BYLAWS OF ROTARY INTERNATIONAL

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BYLAWS OF ROTARY INTERNATIONAL

Article 1 Definitions

As used in the bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board:	The Board of Directors of Rotary International.
2. Club:	A Rotary club.
3. Constitutional documents:	The Rotary International constitution and bylaws and the standard Rotary club constitution.
4. E-club:	A Rotary club that meets through electronic communications.
5. Governor:	The governor of a Rotary district.
6. Member:	A member, other than an honorary member, of a Rotary club.
7. RI:	Rotary International.
8. RIBI:	The administrative territorial unit of Rotary International in Great Britain and Ireland.
9. Satellite club:	A potential club whose members shall also be members of the sponsor club.
10. Year:	The twelve-month period which begins on 1 July.

Article 2 Membership in Rotary International

2.010. Application for Membership in RI.
2.020. Locality of a Club.
2.030. Locality of an E-Club.
2.040. Adoption of Standard Rotary Club Constitution by Clubs.
2.050. Smoking.
2.060. Merger of Clubs.

2.010. *Application for Membership in RI.*
A club seeking admission to membership in RI shall apply to the board. The application shall be accompanied by the admission fee as determined by the board. The fee shall be in US currency or equivalent currency of the country in which the club is located. Membership shall become effective on the date such application is approved by the board.

2.010.1. *E-Clubs.*
The board shall assign each e-club to a district.

2.020. *Locality of a Club.*
A club may be organized in a locality which contains the minimum number of classifications for organizing a new club. A club may be organized in the same locality as one or more existing clubs.

2.030. *Locality of an E-Club.*
The locality of an e-club shall be worldwide or as otherwise determined by the club board.

2.040. *Adoption of Standard Rotary Club Constitution by Clubs.*
The standard club constitution shall be adopted by all clubs admitted to membership.

2.040.1. *Amendments to the Standard Club Constitution.*
The standard club constitution may be amended in the manner prescribed in the constitutional documents. Such amendments shall automatically become a part of the constitution of each club.

2.040.2. *Clubs Chartered Before 6 June 1922.*
All clubs chartered before 6 June 1922 shall adopt the standard club constitution, except that such clubs whose constitutions contain variations from the standard club constitution shall be entitled to operate under those variations, provided the exact texts of those variations were sent to and identified by the board by 31 December 1989. The variations for each club shall be incorporated as an addendum to the provisions of the standard club constitution for that club, and such variations may not be amended by that club except to conform more closely to the standard club constitution as amended from time to time.

2.040.3. *Exceptions by the Board to the Standard Club Constitution.*
The board may approve provisions in an individual club's constitution which are not in accordance with the standard club constitution so long as such provisions do not contravene the RI constitution and bylaws. Such approval shall be given only to comply with local law or custom or in exceptional circumstances. Such approval requires a two-thirds majority of the board members present.

2.050. *Smoking.*
In recognition of the deleterious effect upon personal health, individual members and their guests are encouraged to refrain from smoking during meetings and other events organized in the name of RI.

2.060. *Merger of Clubs.*
Two or more clubs within the same district seeking to merge shall apply to the board provided that each of the clubs has fulfilled its financial and other obligations to RI. A merged club may be organized in the same locality as one or more existing clubs. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. The board may allow the merged clubs to retain the name, charter date, emblem and other insignia of RI of one or all of the former clubs as part of the historical records and for historical purposes.

Article 3 Resignation, Suspension or Termination of Membership in RI

3.010. Club Resignation from RI.
3.020. Reorganization of a Club.
3.030. Board Authority to Discipline, Suspend, or Terminate a Club.
3.040. Surrender of Rights by Suspended Club.
3.050. Surrender of Rights by Terminated Club.

3.010. *Club Resignation from RI.*
Any club may resign its membership provided it has fulfilled its financial and other obligations to RI. Such resignation shall be immediately effective upon acceptance

by the board. The certificate of membership of such club shall be returned to the general secretary.

3.020. *Reorganization of a Club.*
Where a terminated club seeks to be reorganized, or where a new club is organized in the same locality, the board may determine whether each such club must pay a charter fee or other indebtedness due to RI from the former club as a condition for membership.

3.030. *Board Authority to Discipline, Suspend, or Terminate a Club.*

3.030.1. *Suspension or Termination for Failure to Pay Dues.*
The board may suspend or terminate the membership of any club which fails to pay its dues or other financial obligations to RI or approved contributions to the district fund.

3.030.2. *Termination for Failure to Function.*
The board may terminate the membership of any club where such club disbands for any reason, fails to meet regularly, or otherwise fails to function. Before acting on a termination for failure to function, the board shall request the governor to submit a report regarding the circumstances of the termination.

3.030.3. *Suspension or Termination for Failure to Comply with Foundation Stewardship Policies.*
The board may suspend or terminate the membership of any club that retains in its membership any person who has misused funds from The Rotary Foundation or who otherwise has breached the stewardship policies of The Rotary Foundation.

3.030.4. *Suspension or Termination for Failure to Comply with Youth P rotection Laws.*
The board may suspend or terminate the membership of a club that fails to appropriately address any allegations made against one of its members in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth.

3.030.5. *Discipline for Cause.*
The board may take action against a club for cause provided a copy of the charges and notice of the time and place of hearing is mailed to the president and the secretary of such club at least 30 days before such hearing. The governor of the concerned district or a past governor selected by the governor may be present at such hearing at the district's cost. Such club shall be entitled to be represented by counsel at any such hearing. Following such hearing, the board may discipline or suspend a club upon a majority vote of the entire board or expel the club upon a unanimous vote.

3.030.6. *Period of Suspension.*
The board shall reinstate the membership rights of a club that has been suspended upon the determination that payment of dues or other financial obligation to RI or approved contributions to the district fund have been paid in full; the membership of any person who has misused funds from The Rotary Foundation or otherwise has breached the stewardship policies of The Rotary Foundation has

been terminated; there is evidence that the club has appropriately addressed any allegations made against one of its members in connection with Rotary-related youth programs for violation of applicable law regarding the protection of youth; or issues leading to discipline for cause have been resolved. In all other cases, if the reason for suspension has not been remedied within six months, the board shall terminate the club.

3.040. *Surrender of Rights by Suspended Club.*
Any club that has been suspended by the board shall have none of the rights provided to clubs under the bylaws so long as it remains suspended, but shall retain the rights granted to clubs under the constitution.

3.050. *Surrender of Rights by Terminated Club.*
The privilege of using the name, emblem, and other insignia of RI shall cease upon the termination of membership of the club. The club shall have no proprietary rights in the property of RI upon termination of its membership. The general secretary shall proceed to recover the certificate of membership of such former club.

Article 4 Membership in Clubs

4.010. Types of Membership in a Club.
4.020. Active Membership.
4.030. Transferring or Former Rotarian.
4.040. Dual Membership.
4.050. Honorary Membership.
4.060. Holders of Public Office.
4.070. Limitations on Membership.
4.080. RI Employment.
4.090. Attendance Reports.
4.100. Attendance at Other Clubs.

4.010. *Types of Membership in a Club.*
A club may have two kinds of membership, active and honorary.

4.020. *Active Membership.*
A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in a club.

4.030. *Transferring or Former Rotarian.*
A member may propose to active membership a transferring member or former member of a club. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Any club wishing to admit a former member should demand that the potential member provide written proof from the previous club that all debts have been paid. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. The transferring or former

members changing clubs should be asked to bring a letter of recommendation from their previous club.

4.040. *Dual Membership.*
No person shall simultaneously hold active membership in more than one club, other than in a satellite of that club. No person shall simultaneously be a member and an honorary member in the same club. No person shall simultaneously hold active membership in a club and membership in a Rotaract club.

4.050. *Honorary Membership.*

4.050.1. *Eligibility for Honorary Membership.*
Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in more than one club. The term of such membership shall be as determined by the board of the club in which they hold membership.

4.050.2. *Rights and Privileges.*
Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

4.060. *Holders of Public Office.*
Persons elected or appointed to public office for a specified time shall not be eligible to active membership in a club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

4.070. *Limitations on Membership.*
Notwithstanding the provisions of section 2.040., no club, regardless of the date of its admission to membership in RI, may by provisions in its constitution or otherwise, limit membership in the club on the basis of gender, race, color, creed, national origin, or sexual orientation or impose any condition of membership not specifically prescribed by the RI constitution or bylaws. Any provision in any club constitution or any condition otherwise imposed in conflict with this section of the bylaws is null, void, and without effect.

4.080. *RI Employment.*
Any club may retain in its membership any member employed by RI.

4.090. *Attendance Reports.*
Each club shall forward monthly attendance reports of its meetings to the governor within 15 days of the last meeting of each month. Non-districted clubs shall forward such report to the general secretary.

4.100. *Attendance at Other Clubs.*
Every member shall have the privilege of attending the regular meeting or satellite club meeting of any other club except for a club that previously terminated the membership of said person for good cause.

Article 5 Board of Directors

5.010. Duties of the Board.
5.020. Publication of Board Action.
5.030. Appeals of Board Action.
5.040. Powers of the Board.
5.050. Meetings of the Board.
5.060. Voting by Communication.
5.070. Executive Committee.
5.080. Vacancies in Board Membership.

5.010. *Duties of the Board.*
The board is responsible for doing whatever may be necessary for the furtherance of the purposes of RI, the attainment of the Object of Rotary, the study and teaching of its fundamentals, the preservation of its ideals, ethics, and unique features of organization, and its extension throughout the world. In order to fulfill the purposes of article 3 of the RI constitution, the board shall adopt a strategic plan. The board shall oversee its implementation in each zone. The board shall report on the progress of the strategic plan at each meeting of the council on legislation.

5.020. *Publication of Board Action.*
All minutes of board meetings and board action shall be available to all members by posting to Rotary's website within 60 days after such board meeting or action. Additionally, all appendices filed with the official records of the minutes shall be made available to a member upon request, except any materials that are deemed by the board to be confidential or proprietary may be excluded.

5.030. *Appeals of Board Action.*
Action by the board shall be subject only to appeal through a ballot-by-mail submitted to the district representatives of the most recent council on legislation under rules to be established by the board. An appeal shall be duly filed with the general secretary by any club with the concurrence of at least 24 other clubs. At least half of the concurring clubs must be located in districts other than that of the appealing club. The appeal and concurrences must be received no later than four months after the action of the board is taken and the general secretary shall conduct said ballot-by-mail within ninety (90) days thereafter. Such appeal shall be in the form of a resolution duly adopted at a regular meeting of the club and certified by the president and secretary. The only question to be considered by the district representatives in acting upon the appeal is whether the action of the board should be sustained. Provided, however, if such appeal is received by the general secretary within three months before the next regularly scheduled meeting of the council on legislation, then the appeal of the board action shall be submitted to the council on legislation to decide if the action of the board should be sustained.

5.040. *Powers of the Board.*

5.040.1. *Directs and Controls the Affairs of RI.*
The board directs and controls the affairs of RI by:

(a) establishing policy for the organization;

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

(c) exercising such other powers conferred upon the board by the constitution, by the bylaws, and by the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments thereto.

