved
(4)	DDU NATIONAL INCIDANCE CO	0	186,137.	COST	
<u>(1)</u>	PPH NATIONAL INSURANCE CO	0	100,137.	CO31	
(2)	ROTARY INTERNATIONAL INFOTECH	P	114,062.	COST	
(2)	TOTAL TATHIMITTOMIN THE OTHOR	-	114,002.	0001	
(3)	ROTARY INTERNATIONAL INFOTECH	Q	1,567,418.	COST	
(0)		~	_,,		
(4)	THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL	Q	14,870,515.	COST	

Schedule R (Form 990) 2012

COST

COST

869,268.

14,131,636.

Yes No

(5)

PPH NATIONAL INSURANCE CO

ROTARY INTERNATIONAL TRUST

R

S

Schedule R (Form 990) 2012 Page **4** 

#### Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	<b>(b)</b> Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under	Are all partne section 501(c)(3)		Are all partners section		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership	
			section 512-514)	Yes	No			Yes	No	(1 0 1000)	Yes	No				
(1)																
<u>(2)</u>																
<u>(3)</u>																
<u>(4)</u>																
<u>(5)</u>																
<u>(6)</u>																
(8)																
<u>(9)</u>																
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### Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

FORM 990, SCHEDULE R, PART V

LINES 1A & 1F

THE AMOUNT REPORTED ON LINE 1A OF \$730 RELATES TO THE FILING

ORGANIZATION'S SHARE OF TRUST INVESTMENT INCOME SOURCED FROM A GRANTOR

TRUST.

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