5.040.2. *Controls and Supervises Officers and Committees.*
The board shall exercise control and supervision over all officers, officers-elect, officers-nominee, and committees of RI. The board may remove an officer, officer-elect, officer-nominee, or committee member for cause following a hearing. The person to be removed must be provided written notice containing a copy of the charges at least 60 days before the hearing thereon. Such notice shall specify the time and place of such hearing and shall be served personally, by mail, or other rapid means of communication. At the hearing, such person may be represented by counsel. A vote to remove such officer, officer-elect, officer-nominee, or committee member must be passed by a two-thirds vote of the entire board. The board shall also have the additional powers provided in section 6.100.

5.040.3. *Oversight of the Implementation of the RI Strategic Plan.*
Each director shall oversee the implementation of RI's strategic plan within the zone from which the director was elected and the alternate/paired zone.

5.050. *Meetings of the Board.*

5.050.1. *Time, Place, and Notice.*
The board shall meet at such times and places as it may determine or upon the call of the president. Notice of meetings shall be given by the general secretary to all directors at least 30 days preceding the commencement of the meeting unless such notice is waived. At least two meetings of the board shall be held in each year. In lieu of in-person meetings, the use of teleconferencing, internet, and other communications equipment may be utilized for an official meeting of the board.

5.050.2. *Quorum.*
A majority of the board members shall constitute a quorum for the transaction of all business except for items requiring a larger vote as provided for in the RI constitution or bylaws.

5.050.3. *First Meeting of Year.*
The incoming board shall meet immediately following the annual convention. The incoming president shall designate the time and place of such meeting. The actions taken at such meeting must be approved by the board on or after 1 July at a meeting or by one of the methods described in section 5.060., and shall be effective only after such approval.

5.060. *Voting by Communication.*

5.060.1. *Informal Meetings.*
The directors may participate in and act at any meeting of the board through the use of a conference telephone, internet, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

5.060.2. *Informal Action.*
The board may transact business without meeting together by unanimous written consent of all directors.

5.070. *Executive Committee.*
The board may appoint an executive committee to be composed of at least five but no more than seven of its members, including any *ex officio* members. The executive committee shall evaluate the performance of the general secretary at least annually and report its findings to the board. The board may delegate to such executive committee authority to make decisions on behalf of the board between meetings of the board. Such authority is limited to matters where the policy of RI has been established. The executive committee shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board.

5.080. *Vacancies in Board Membership.*

5.080.1. *Alternates.*
At any time if the office of a director becomes vacant, due to whatever reason, the board shall elect the alternate selected at the time the director was elected from the same zone (or section in the zone) to serve as director for the rest of the term.

5.080.2. *Alternate Unable to Serve.*
If the alternate is unable to serve for any reason, the remaining members of the board shall elect a director from the same zone (or section of the zone) in which the vacancy occurs. Such vote shall take place at its next meeting or through voting by communication, as determined by the president.

Article 6 Officers

6.010. Election of Officers at Convention.
6.020. Selection of Vice-President and Treasurer.
6.030. Election and Term of General Secretary.
6.040. Directors Not Eligible for Re-election.
6.050. Qualifications of Officers.
6.060. Term of Office.
6.070. Vacancy in the Office of President.
6.080. Vacancy in the Office of President-elect.
6.090. Vacancies in the Offices of Vice-President or Treasurer.
6.100. Vacancy in the Office of General Secretary.
6.110. Disability of Board Member.
6.120. Vacancy in the Office of Governor.

6.130. Compensation of Officers.
6.140. Duties of Officers.

6.010. *Election of Officers at Convention.*
The officers to be elected at the annual convention shall be the president, directors, and governors of RI, and the president, vice-president, and honorary treasurer of RIBI.

6.020. *Selection of Vice-President and Treasurer.*
The vice-president and treasurer shall be selected by the incoming president at the board's first meeting from among the directors serving the second year of their term of office, each to serve a term of one year beginning on 1 July.

6.030. *Election and Term of General Secretary.*
The general secretary shall be elected by the board for a term of not more than five years. The election shall take place by 31 March in the final year of the general secretary's term. The new term shall commence on 1 July following such election. The general secretary shall be eligible for re-election.

6.040. *Directors Not Eligible for Re-election.*
No person who has served a full term as director, as defined in the bylaws or as determined by the board, may again hold office as director except as a president or president-elect.

6.050. *Qualifications of Officers.*

6.050.1. *Club Membership.*
Each officer of RI shall be a member in good standing of a club.

6.050.2. *President.*
A candidate for the office of president of RI shall have served a full term as a director of RI prior to being nominated for such office except where service for less than a full term may be determined by the board to satisfy the intent of this provision.

6.050.3. *Director.*
A candidate for the office of director of RI shall have served a full term as a governor of RI prior to being proposed as such candidate (except where service for less than a full term may be determined by the board to satisfy the intent of this provision) with at least three years of time having elapsed since service as a governor. Such candidate shall also have attended at least two institutes and one convention in the 36-month period prior to being proposed.

6.060. *Term of Office.*

6.060.1. *Officers.*
The term of each officer shall begin on 1 July following such election except for the office of president, director, and governor. All officers, except directors, shall serve for a term of one year or until their successors have been duly elected. All directors shall serve a term of two years or until their successors have been duly elected.

6.060.2. *Office of President-elect.*
The person elected as president shall serve as president-elect and member of the board in the year following such election. The president-elect shall not be eligible for selection as vice-president. The president-elect shall serve as president following a one-year term as president-elect.

6.060.3. *Office of Director.*
The term of office of each director shall begin on 1 July in the year next following such election.

6.070. *Vacancy in the Office of President.*
In the event of a vacancy in the office of president, the vice-president shall succeed to the office of president and select a new vice-president from among the remaining members of the board. Vacancies on the board shall be filled in accordance with section 5.080. of the bylaws.

6.070.1. *Simultaneous Vacancies in the Offices of President and Vice-President.*
In the event of simultaneous vacancies in both the offices of president and vice-president, the board shall elect from among its members (other than the president-elect) a new president who shall then select a new vice-president. Vacancies on the board shall be filled in accordance with section 5.080. of the bylaws.

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

6.080.1. *Vacancy Prior to Next Convention.*
Where the position of president-elect becomes vacant prior to the adjournment of the next convention, the nominating committee for president shall select a new nominee for president for the year during which such president-elect would have served as president. Such selection shall be made as soon as practicable at its regularly scheduled meeting or in an emergency meeting of the committee. If such meeting is not practicable, the selection may be made in a ballot-by-mail or by other rapid means of communication.

6.080.2. *Filling Vacancy by Nominating Committee Procedure.*
A nominee for president selected pursuant to sections 11.050. and 11.060. may be named by the committee to be the new nominee for president. In such cases, the committee shall select a new nominee for the position of president-elect.

6.080.3. *Presidential Duties in Filling Vacancies.*
The president shall determine the procedure for nominations to fill a vacancy in the position of president-elect. The procedures shall include transmitting the report of the committee to clubs and for nominations by clubs. Such provisions shall be in harmony with sections 11.060., 11.070., and 11.080. to the extent that time permits. In the event the proximity of the date of the vacancy to the convention does not permit a suitable period of time for the report of the committee to be mailed to all clubs and for nomination by clubs of challenging candidates in advance of the convention, the general secretary shall give such notice of the report of the committee as is reasonably possible and nominations by club delegates of challenging candidates on the floor of the convention shall be permitted.

6.080.4. *Vacancy Immediately Preceding Assumption of Office.*
Where the position of president-elect becomes vacant following the adjournment of the convention immediately preceding assumption of the office of president, such vacancy shall be considered as occurring on 1 July and be filled in accordance with section 6.070.

6.080.5. *Contingencies Pertaining to Vacancies.*
The president shall determine the procedure to be followed where a contingency arises for which there is no provision in this section.

6.090. *Vacancies in the Offices of Vice-President or Treasurer.*
In the event of a vacancy in the offices of vice-president or of treasurer, the president shall select a director in the director's second year on the board to fill the unexpired term.

6.100. *Vacancy in the Office of General Secretary.*
In the event of a vacancy in the office of general secretary, the board shall elect a Rotarian for a term of up to five years to be effective as of the date determined by the board.

6.110. *Disability of Board Member.*
In the event that a member of the board becomes disabled, to the extent of being unable to discharge the duties of the office, as determined by a three-fourths vote of the entire board, the member shall forfeit the office upon such determination and be replaced as provided in the bylaws.

6.120. *Vacancy in the Office of Governor.*

6.120.1. *Vice-Governor.*
The nominating committee for governor will select one available past governor to be named vice-governor. The role of the vice-governor will be to replace the governor in case of temporary or permanent inability to continue in the performance of the governor's duties.

6.120.2. *Authority of Board and President.*
If there is no vice-governor, the board is authorized to elect a qualified Rotarian to fill a vacancy in the office of governor for the unexpired term. The president may appoint a qualified Rotarian as acting governor until such vacancy is filled by the board.

6.120.3. *Temporary Inability to Perform Duties of Governor.*
If there is no vice-governor, the president may appoint a qualified Rotarian as acting governor during a period of temporary inability of a governor to perform the duties of governor.

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

6.140. *Duties of Officers.*

6.140.1. *President.*
The president shall be the highest officer of RI. As such, the president:

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

(b) shall preside at all conventions and meetings of the board;

(c) shall counsel the general secretary; and

(d) shall perform such other duties as pertain to the office, consistent with the strategic plan as adopted by the board.

6.140.2. *President-elect.*
The president-elect shall have only such duties and powers as arise from these bylaws and from membership on the board, but may be assigned further duties by the president or the board.

6.140.3. *General Secretary.*
The general secretary shall be the chief operating officer of RI. As chief operating officer, the general secretary shall be responsible for the day-to-day management of RI under the direction and control of the board. The general secretary shall be responsible to the president and board for the implementation of its policies and for the operations and administration, including the financial operation, of RI. The general secretary also shall communicate with Rotarians and clubs the policies established by the board. The general secretary shall be solely responsible for the supervision of the secretariat staff. The general secretary shall make an annual report to the board. Upon approval by the board, the annual report shall be submitted to the convention. The general secretary shall give bond for the faithful discharge of those duties in a sum and with sureties as required by the board.

6.140.4. *Treasurer.*
The treasurer shall regularly receive financial information from and confer with the general secretary regarding the management of RI finances. The treasurer shall make appropriate reports to the board and shall also make a report to the annual convention. The treasurer shall have only such duties and powers as arise from membership on the board, but may be assigned further duties by the president or by the board.

Article 7 Legislative Procedure

7.010. Types of Legislation.
7.020. Who May Propose Legislation.
7.030. District Endorsement of Club Legislation.
7.035. Deadline for Proposed Enactments and Resolutions.
7.037. Duly Proposed Legislation; Defective Proposed Legislation.
7.040. Review of Proposed Legislation.
7.050. Board Examination of Proposed Legislation.
7.060. Consideration of Emergency Legislation.

7.010. *Types of Legislation.*
Legislation seeking to amend the constitutional documents shall be known as

proposed enactments. Legislation which does not seek to amend the constitutional documents shall be known as proposed resolutions.

7.020. *Who May Propose Legislation.*
Legislation may be proposed by a club, a district conference, the general council or conference of RIBI, the council on legislation, and the board. The board shall not propose legislation relating to The Rotary Foundation without the prior agreement of the trustees.

7.030. *District Endorsement of Club Legislation.*
Legislation from a club must be endorsed by the clubs of the district at a district conference, a district resolutions meeting or RIBI district council. Where time does not allow legislation to be submitted to the district conference, a district resolutions meeting or RIBI district council, the legislation may be submitted to the clubs of the district through a ballot-by-mail conducted by the governor. Such ballot-by-mail shall follow the procedures in section 13.040. as closely as possible. All legislation delivered to the general secretary shall be accompanied by a certificate from the governor stating that it has been considered by the district conference, a district resolutions meeting, RIBI district council, or in a ballot-by-mail and has been endorsed. No district should propose or endorse more than a total of five items of legislation per council.

7.035. *Deadline for Proposed Enactments and Resolutions.*
Proposed enactments and resolutions shall be delivered to the general secretary in writing no later than 31 December in the year preceding the council. The board may propose and deliver to the general secretary enactments it determines to be of an urgent nature no later than 31 December in the year of the council. Resolutions also may be offered by the council or the board and acted upon by the council at any time prior to the adjournment of the council.

7.037. *Duly Proposed Legislation; Defective Proposed Legislation.*

7.037.1. *Duly Proposed Legislation.*
Legislation is duly proposed if:

(a) it is delivered to the general secretary under the deadlines contained in section 7.035. of the bylaws;

(b) it complies with the requirements of section 7.020. of the bylaws regarding who may propose legislation;

(c) when it is proposed by a club, the requirements of section 7.030. of the bylaws regarding district endorsement have been met; and

(d) the proposer provides a statement of purpose and effect, not to exceed 300 words, identifying the issue or problem that the legislation seeks to address and explaining how the proposal addresses or resolves such problem or issue.

7.037.2. *Defective Legislation.*
Legislation is defective if:

(a) it is subject to two or more inconsistent meanings;

(b) it fails to amend all affected parts of the constitutional documents;

(c) its adoption would violate governing law;

(d) it is in the form of a resolution, but it would require an action, or express an opinion, that is in conflict with the letter or spirit of the constitutional documents;

(e) it would amend the standard Rotary club constitution in a way that would conflict with the RI bylaws or the RI constitution or it would amend the RI bylaws in a way that would conflict with the RI constitution; or

(f) it would be impossible to administer or enforce.

7.040. *Review of Proposed Legislation.*
The constitution and bylaws committee shall review all legislation submitted to the general secretary for transmittal to the council and may:

7.040.1. on behalf of the board, recommend to proposers suitable changes to correct proposed legislation that is defective;

7.040.2. on behalf of the board, recommend to proposers of substantially similar legislation compromise legislation in substitution for their proposals;

7.040.3. recommend to the board for transmittal by the general secretary to the council alternate legislation which best expresses the objective of the similar legislation where proposers cannot agree to compromise legislation;

7.040.4. recommend to the board whether legislation is duly proposed and whether it is defective;

7.040.5. recommend to the board that the general secretary not transmit to the council legislation determined by the committee to be defective; and

7.040.6. carry out other duties defined in subsection 8.130.2.

7.050. *Board Examination of Proposed Legislation.*
The board (by the constitution and bylaws committee acting on its behalf) shall examine the text of all proposed legislation and shall advise the proposers of any defects in the proposed legislation and recommend, where feasible, corrective action.

7.050.1. *Similar Legislation.*
Where substantially similar legislation is proposed, the board (by the constitution and bylaws committee acting on its behalf) may recommend compromise legislation to the proposers. Where the proposers do not agree to such compromise legislation, the board, on the advice of the constitution and bylaws committee, may direct the general secretary to transmit to the council alternate legislation which best expresses the objective of the similar proposals. Such compromise and alternate legislation shall be designated as such and shall not be subject to the established deadline.

7.050.2. *Legislation Not Transmitted to the Council.*
Where the board, on the advice of the constitution and bylaws committee, acting in accordance with section 7.040.4., determines that proposed legislation is not duly proposed, the board shall direct that the legislation not be transmitted to the council for consideration, and where it determines that proposed legislation is

defective, the board may direct that the proposed legislation not be transmitted to the council for consideration. In the event of any such action by the board, the proposer shall thereupon be notified by the general secretary. In either such event, the proposer must secure the consent of two-thirds of the members of the council to have the proposed legislation considered by the council.

7.050.3. *Resolutions Not Within the Framework.*
The board (by the constitution and bylaws committee acting on its behalf) shall examine the text of all proposed resolutions and the board, on the advice of the constitution and bylaws committee, shall direct the general secretary to transmit to the council such proposed resolutions as the board determines to be within the framework of the program of RI. In the event the board, on the advice of the constitution and bylaws committee, determines that a proposed resolution is not within the framework of the program of RI, the board may direct that the proposed resolution not be transmitted to the council for consideration. In the event of such action by the board, the proposer shall be so advised before the council convenes. In such instance, the proposer must secure the consent of two-thirds of the members of the council to have the proposed resolution considered by the council.

7.050.4. *Amendments to the Council and Transmittal of Legislation.*
All amendments to legislation must be submitted by the proposers to the general secretary not later than 31 March of the year preceding the council unless the deadline is extended by the board (the constitution and bylaws committee acting on its behalf). Subject to the provisions of sections 7.050.2. and 7.050.3., the general secretary shall transmit to the council all duly proposed legislation, including all timely amendments.

7.050.5. *Publication of Proposed Legislation.*
The general secretary shall mail ten (10) copies of all duly proposed legislation together with the proposer's statement of purpose and effect, as reviewed and approved by the constitution and bylaws committee, to each governor, one copy to all members of the council on legislation and all past directors, and one copy to the secretary of any club that requests it, no later than 30 September in the year the council shall be convened. The proposed legislation also will be made available via Rotary's website.

7.050.6. *Council Consideration of Legislation.*
The council shall consider and act upon such duly proposed legislation and any proffered amendments.

7.050.7. *Adoption of Resolutions.*
Legislation in the form of resolutions may be adopted by the affirmative vote of at least a majority of those present and voting at the council.

7.060. *Consideration of Emergency Legislation.*
The board, by a two-thirds vote of the entire board, may declare that an emergency exists and authorize consideration of legislation as follows:

7.060.1. *Emergency Legislation Considered by the Council.*
Legislation proposed to an extraordinary meeting of the council may be considered at such council even though such legislation does not comply with the prescribed

dates for filing such legislation as prescribed by the respective constitutional documents, provided that the procedures prescribed therein shall be followed to the extent that time permits.

7.060.2. *Adoption of Legislation.*
A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation by the council in an emergency under these provisions.

Article 8 Council on Legislation

8.010. Members of the Council.
8.020. Qualifications of Voting Members of the Council.
8.030. Duties of District Representatives to the Council.
8.040. Designation and Duties of Officers.
8.050. Selection of Representatives by Nominating Committee Procedure.
8.060. Election of Representatives at the District Conference.
8.070. Election of Representatives Through Ballot-by-Mail.
8.080. Notice.
8.090. Credentials Committee.
8.100. Members-at-Large.
8.110. Quorum for the Council.
8.120. Procedures of the Council.
8.130. Council Operations Committee; Duties of the Constitution and Bylaws Committee.
8.140. Action of the Council.
8.150. Site Selection.
8.160. Extraordinary Meeting of the Council.
8.170. Interim Provisions.

8.010. *Members of the Council.*
The council shall be composed of the following voting and non-voting members:

8.010.1. *Representatives.*
There shall be one representative elected by the clubs of each district as provided in sections 8.050., 8.060., and 8.070. Each non-districted club shall designate a convenient district whose representative shall represent the club. The representative shall be a voting member. No Rotarian shall attend more than three meetings of the council as a representative.

8.010.2. *Chairman, Vice-Chairman, and Parliamentarian.*
A chairman, vice-chairman, and parliamentarian of the council shall be selected by the incoming president in the year immediately prior to the council. The chairman and vice-chairman shall be non-voting members except that, when presiding, either may cast the deciding vote in the case of a tie vote.

8.010.3. *Constitution and Bylaws Committee.*
The members of the constitution and bylaws committee of RI shall be non-voting members of the council and shall serve on the council operations committee. They shall have the duties and responsibilities as provided in subsections 8.130.1. and 8.130.2.

8.010.4. *President, President-elect, Directors, and General Secretary.*
The president, president-elect, other members of the board, and general secretary shall be non-voting members of the council.

8.010.5. *Past Presidents.*
All past presidents of RI shall be non-voting members of the council.

8.010.6. *Trustees.*
A trustee of The Rotary Foundation, elected by the trustees, shall be a non-voting member of the council.

8.010.7. *Members-at-Large.*
There may be as many as three members-at-large who shall be non-voting members of the council if appointed by the president. Such members-at-large shall have the duties and responsibilities as hereinafter provided in section 8.100. and shall serve under the direction of the chairman of the council.

8.020. *Qualifications of Voting Members of the Council.*

8.020.1. *Club Member.*
Each member of the council shall be a member of a club.

8.020.2. *Past Officer.*
Each representative shall have served a full term as an officer of RI at the time of election. However, upon certification by the governor, with the concurrence of the president of RI that no past officer is available in the district, a Rotarian who has served less than a full term as governor or the governor-elect may be elected.

8.020.3. *Qualifications.*
To qualify for service at the council, the representative must be informed of the qualifications and submit to the general secretary a signed statement that the Rotarian understands the qualifications, duties, and responsibilities of a representative; is qualified, willing, and able to assume and perform faithfully such duties and responsibilities; and shall attend the meeting for its full duration.

8.020.4. *Not Eligible.*
Non-voting members of the council and full-time, salaried employees of RI, or of any district or any club(s) shall not be eligible to serve as voting members of the council.

8.030. *Duties of District Representatives to the Council.*
It shall be the duty of a representative to:

(a) assist clubs in preparing their proposals for the council;

(b) discuss proposed legislation at the district conference and/or other district meetings;

(c) be knowledgeable of the existing attitudes of Rotarians within the district;

(d) give critical consideration to all legislation presented to the council and effectively communicate those views to the council;

(e) act as an objective legislator of RI;

(f) attend the meeting of the council for its full duration;

(g) report on the deliberations of the council to the clubs of the district following the meeting of the council; and

(h) be accessible to clubs in the district to assist in their preparation of proposals for future councils.

8.040. *Designation and Duties of Officers.*
The council officers shall consist of the chairman, vice-chairman, parliamentarian, and secretary.

8.040.1. *Chairman.*
The chairman shall be the presiding officer of the council and shall have such other duties as may be specified in the bylaws and in the applicable rules of procedure and as generally pertain to such office.

8.040.2. *Vice-Chairman.*
The vice-chairman shall serve as presiding officer as the chairman may determine or as circumstances may otherwise require. The vice-chairman shall also assist the chairman as determined by the chairman.

8.040.3. *Parliamentarian.*
The parliamentarian shall advise and counsel the chairman and the council on matters of parliamentary procedure.

8.040.4. *Secretary.*
The general secretary shall be the secretary of the council or, with the approval of the president, may appoint another person to serve as secretary.

8.050. *Selection of Representatives by Nominating Committee Procedure.*

8.050.1. *Selection.*
The representative and the alternate representative should be selected by a nominating committee procedure. The nominating committee procedure, including any challenges and a resulting election, shall be conducted and completed in the year two years preceding the council. The nominating committee procedure shall be based on the nominating committee procedure for district governors set forth in section 13.020. to the extent it is not in conflict with this section. A candidate for representative shall not be eligible to serve on the committee.

8.050.2. *Failure to Adopt a Method for Selecting Members of a Nominating Committee.*
Any district that fails to adopt a method for selecting members of a nominating committee shall utilize as its nominating committee all past governors who are members of a club in that district and are willing and able to serve. A candidate for representative shall not be eligible to serve on the committee.

8.050.3. *Representative and Alternate Unable to Serve.*
Where neither the representative nor the alternate representative is able to serve, the governor may designate some other duly qualified member of a club in the district to be the representative to the council.

8.060. *Election of Representatives at the District Conference.*

8.060.1. *Election.*
If the district chooses not to utilize the nominating committee procedure, the representative and the alternate representative may be elected at the annual conference of the district or, in the case of a district in RIBI, at the district council. The election shall take place in the year two years preceding the council or, in the case of a district in RIBI, at the meeting of the district council after 1 October in the year two years preceding the council.

8.060.2. *Nominations.*
Any club in a district may nominate a qualified member of any club in the district for representative where such member has indicated a willingness and ability to serve. The club shall certify such nomination in writing. Such certification must include the signatures of the club president and secretary. Such nomination shall be forwarded to the governor for presentation to the electors of the clubs at the district conference.

8.060.3. *Selection of Representatives and Alternates.*
The candidate receiving a majority of the votes cast shall be the representative to the council. All votes from clubs with more than one vote shall be cast for the same candidate, failing which the votes from such clubs shall be deemed to be spoiled votes. If there are only two candidates, the candidate failing to receive a majority of votes cast shall be the alternate representative, to serve only in the event the representative is unable to serve. When there are more than two candidates, the balloting shall be by single transferable ballot. At such point in the balloting by the single transferable ballot system that one candidate receives a majority of the votes cast, the candidate who has the second highest number of votes shall be the alternate representative.

8.060.4. *One Candidate for Representative.*
No ballot shall be required where there is only one nominee in a district. In such cases, the governor shall declare such nominee the representative to the council. The governor shall also appoint a qualified Rotarian who is a member of a club in the district as the alternate representative.

8.060.5. *Suggestions by Clubs for Representative.*
In the event the club nominating the candidate is not the candidate's club, for the nomination to be accepted, the candidate's club shall expressly agree in writing, and such document should be signed by both the club's president and secretary.

8.070. *Election of Representatives Through Ballot-by-Mail.*

8.070.1. *Board Authorization for Ballot-by-Mail.*
In certain circumstances, the board may authorize a district to select the representative and the alternate representative to the council in a ballot-by-mail. In such case, the governor shall prepare and cause to be mailed to the secretary of every club in the district an official call for nominations for representative. All nominations must be made in writing and signed by the president and the secretary of the club. The nominations must be received by the governor on or before a date to be fixed by the governor. The governor shall cause to be prepared and mailed to

each club a ballot naming in alphabetical order the qualified nominees so offered and shall conduct the ballot-by-mail. Those candidates whose written requests for exclusion from the ballot are received no later than the date fixed by the governor shall be excluded from such ballot. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The governor may appoint a committee for the purpose of conducting the ballot-by-mail procedure as provided herein.

8.070.2. *Election Through Ballot-by-Mail.*
A majority vote of electors present and voting at a district conference may vote to have the selection of the representative and the alternate representative to the council pursuant to a ballot-by-mail. The ballot-by-mail shall be conducted in the month immediately following such annual district conference. Such ballot-by-mail shall be conducted in accordance with the provisions set forth in subsection 8.070.1.

8.070.3. *Suggestions by Clubs for Representative.*
In the event the club nominating the candidate is not the candidate's club, for the nomination to be accepted, the candidate's club shall expressly agree in writing, and such document should be signed by both the club's president and secretary.

8.080. *Notice.*

8.080.1. *Report of Representative to General Secretary.*
The names of the representative and the alternate representative to the council shall be reported by the governor to the general secretary immediately following their selection.

8.080.2. *Publication of Representatives to Council Meeting.*
At least 30 days prior to the meeting of the council, the general secretary shall publish to each representative the names of representatives as reported by the governors and notice of the time and place of the meeting of the council.

8.080.3. *Publication of Names of Chairman, Vice-Chairman, and Parliamentarian.*
The names of the chairman, vice-chairman, and parliamentarian shall be published by the general secretary to all clubs.

8.090. *Credentials Committee.*
The president shall appoint a credentials committee which shall meet in advance of the council at the site. The committee shall examine and certify credentials. Any action of the committee may be reviewed by the council.

8.100. *Members-at-Large.*
Immediately following the publication of the proposed legislation, the chairman of the council shall assign each member-at-large items of proposed legislation. Each member-at-large shall study all proposed legislation so assigned and be prepared to facilitate consideration of and inform the council with respect to comments for or

against adoption of the respective items of legislation which have not been covered adequately in debate.

8.110. *Quorum for the Council.*
A quorum shall consist of one half of the voting members of the council. Each voting member shall be entitled to cast one vote on each question submitted to vote. There shall be no proxy voting in the council.

8.120. *Procedures of the Council.*

8.120.1. *Rules of Procedure.*
Subject to section 8.130., each council may adopt such rules of procedure as it deems necessary to govern the conduct of its deliberations. Such rules shall be in harmony with the bylaws and shall remain in effect until changed by a subsequent council.

8.120.2. *Appeal.*
An appeal may be made to the council from any decision of the chair. A majority vote of the council shall be required to overrule the decision of the chair.

8.130. *Council Operations Committee; Duties of the Constitution and Bylaws Committee.*
There shall be a council operations committee composed of the chairman, the vice-chairman, and the members of the constitution and bylaws committee. The chairman of the council shall be the chairman of the council operations committee.

8.130.1. *Duties of the Council Operations Committee.*
The council operations committee shall recommend rules of procedure for the council and the order of consideration for proposed legislation. The committee shall also draft and revise for the council, where feasible, amendments to correct defects identified by the committee or council in any proposed legislation or amendments thereof. The committee shall further make correlative amendments to the bylaws and the standard club constitution to give full effect to enactments adopted by the council and prepare the report to the council which shall note any correlative amendments.

8.130.2. *Further Duties of the Members of the Constitution and Bylaws Committee.*
The constitution and bylaws committee shall review and approve the purpose and effect statements for all legislation prior to publication. Immediately following the publication of the proposed legislation, the chairman of the council shall assign each member of the constitution and bylaws committee items of proposed legislation. Each constitution and bylaws committee member shall study all proposed legislation so assigned and be prepared to inform the council with respect to the purpose, background, and effect of the respective items of legislation and of any defects in such items.

8.140. *Action of the Council.*

8.140.1. *Report of the Chairman.*
The chairman of the council shall transmit to the general secretary a comprehensive report of action by the council within ten days following adjournment of the council.

8.140.2. *Report of the General Secretary.*
The general secretary shall transmit to the secretary of each club a report of action by the council on all legislation adopted by the council within two months of the adjournment of the council. The report shall be accompanied by a form for use by any club desiring to record its opposition to legislation adopted by the council.

8.140.3. *Opposition to Council Action.*
Forms from clubs recording opposition to action by the council in adopting any legislation must be certified by the club presidents and received by the general secretary no later than the date stated in the report by the general secretary, which shall be at least two months after the mailing of such report. The general secretary shall examine and tabulate all forms duly received from clubs recording opposition to action by the council.

8.140.4. *Suspension of Council Action.*
The action of the council on such legislation shall be suspended where clubs representing at least 5 percent of the votes entitled to be cast by the clubs file forms recording their opposition.

8.140.5. *Vote by Clubs Through Ballot-by-Mail.*
If one or more items of approved legislation are suspended due to opposition by clubs, the general secretary shall prepare and distribute a ballot to the secretary of each club within one month following such suspension. The ballot shall submit the question of whether the action of the council should be sustained in regard to the suspended item of legislation. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the adjournment of the council. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The ballots by clubs must be certified by the club presidents and received by the general secretary no later than the date stated on the ballots, which shall be at least two months after the mailing of such ballots.

8.140.6. *Balloting Committee Meeting.*
The president shall appoint a balloting committee which shall meet at a time and place determined by the president to examine and count the ballots. The ballots by clubs in regard to suspended legislation shall be counted by the balloting committee within two weeks after the last date for the receipt of such ballots. The balloting committee shall certify its report of the balloting results to the general secretary within five days of the committee's adjournment.

8.140.7. *Results of Balloting.*
If a majority of the votes entitled to be cast by clubs are to reject the action of the council, the action of the council in regard to such item shall be nullified from the date of the suspension. Otherwise, the suspended action shall be reinstated as if no suspension occurred.

8.140.8. *Effective Date of Council Action.*
Action by the council regarding legislation shall become effective on 1 July

immediately following adjournment of the council unless suspended by action of clubs under the provisions of subsection 8.140.4.

8.150. *Site Selection.*
Pursuant to article 10, section 2 of the RI constitution, the board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a site for the council.

8.160. *Extraordinary Meeting of the Council.*

8.160.1. *Notice.*
An extraordinary meeting of the council may be called by the board in accordance with article 10, section 5 of the RI constitution. Notice of an extraordinary meeting and the legislation it will consider shall be mailed to governors no later than 60 days before the meeting is scheduled to convene. The governors shall forthwith notify the clubs in their districts and as soon as possible inform the general secretary of the names of the Rotarians who will represent their respective districts at such a meeting.

8.160.2. *Representation.*
The clubs in a district will be represented at such extraordinary meeting by the representative most recently elected to represent them at the council. Where the representative is not able and willing to serve, the district shall be represented by the most recently elected alternate representative to the council. If neither is able and willing to serve, the governor or another person appointed by the governor who is qualified under the bylaws shall represent the clubs in the district.

8.160.3. *Adoption of Enactments.*
A two-thirds affirmative vote of those present and voting shall be required for the adoption of legislation at an extraordinary meeting of the council.

8.160.4. *Procedures.*
The procedures applicable at the regular meeting of the council shall apply at an extraordinary meeting with the following two exceptions:

8.160.4.1. *Report of Action.*
The report of action provided for in subsection 8.140.2. shall be transmitted to the clubs within 15 days of the adjournment of the extraordinary meeting.

8.160.4.2. *Opposition to Action.*
The clubs shall have two months from the time the report is transmitted to the clubs to record their opposition to any action of an extraordinary meeting of the council.

8.160.5. *Effective Date of Action.*
Actions of an extraordinary meeting of the council shall become effective two months after the general secretary has transmitted the report of that council so long as the requisite number of opposition votes has not been filed by clubs. If the requisite number of clubs have recorded their opposition, the action will be subject to a ballot-by-mail following as closely as possible the provisions of section 8.140.

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

Article 9 Convention

9.010. Time and Place of Convention.
9.020. Call to Attend Convention.
9.030. Officers of the Convention.
9.040. Delegates to the Convention.
9.050. Credentials for Delegates.
9.060. Delegates-at-Large.
9.070. Registration Fee.
9.080. Convention Quorum.
9.090. Credentials Committee.
9.100. Electors.
9.110. Balloting Committee.
9.120. Election of Officers.
9.130. Convention Program.
9.140. Seating of Delegates.
9.150. Special Assemblies.

9.010. *Time and Place of Convention.*
The board may determine the possible time and/or place for the annual convention of RI up to ten years before the year in which the convention shall convene, and make appropriate arrangements for holding such a convention. The board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a convention site.

9.020. *Call to Attend Convention.*
The president shall issue and the general secretary shall mail to each club the official call for the annual convention at least six months prior to the convention. The call for a special convention shall be issued and mailed at least 60 days prior to the date thereof.

9.030. *Officers of the Convention.*
The officers of the convention shall be the president, president-elect, vice-president, treasurer, general secretary, convention committee chairman, and sergeant-at-arms. The president shall appoint the sergeant-at-arms.

9.040. *Delegates to the Convention.*

9.040.1. *Delegates.*
All delegates and alternates, except delegates by proxy, shall be members of the clubs they represent.

9.040.2. *Alternate Delegates.*
When selecting its delegates, a club may choose an alternate delegate for each delegate. Where an alternate is unavailable to serve when called upon, a second alternate may be chosen. An alternate is entitled to vote only in case of the absence of the elected delegate. A second alternate may be substituted for a delegate from a club whose first alternate is absent. An alternate when serving as a delegate may cast such vote on all matters on which the original delegate was entitled to vote.

9.040.3. *Delegate Substitution Procedure.*
A substitution of an alternate for a delegate shall be reported to the credentials

committee. When such substitution has been made, the alternate shall act as the delegate until the convention adjourns. The credentials committee may permit the delegation of the host club to substitute an alternate for a delegate for one or more sessions. Such substitution will be allowed where the delegate is engaged in the administrative work of the convention so as to make it impossible for such delegate to attend such session(s) of the convention. Such substitution must be duly reported and noted by the credentials committee prior to taking effect.

9.040.4. *Proxies.*
A club not represented at the convention by a delegate or an alternate may designate a proxy to cast its vote(s) pursuant to article 9, section 3(a) of the RI constitution. The proxy may be a member of any club within the same district. Non-districted clubs may designate members of any club as their proxy(ies).

9.050. *Credentials for Delegates.*
The authority of all delegates, alternates, and proxies shall be evidenced by certificates signed by the presidents and secretaries of the clubs they represent. All certificates must be delivered to the credentials committee at the convention to entitle delegates, alternates, and proxies to vote.

9.060. *Delegates-at-Large.*
Each RI officer and each past president of RI still holding membership in a club shall be a delegate-at-large and entitled to cast one vote on each question submitted to vote at the convention.

9.070. *Registration Fee.*
Each convention attendee who has reached 16 years of age shall register and pay a registration fee to attend the convention. The registration fee shall be fixed by the board. No delegate or proxy shall be entitled to vote at the convention unless the registration fee has been paid.

9.080. *Convention Quorum.*

9.080.1. *Quorum Number.*
Delegates and proxies representing one-tenth of the clubs shall constitute a quorum at a convention.

9.080.2. *Absence of Quorum.*
Should the question of the absence of a quorum be successfully raised at any plenary session, no vote(s) shall be taken for a period as designated by the presiding officer. Such period shall not exceed one-half day. At the expiration of such period, the convention may act upon such matters as may be properly brought before it, irrespective of the presence of a quorum.

9.090. *Credentials Committee.*
The president shall appoint a credentials committee prior to the adjournment of the convention. The committee shall consist of no fewer than five members.

9.100. *Electors.*
The duly accredited delegates, proxies, and delegates-at-large shall constitute the voting body of the convention and shall be known as electors.

9.110. *Balloting Committee.*

9.110.1. *Appointment and Duties.*
The president shall appoint from among the electors a balloting committee at each convention. Such committee shall have charge of all balloting at the convention, including the distribution and counting of ballots. This committee shall consist of at least five electors as determined by the president. The general secretary shall have charge of printing of all ballots.

9.110.2. *Notice of Election of Officers.*
The president shall notify the electors of the time and place for nominations and elections of officers. Such notice shall be given at the first session of the convention.

9.110.3. *Report of Committee.*
The balloting committee shall report promptly to the convention the result of the balloting. The report shall be signed by a majority of the committee. The chairman shall retain all ballots. The chairman of the committee shall destroy all ballots following the adoption of such report unless otherwise instructed by the convention.

9.120. *Election of Officers.*

9.120.1. *Electors Voting Rights.*
The electors shall each be entitled to cast one vote for each officer to be elected.

9.120.2. *Ballot.*
The election of all officers shall be by secret ballot. Where there are more than two candidates, such balloting shall be by means of the single transferable vote. Where there is one nominee for any office, the electors may instruct the general secretary to cast their united ballot for such nominee pursuant to a voice vote.

9.120.3. *Majority Vote.*
The nominee for each of the aforementioned offices who receives a majority of the votes cast shall be declared elected. Second and subsequent preferences shall be taken into account where necessary.

9.120.4. *Presentation of Nominations to Convention.*
The names of the nominees certified to the general secretary as duly nominated for president, directors, governors of RI, and president, vice-president, and honorary treasurer of RIBI shall be presented by the general secretary to the convention for election.

9.130. *Convention Program.*
The program reported by the convention committee, as approved by the board, shall be the order of the day for all sessions. Changes in the program may be made during the convention by a two-thirds vote of the board.

9.140. *Seating of Delegates.*
At any plenary session where a vote is necessary, a number of seats equal to the number of delegates duly certified to the credentials committee shall be reserved exclusively for such delegates.

9.150. *Special Assemblies.*
At each convention, special assemblies of Rotarians from one country or from a group of countries in which clubs are established, may be held. The board or the convention may determine from time to time for what country or countries such special assemblies shall be held and shall instruct the convention committee accordingly. At such assemblies, matters which pertain particularly to the country or group of countries concerned may be considered. The president shall designate the convening officer and shall promulgate rules for the conduct of the said assemblies as near as may be to the rules regulating the procedure of the convention. Upon convening, the assembly shall select its chairman and secretary.

Article 10 Nominations and Elections for Officers — General Provisions

10.010. Best Qualified Rotarian.
10.020. Nominations for Officers.
10.030. Qualification.
10.040. Individuals Not Eligible for Nomination.
10.050. Election of Officers.
10.060. Campaigning, Canvassing, and Electioneering.
10.070. Election Review Procedures.

10.010. *Best Qualified Rotarian.*
The best qualified Rotarians shall be selected for service in RI's elective offices.

10.020. *Nominations for Officers.*
Nominations for president, directors, and governors of RI may be made by a nominating committee and a club.

10.030. *Qualification.*
All candidates or nominees for offices in RI shall be members of clubs in good standing.

10.040. *Individuals Not Eligible for Nomination.*

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

10.040.2. *RI Employees.*
A full-time, salaried employee of any club, district, or RI shall not be eligible to serve in any elective position in RI, excepting the office of general secretary.

10.050. *Election of Officers.*
The officers of RI shall be elected at the annual convention as provided in sections 6.010. and 9.120.

10.060. *Campaigning, Canvassing, and Electioneering.*
In order that the best qualified Rotarians shall be selected for service in RI's elective offices, any effort to influence the selection process for an elective office

in a positive or negative manner by campaigning, canvassing, electioneering or otherwise is prohibited. Rotarians shall not campaign, canvass, or electioneer for elective position in RI, or allow any such activity, either on their behalf or on behalf of another. No brochures, literature, letters, or other materials, including electronic media and communications, may be distributed or circulated by Rotarians or on their behalf to any clubs or members of clubs except as may be expressly authorized by the board. Where candidates become aware of any prohibited activities having been undertaken on their behalf, they shall immediately express their disapproval to those so engaged and shall instruct them to terminate such activity.

10.070. *Election Review Procedures.*

10.070.1. *Complaints.*
No complaint regarding the selection process for an RI elective office or the result of an RI election shall be considered unless made in writing by a club. Such complaint must have the concurrence of at least five other clubs or a current officer of RI. All complaints with supporting documentation shall be filed with the general secretary no later than 21 days after the results of the balloting are announced. A president's representative to a district or zone meeting may also initiate a complaint where sufficient evidence of violations exists. Such representative shall refer such evidence to the general secretary. The general secretary shall act upon a complaint pursuant to published procedures of the board.

10.070.2. *Board Consideration.*
The board shall give due consideration to such complaints. The board shall dismiss the complaint, disqualify the candidate for the elective office sought or future RI elective offices or both, or take such other action as it deems fair and just. A two-thirds vote shall be required to disqualify a candidate, such disqualification being for those RI offices and for such periods as the board shall determine. The board may take action as it deems fair and just against any Rotarians who violate section 10.060. The board's decision shall be promptly transmitted to all parties concerned.

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

(a) If a district's selection of a governor-nominee has resulted in two or more election complaints under subsection 10.070.1. in the previous five-year period, and the board has upheld two or more election complaints in the previous five-year period, the board may take any or all of the following actions when it has reasonable cause to believe that RI's bylaws or election complaint procedures have been violated:

1. disqualify the nominee and any or all candidates and select a past governor from a club in the district to serve as governor;
2. remove from office any governor, governor-elect or governor-nominee who improperly influences or interferes in the election process; and
3. declare that a current or past RI officer who improperly influences or interferes in the election process shall no longer be considered to be a current or past RI officer;

(b) If a district's selection of a governor-nominee has resulted in three or more election complaints in the previous five-year period, and the board has upheld three or more election complaints in the previous five-year period, the board may dissolve the district and assign the clubs to surrounding districts. The provisions of section 15.010. shall not apply to this section.

10.070.4. *Candidate Declaration of Campaigning Provisions.*
Any prescribed form used in suggesting candidates for elective office shall include a signed declaration by the candidates certifying that they have read, understand, accept, and agree to be bound by the provisions of the bylaws.

10.070.5. *Completion of Election Review Procedure.*
Rotarians and clubs are obligated to follow the election review procedure established in the bylaws as the exclusive method of contesting the right to an elective office or the result of an RI election. If a Rotarian candidate or a club acting on behalf of such a candidate fails to follow and complete the election review procedure, before seeking the intervention of any non-Rotary agency or other dispute resolution system, the Rotarian candidate shall be disqualified from the election in question and from contesting any elective office of RI in the future for a period as determined by the board. The board may deem a club that fails to follow and complete the election review process as failing to function and take such appropriate action as necessary.

Article 11 Nominations and Elections for President

11.010. Nominations for President.
11.020. Nominating Committee for President.
11.030. Election of Members to the Nominating Committee for President.
11.040. Procedure for Functioning of Committee.
11.050. Nomination by the Committee.
11.060. Report of Committee.
11.070. Additional Nomination by Clubs.
11.080. Contingency Not Provided For in Section 11.070.
11.090. Nominations Presented to Convention.
11.100. Ballot-by-Mail.

11.010. *Nominations for President.*
No past president or current board member shall be eligible to be nominated for president.

11.020. *Nominating Committee for President.*

11.020.1. *How Constituted.*
The nominating committee for president shall consist of 17 members from the 34 zones constituted for the nomination of RI directors. These members shall be elected as follows:

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

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

11.020.2. *Member from RIBI.*
The member from a zone wholly within RIBI shall be elected by the clubs of that zone by a ballot-by-mail in such form and at such time as the general council of RIBI shall determine. The name of such member shall be certified to the general secretary by the secretary of RIBI.

11.020.3. *Member of Club in Zone.*
Each member shall be a member of a club in the zone from which the member is elected.

11.020.4. *Not Eligible for Nomination.*
Neither the president, president-elect, nor any past president shall be eligible for membership on the nominating committee.

11.020.5. *Qualifications.*
Each member of the nominating committee shall be a past director of RI.
A candidate for membership on the committee must be a past director at the time of election, except where there is no past director available for election or appointment as a member of the committee from a particular zone. In such case, a past governor shall be eligible for such election or appointment provided that such past governor has served for at least one year as a member of a committee provided for in sections 16.010., 16.020., and 16.030. or as a trustee of The Rotary Foundation.
No Rotarian shall be a member of the nominating committee for president more than three times unless there are no more than two candidates willing to serve on this committee.

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

11.030.1. *Notification to Eligible Candidates.*
The general secretary shall mail a letter to each past director eligible to serve on the nominating committee for the following year. The letter must be mailed between 1 and 15 March. The letter will inquire as to whether the past directors desire to be considered for membership on the committee and to advise the general secretary prior to 15 April that they wish to have their names listed as being willing and able to serve. Any past director not responding by 15 April will be considered unwilling to serve.

11.030.2. *One Eligible Past Director in a Zone.*
Where there is only one eligible past director from a zone willing and able to serve, the president shall declare such past director to be the member of the committee from that zone.

11.030.3. *Two or More Eligible Past Directors from a Zone.*
Where there are two or more eligible past directors willing and able to serve, the member and alternate member of the committee shall be elected in a ballot-by-mail. The procedure for such ballot-by-mail shall be as described below.

11.030.3.1. *Ballot Preparation.*
The general secretary shall prepare a ballot, single transferable where applicable. The ballot shall include the names of all eligible past directors in alphabetical order.

11.030.3.2. *Ballot Specifications.*
The general secretary shall cause a copy of the ballot to be mailed to each club in the zone by 15 May. The ballot shall include photographs and biographical statements of each such past director, including the past director's name, club, RI offices, and international committee appointments held and year(s) of service. Such ballot shall be mailed with instructions that the completed ballot be returned to the general secretary at the World Headquarters of the Secretariat by 30 June.

11.030.4. *Club Voting.*
Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

11.030.5. *Balloting Committee Meeting.*
The president shall appoint a balloting committee which shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place no later than 10 July. The balloting committee shall certify its report of the balloting results to the general secretary within five days of the committee's adjournment.

11.030.6. *Declaration of Member and Alternate.*
The candidate receiving a majority of the votes cast shall be declared the member of the committee. The candidate from such zone receiving the second highest number of votes shall be declared the alternate member of the nominating committee. The voting process for members and alternate members shall take into account the second and subsequent preference choices when necessary. An alternate member shall serve only in the event the elected member is unable to serve. In the event of a tie vote in any zone, the board shall appoint one of the candidates who received the tie vote as the member or alternate member of the nominating committee.

11.030.7. *Vacancy.*
In the event of a vacancy in the committee from a zone, the most recent past director available who was eligible for membership on the committee from such zone on 1 January shall be the member of the nominating committee.

11.030.8. *Term.*
The term of the committee shall commence on 1 July of the calendar year in which its members are elected. The committee shall serve for one year. Any alternate called to serve on the committee shall serve for the unexpired term of the committee.

11.030.9. *Vacancy Not Provided For in Bylaws.*
The board shall appoint a member to fill any vacancy in the committee not provided for in the foregoing provisions. It is preferred that the appointment be from a club in the same zone as that in which the vacancy occurred.

11.040. *Procedure for Functioning of Committee.*

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

11.040.2. *Selection of Chairman.*
The committee shall elect a member to serve as its chairman. Such selection shall take place when the committee convenes.

11.040.3. *Forwarding Names to Committee.*
The general secretary shall, between 1 May and 15 May in each year, mail a letter to all Rotarians who will be eligible to serve as president. The letter will ask if such Rotarians are willing to be considered for nomination for president and will advise them to notify the general secretary prior to 30 June whether they wish to have their names listed as being willing and able to serve. Those Rotarians not responding to the general secretary by 30 June will not be considered by the nominating committee. The general secretary shall forward the list of those willing to serve to the nominating committee and to Rotarians upon request at least one week prior to the committee meeting.

11.050. *Nomination by the Committee.*

11.050.1. *Best Qualified Rotarian.*
The committee shall meet and nominate from among the list of past directors who have indicated they are willing to serve as president the best qualified Rotarian available to perform the functions of the office.

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

11.050.3. *Quorum and Voting.*
Twelve members of the committee shall constitute a quorum. The transaction of all business of the committee shall be by majority vote, except that in the selection of the committee's nominee for president, the votes of at least ten members of the committee shall be cast in favor of such nominee.

11.050.4. *Resignation of Nominee for President and Procedure for New Selection.*
Where the nominee for president is unable to serve or submits a resignation to the president, such nominee shall no longer be eligible for nomination or election to the office of president in such year. The president shall so notify the chairman of the committee and the committee shall select another qualified Rotarian as nominee for president. In such circumstances, the following procedure shall be utilized.

11.050.4.1. *Procedures for Committee.*
At its meeting, the committee shall authorize the chairman to act on its behalf to initiate promptly the procedures for meeting such contingency.

11.050.4.2. *Committee Voting Procedure.*
Such procedures could include a ballot-by-mail or other rapid means of

communication, or an emergency meeting of the committee to be held as determined by the president on behalf of the board.

11.050.4.3. *Challenging Candidates.*
Where the committee must select another nominee as hereinbefore provided, the clubs shall to the extent possible be given a reasonable period as determined by the board to submit challenging candidates. Such challenges shall be in accordance with section 11.070., except with reference to specified filing dates.

11.050.4.4. *Contingency Not Provided For in Bylaws.*
Where a contingency arises that has not been provided for by the committee, the board shall determine the procedure to be followed by the committee.

11.060. *Report of Committee.*
The report of the committee shall be addressed to the clubs and certified to the general secretary by the chairman within ten days following the adjournment of the committee. The general secretary shall notify each club of the contents of the report as soon as financially practicable but in any case within thirty (30) days after the receipt thereof.

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

11.070.1. *Candidate Previously Considered and Concurrence.*
Any club may suggest as a challenging candidate the name of a qualified Rotarian who duly notified the general secretary pursuant to subsection 11.040.3. of his or her willingness to be considered for nomination for president. The name of the challenging candidate shall be submitted pursuant to a duly adopted resolution by the club at a regular meeting. The resolution must be supported by a concurrence of at least a majority of the clubs in the district obtained at a district conference or through a ballot-by-mail. The concurrence must be certified to the general secretary by the district's governor. The resolution must be accompanied by a written statement from the challenging candidate that such candidate is willing to have such candidacy submitted to the clubs for endorsement. The foregoing requirements must be completed by 1 October of the relevant year.

11.070.2. *Notification to Clubs of Challenging Candidates.*
The general secretary shall notify the clubs of the suggested challenging candidates and provide the clubs with a registered form for use by any club which desires to endorse any such challenging candidate. The general secretary shall provide such notice and forms immediately following 1 October.

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

11.070.4. *Endorsement of Challenging Candidate.*
If on 15 November, any such challenging candidate has been endorsed by 1 percent of the clubs comprising the membership of RI as of the preceding 1 July, with at least half of the endorsements originating from clubs in zones other than that of

the challenging candidate(s), such challenging candidate(s) and the nominee of the committee shall be balloted upon as provided in section 11.100. Where the challenging candidate fails to receive the prescribed endorsements by 15 November, the president shall declare the nominee of the committee to be the president-nominee.

11.070.5. *Validity of Endorsement.*
The balloting committee provided in subsection 11.100.1. shall validate, count, and certify the returned endorsement forms and report to the president. If this balloting committee finds there is a sufficient number of forms to constitute an endorsement of the challenging candidate but has good reason to suspect the genuineness of the forms, it shall so advise the president who, before making any announcement, shall convene the election review committee of RI to determine the validity of such forms. After this determination has been made, the balloting committee shall then report to the president.

11.080. *Contingency Not Provided For in Section 11.070.*
Where a contingency arises which has not been provided for in section 11.070., the board shall determine the procedure to be followed.

11.090. *Nominations Presented to Convention.*

11.090.1. *Presentation for Election of Nominee for President.*
The general secretary shall present to the convention for election the name of the nominee for president as duly nominated by the committee and such nominee shall assume office on 1 July in the calendar year following the election, unless there has been a ballot-by-mail.

11.090.2. *Vacancy in the Office of President-elect.*
Where there is a vacancy in the position of president-elect, the general secretary shall also present to the convention for election the name of the nominee to fill such vacancy. Such nominations may include the person nominated by the committee and the name of any such challenging candidate duly nominated by a club. Where circumstances require it as provided in section 11.080., nominations of challenging candidates also may be made by club delegates on the floor of the convention.

11.100. *Ballot-by-Mail.*
The procedure for electing a president pursuant to a ballot-by-mail as provided in section 11.070. shall be by the following procedures.

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

11.100.2. *Ballot Specifications.*
The balloting committee shall prepare a ballot, single transferable where applicable. The ballot shall list the names of all duly proposed candidates. Such list shall be in alphabetical order following the name of the candidate selected by the committee. The name of the candidate selected by the committee shall be clearly indicated on the ballot as having been so selected.

11.100.3. *Mailing of Ballot.*
The balloting committee shall cause a copy of the ballot to be mailed to each club no later than the following 15 February. Such ballot shall be mailed with instructions that the completed ballot be returned to the balloting committee at the World Headquarters of the Secretariat no later than 15 April. Such ballot shall include photographs and biographical statements of the candidates.

11.100.4. *Club Voting.*
Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

11.100.5. *Balloting Committee Meeting.*
The balloting committee shall meet at a time and place determined by the president. The committee shall examine and count the ballots. Such meeting must take place no later than 20 April. The balloting committee shall certify its report of the results of the balloting to the general secretary within five days thereafter.

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

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

11.100.8. *Tie Vote.*
The following procedure shall apply where the ballot-by-mail results in a tie vote. Where one of the candidates receiving the tie vote was the choice of the nominating committee, such candidate shall be declared the president-elect. Where none of the candidates receiving the tie vote was the choice of the committee, the board shall select one of the tied candidates to be the president-elect.

Article 12 Nominations and Elections for Directors

12.010. Nominations for Directors by Zones.
12.020. Selection of Director-nominee and Alternate by Nominating Committee Procedure.
12.030. Ballot-by-Mail Procedure.
12.040. Nominations for Officers of RIBI.

12.010. *Nominations for Directors by Zones.*
Nominations for directors shall be by zones, as hereinafter provided:

12.010.1. *Number of Zones.*
The world shall be divided into 34 zones that are approximately equal in number of Rotarians.

12.010.2. *Schedule of Nominations.*
Each such zone shall nominate a director from the membership of the clubs in that zone every fourth year according to a schedule established by the board.

12.010.3. *Zone Boundaries.*
The initial boundaries of the zones shall be approved by resolution of the council.

12.010.4. *Periodic Review of Zone Boundaries.*
The board shall undertake, no less often than every eight years, a comprehensive review of the composition of the zones to maintain an approximately equal number of Rotarians in each zone. The board may also undertake, as necessary, interim reviews for the same purpose.

12.010.5. *Realignment of Zones.*
Any new alignments can be made by the board.

12.010.6. *Sections Within Zones.*
The board may create, modify, or eliminate sections in zones in order to rotate in a fair manner the directorship within a zone. These sections shall nominate RI directors on a schedule determined by the board that is based on an approximate equality of number of Rotarians. Except for zones that include clubs in RIBI, no such section shall be created, modified, or eliminated over the objection of a majority of the clubs in the zone.

12.010.7. *Director from Zone in RIBI.*
The director from a zone or section of a zone wholly within RIBI shall be nominated by the clubs of that zone or section of a zone by a ballot-by-mail in such form and at such time as the general council of RIBI shall determine. The name of such nominee shall be certified to the general secretary by the secretary of RIBI.

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

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

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

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

12.020.3. *Membership on Nominating Committee.*
A nominating committee shall consist of one member from each district in the zone or section elected by the clubs of such district as hereinafter provided. Each member shall be a past governor at the time they are to serve, who is a member of a club in the relevant zone or section. Such members also shall have attended at least two Rotary institutes of the zone from which the director is being nominated and one convention in the three years prior to serving on the committee, provided that a district may by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting dispense with some or all of these requirements, such resolution to apply only to the next nominating committee. Members shall be elected for a term of one year. The president, president-elect, any past president, director, or any past director shall not be eligible for membership on the nominating committee. No Rotarian who has served twice as a member of such a committee shall be eligible for service again. Each member shall have one vote.

12.020.4. *Election.*
Except as provided in subsections 12.020.9. and 12.020.10., the member and the alternate member of the nominating committee shall be elected at the annual conference of the district in the year preceding the scheduled nomination.

12.020.5. *Nominations.*
Any club in a district may nominate a qualified member of the club for membership on the nominating committee where such member has indicated a willingness and ability to serve. The club shall certify such nomination in writing. Such certification must include the signatures of the club president and secretary. Such nomination shall be forwarded to the governor for presentation to the electors of the clubs at the district conference. Each elector at the district conference shall be entitled to cast one vote in the election of the member.

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

12.020.7. *Candidate Declared as a Member of the Nominating Committee.*
No ballot shall be required where there is only one nominee in a district. In such cases, the governor shall declare such nominee the member of the nominating committee.

12.020.8. *Member and Alternate Member Unable to Serve.*
Where neither the member nor the alternate member is able to serve, the governor

may designate some other duly qualified member of a club in the district to be the member of the nominating committee.

12.020.9. *Election of Member of the Nominating Committee Through Ballot-by-Mail.*
In certain circumstances, the board may authorize a district to select the member of the nominating committee and the alternate member of the nominating committee in a ballot-by-mail. In such cases, the governor shall prepare and cause to be mailed to the secretary of every club in the district an official call for nominations for member. All nominations must be made in writing and signed by the president and the secretary of the club. The nominations must be received by the governor on or before a date to be fixed by the governor. The governor shall cause to be prepared and mailed to each club a ballot naming in alphabetical order the qualified nominees so offered and shall conduct the ballot-by-mail. Those candidates whose written requests for exclusion from the ballot are received no later than the date fixed by the governor shall be excluded from such ballot. Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. The governor may appoint a committee for the purpose of conducting the ballot-by-mail procedure as provided herein.

12.020.10. *Election Through Ballot-by-Mail.*
A majority vote of electors present and voting at a district conference may vote to have the selection of the member and the alternate member pursuant to a ballot-by-mail. The ballot-by-mail shall be conducted in accordance with the provisions set forth in subsection 12.020.9. and shall be concluded no later than 15 May of the appropriate year.

12.020.11. *Report of Member to the General Secretary.*
The names of the member and the alternate member of the nominating committee shall be reported by the governor to the general secretary immediately following their selection, but in no case later than 1 June of the appropriate year.

12.020.12. *Contingency Not Provided For in Section 12.020.*
The board shall determine the procedure to be followed for any contingency that arises regarding the determination of balloting which has not been provided for in the foregoing provisions of this section.

12.020.13. *Designation of Convener, Time and Place of Meeting, Election of Chairman.*
The board shall designate a convener from the members of the nominating committee no later than 15 June in the year preceding the year in which a director and alternate are to be nominated. The board shall likewise designate the place of its meeting. Such meeting must be held between 15 and 30 of the following September. The committee shall elect a chairman from its members at the time of its meeting.

12.020.14. *Suggestions from Clubs to Committee.*
The general secretary shall inform the clubs in the zone or section of the composition of the nominating committee no later than 1 July. The general secretary shall invite all clubs in the zone or section to submit their suggestions for director from the zone or section for consideration by the committee and shall provide the address of the convener to whom the suggestions shall be sent. The suggestions shall be submitted to the nominating committee on a form prescribed by the board. The form shall include background information regarding the suggested candidate's Rotary and other activities and a recent photograph of the suggested candidate. Such suggestions must reach the nominating committee at the address of the convener no later than 1 September.

12.020.15. *Meeting of the Nominating Committee.*
The committee shall meet during the following September at a time and place determined by the board. A majority of the members of the committee shall constitute a quorum. The transaction of all business shall be by majority vote, except that in selecting the committee's nominee for director, the nominees for director and alternate must receive at least the same number of votes as the number which constitutes no less than a 60 percent majority of the committee. The chairman of the nominating committee shall vote for nominees for director and alternate; however, the chairman of the nominating committee shall not have a vote in the transaction of the committee's other business, except that the chairman may vote to break a tie vote.

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

12.020.17. *Report of Selection of Committee.*
The committee's nomination for the office of director and alternate from the zone shall be filed with the general secretary within ten days following the adjournment of its meeting. The general secretary shall inform all clubs in the zone or section of the selection of the nominating committee by 15 October.

12.020.18. *Nominee Unable to Serve.*
Where a nominee for director selected by the committee is unable to serve, the committee shall automatically nominate the alternate who was selected previously.

12.020.19. *Proposal of Challenging Candidates.*
Any club in the zone or section may also propose a challenging candidate. The challenging candidate must have been duly suggested to the nominating committee. The name of the challenging candidate shall be submitted pursuant to a resolution of the club duly adopted at a regular meeting. The resolution must be concurred to by a majority of clubs in its district or, where its district is in more than one zone, a majority of clubs in its district which are in the same zone from

which the director is to be nominated. Such concurrence shall be obtained at a conference or through a ballot-by-mail. The concurrence must be certified to the general secretary by the district's governor. The resolution must be accompanied by a written statement from the challenging candidate that such candidate is willing and able to serve, specific biographical material (on a form prescribed by the board), and a recent photograph. The foregoing procedure must be completed by 1 December in the relevant year.

12.020.20. *Declaration of Director-nominee, Selection in Ballot-by-Mail.*
Where the general secretary fails to receive the prescribed concurrences by 1 December, the president shall declare the nominee of the nominating committee to be the director-nominee from the zone. Such announcement shall take place no later than 15 December. Where the general secretary receives the prescribed proposal and concurrences by 1 December, selection of a director from among the challenging candidates and the nominee of the nominating committee shall be made in a ballot-by-mail in accordance with section 12.030.

12.030. *Ballot-by-Mail Procedure.*
The procedure for selecting a director-nominee in a ballot-by-mail pursuant to section 12.020. shall be as provided below.

12.030.1. *Voting.*
All clubs within the zone shall participate in the balloting except in those zones where the nominating committee is to be selected from the districts within a section pursuant to the provisions of subsection 12.020.1. or 12.020.2. In those zones, only clubs within the section from which the RI director is to be nominated shall participate in the balloting.

12.030.2. *Balloting Committee.*
The president shall appoint a balloting committee to examine and count ballots.

12.030.3. *Ballot Specifications.*
The general secretary shall prepare a ballot, single transferable where applicable. Each ballot shall be accompanied by a summary of biographical data of each candidate supplied by the proposing clubs. Such summary shall be in a form prescribed by the board. The ballot shall include the names of the challenging candidates duly proposed by clubs. Such names shall be in alphabetical order following the name of the candidate selected by the nominating committee. The name of the candidate selected by the nominating committee shall be clearly indicated on the ballot as having been so selected.

12.030.4. *Deadline for Receipt of Ballots.*
The general secretary shall mail a copy of the ballot accompanied by photographs and biographical statements to each club in the zone or section no later than the following 31 December. Such ballot shall be mailed with instructions that the completed ballot must be returned to the general secretary at the World Headquarters of the Secretariat no later than 1 March.

12.030.5. *Club Voting.*
Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or

major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

12.030.6. *Balloting Committee Meeting and Report.*
The balloting committee shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place no later than 5 March. The balloting committee shall certify its report of the results to the general secretary within five days thereafter.

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

12.030.8. *Announcement of Director-nominee.*
The president shall announce the name of the director-nominee selected by such ballot-by-mail no later than 10 March.

12.030.9. *Tie Vote.*
Where a ballot-by-mail results in a tie for director-nominee, a second ballot-by-mail shall be conducted. The general secretary shall supervise preparation and mailing of such ballots. Such ballots shall contain the names of the candidates who received the tie vote in the first ballot-by-mail. The ballot shall be accompanied by biographical statements and photographs of such candidates. The ballots and other materials shall be mailed to each club in the zone or section by 15 March. Such ballot shall be mailed with instructions that the completed ballot must be returned to the general secretary at the World Headquarters of the Secretariat no later than the following 1 May. The balloting committee shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place by 5 May. The balloting committee shall certify its report of the results to the general secretary within five days thereafter. The president shall inform all clubs in the zone of the director-nominee no later than 10 May.

12.030.10. *Extension of Time.*
The board shall have authority to alter the date(s) under this section as they may apply to the clubs in any zone where exceptional circumstances exist.

12.040. *Nominations for Officers of RIBI.*
Nominees for president, vice-president, and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of RIBI.

Article 13 Nominations and Elections for Governors

13.010. Selection of a Governor-nominee.
13.020. Nominating Procedure for Governor.
13.030. Selection Through Ballot-by-Mail of Governor.
13.040. Ballot-by-Mail Specifications.
13.050. Certification of Governor-nominee.

13.060. Rejection or Suspension of Governor-nominee.
13.070. Special Elections.

13.010. *Selection of a Governor-nominee.*
The district shall select a nominee for governor not more than 36 months, but not less than 24 months, prior to the day of taking office. The nominee shall assume the title of governor-nominee-designate upon selection and shall assume the title of governor-nominee on 1 July two years prior to assuming office as governor. The board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly. Nominees so elected shall serve a one-year term as governor-elect and assume office on 1 July in the calendar year following election.

13.020. *Nominating Procedure for Governor.*

13.020.1. *Method of Selection of Governor-Nominee.*
Except for those districts in RIBI, a district shall select its governor-nominee either by a nominating committee procedure as hereinafter provided or by a ballot-by-mail as provided in sections 13.030. and 13.040. or, alternatively, at the district conference as provided in subsection 13.020.13., the choice of which shall be decided by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting.

13.020.2. *Nominating Committee for Governor.*
In districts adopting a nominating committee procedure for selection of governor-nominee, the nominating committee for governor shall be charged with the duty to seek out and propose the best available candidate for governor-nominee. The terms of reference of the committee, including the method for selecting members, shall be determined in a resolution adopted by the electors of the clubs present and voting at a district conference. Such terms of reference may not be inconsistent with the bylaws.

13.020.3. *Failure to Adopt Nominating Committee Procedure.*
Any district which has adopted the nominating committee procedure for selection of governor-nominee but fails to select members of a nominating committee as required in subsection 13.020.2. shall utilize the five most recent past governors who are still members of a club in that district as its nominating committee. The committee so constituted shall function in accordance with section 13.020. Where five past governors are not available, the president of RI shall appoint additional suitable persons from that district so that the committee contains five members.

13.020.4. *Suggestions by Clubs for Governor.*
In a district selecting its governor-nominee either by nominating committee procedure or at the district conference, the governor shall invite the clubs to submit their suggestions for nominations for governor. Where the nominating committee procedure is to be utilized, such suggestions shall be considered by the nominating committee so long as they reach the committee by the date established and announced by the governor. Such announcement shall be made to the clubs in the district at least two months before such suggestions must reach the nominating

committee. The announcement shall include the address to which suggestions shall be sent. The suggestions shall be submitted in the form of a resolution adopted at a regular meeting of the club naming the suggested candidate. The resolution shall be certified by the club secretary. A club may suggest only one of its own members as a candidate for governor-nominee.

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

13.020.6. *Notification of Nomination.*
The chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. The governor shall then publish to the clubs of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee. Publication of the announcement consists of a written notice by the governor by letter, e-mail or facsimile to the clubs in the district

13.020.7. *Committee Inability to Select Nominee.*
Where the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a ballot-by-mail as provided in section 13.040. Alternatively, the governor-nominee may be selected from among those candidates suggested to the nominating committee at the district conference in accordance with section 15.050.

13.020.8. *Challenging Candidates.*
Any club in the district which has been in existence for at least one year as of the beginning of that year may also propose a challenging candidate for governor-nominee provided this club has previously suggested such candidate to the nominating committee. A club in existence for less than one year as of the beginning of that year may propose a challenging candidate provided such candidate is a member of that club and the challenging candidate must have been duly suggested to the nominating committee. The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection for governor-nominee by the governor.

13.020.9. *Concurrence to Challenges.*
The governor shall inform all clubs through a form prescribed by RI of the name of any challenging candidate who has been proposed as specified above. The governor shall also inquire whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions must be filed with the governor by the date determined by the governor. Only challenges that have been concurred to by at least five other clubs which have been in existence for at least one year as of the beginning of that year or 10 percent of the total number of clubs as at the beginning of that year in the district which have been in existence for at least one year as of the beginning

of that year, whichever is higher, and only when such resolutions by the club were adopted at a regular meeting in accordance with the club bylaws as determined by the governor shall be considered valid. A club shall concur with only one challenging candidate.

13.020.10. *Absence of Challenging Candidate.*
The governor shall declare the candidate of the district nominating committee to be the governor-nominee where no such challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within 15 days of the deadline.

13.020.11. *Challenging Nominations.*
The governor shall notify, within seven days following the deadline, all clubs in the district where a valid challenging nomination has been received by the deadline. Such notice shall include the name and qualifications of each such challenging candidate, the names of the challenging and concurring clubs and state that such candidates will be balloted upon in a ballot-by-mail or alternatively at the district conference if the challenge remains effective up to the date set by the governor.

13.020.12. *Lack of Valid Challenging Nomination.*
Where no valid challenging nomination is received, the governor shall declare the candidate of the district nominating committee as governor-nominee. The governor shall notify all clubs in the district of such nominee within 15 days.

13.020.13. *Ballot at District Conference for Election of Governor-nominee.*
The ballot at the district conference will follow as closely as possible the provisions for a ballot-by-mail. All votes from a club with more than one vote shall be cast for the same candidate failing which the votes from such club shall be deemed to be spoiled votes. Each club shall designate one elector to cast all of its votes.

13.030. *Selection Through Ballot-by-Mail of Governor.*
A district shall select its nominee for governor in a ballot-by-mail without the assistance of a nominating committee where circumstances require such action under subsection 13.020.1. or when permission is given by the board.

13.030.1. *Procedure.*
The governor shall mail to the secretary of every club in the district an official call for nominations for governor. All nominations must be made in writing and signed by the president and secretary of the club. A club may suggest only one of its own members as a candidate for governor-nominee. Nominations must be in the hands of the governor by a date fixed by the governor. Such date shall be at least one month after the call for such nominations. No ballot shall be required and the governor shall declare such candidate to be the governor-nominee where only one candidate is suggested by a club.

13.030.2. *Club Nomination of Two or More Candidates.*
Where there are two or more candidates, the governor shall notify all clubs in the district of the name and qualifications of each such candidate and that all such candidates for governor-nominee will be selected through a ballot-by-mail.

13.040. *Ballot-by-Mail Specifications.*
The governor shall prepare one ballot for each club, giving the name of any candidate selected by the district nominating committee. The ballot shall then list in alphabetical order the names of any candidates received by the governor. Where there are more than two candidates, balloting shall be by the single transferable ballot system. The governor shall mail a copy of said ballot signed by all members of the balloting committee to each club with instructions that the completed ballot be returned to and received by the governor. The ballots shall be returned by a date fixed by the governor. Such date shall be no less than 15 days or more than 30 days following the date of the governor's mailing of the ballots to the clubs.

13.040.1. *Club Voting.*
Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. If a club is entitled to cast more than one vote, the club shall cast all votes for the same candidate. The name of the candidate for whom the club has cast its vote(s) shall be verified by the secretary and president of the club and forwarded to the governor in a sealed envelope provided therefor.

13.040.2. *Balloting Committee.*
The governor shall determine and announce the place, date, and time for counting of ballots and shall appoint a committee of three members to arrange a place and otherwise take charge of validating and counting the ballots. Validation of ballots shall be undertaken separately from the counting of the ballots. The committee shall make other arrangements to safeguard the secrecy of the ballots as necessary. Arrangements shall be made so that candidates or a representative of each of them may be present to observe the counting of the ballots. All sealed envelopes containing the ballots from each club shall be opened in the presence of the candidates or their representatives.

13.040.3. *Majority or Tie Vote.*
The candidate receiving a majority of the votes cast shall be declared governor-nominee for that district. If two candidates each receive 50 percent of the votes in an election and one of the candidates is the nominee of the nominating committee, the nominee of the nominating committee shall be declared the governor-nominee. If neither of the candidates is the nominee of the nominating committee, the governor shall select one of the candidates as the governor-nominee.

13.040.4. *Report of Balloting Committee.*
The balloting committee shall promptly report the results of the ballot to the governor as soon as a candidate receives a majority vote. The report shall contain the number of the votes cast for each candidate. The governor shall promptly notify the candidates of the results of the ballot. The balloting committee shall retain all ballots cast for a period of 15 days following the governor's notification to the candidates. Such ballots shall be open to inspection by a representative of any club

during such period. The chairman of said committee shall destroy such ballots following the 15-day period.

13.050. *Certification of Governor-nominee.*
The governor shall certify the name of the governor-nominee to the general secretary within ten days after such nominee has been declared the nominee.

13.060. *Rejection or Suspension of Governor-nominee.*

13.060.1. *Failure to Meet Qualifications.*
Any nominee for governor who does not meet the prescribed qualifications and requirements shall be rejected and shall not be presented by the general secretary to the convention for election.

13.060.2. *Suspension of Nomination.*
Notwithstanding the receipt of a signed statement from a governor-nominee, the board may suspend such nomination where it has cause to believe that the nominee would be unable to fulfill satisfactorily the duties and responsibilities of the office as provided in the bylaws. The governor and nominee shall be informed of such suspension and the nominee shall be given an opportunity to submit to the board, through the governor and the general secretary, additional information with reference to the nominee's ability to assume the duties and responsibilities of the office of governor. The board shall consider all pertinent circumstances including such information as may be submitted by the nominee and either reject the nomination of the nominee by a two-thirds vote or withdraw the suspension.

13.060.3. *Rejection of Nominee.*
The general secretary shall advise the governor of the district concerned where the nomination of the nominee has been rejected by the board. The general secretary shall provide the reasons for such rejection and the governor shall so advise such nominee. Where time permits, the governor shall conduct a ballot-by-mail in the district to select another nominee for governor in accordance with the provisions of the bylaws. Where a district fails to select an acceptable and qualified nominee for governor, such nominee shall be selected in accordance with section 13.070.

13.070. *Special Elections.*
Where a district fails to select a nominee for governor or where a nominee for such office becomes disqualified for election or otherwise becomes unable or unwilling to serve and another nominee is not selected by the district prior to the annual election of officers at the convention, the governor shall reinitiate the nominating procedures in accordance with section 13.020. Similarly, where a district's nominee is elected at the convention, but becomes disqualified or otherwise unable or unwilling to serve at least three months prior to the international assembly, the governor shall reinitiate the nominating procedures starting with section 13.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. Thereafter, if a governor-elect becomes disqualified or unable or unwilling to serve the board shall elect a Rotarian qualified under section 15.070. to fill the vacancy. Provided, however, if either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for his or her successor has been duly completed by the district, then the

successor shall automatically fill the vacancy if he or she is willing to do so, subject to the required election either by the convention or the board.

Article 14 Administrative Groups and Administrative Territorial Unit

14.010. Board Authority.
14.020. Supervision.
14.030. Administrative Territorial Unit (RIBI).

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

14.020. *Supervision.*
The board may establish a method of supervision in addition to the supervision of the governors of the clubs within any area composed of two or more geographically contiguous districts. In such cases, the board shall prescribe such rules of procedure it deems advisable. Such rules must be approved by the clubs in such districts and by a convention.

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

14.030.1. *Constitution of RIBI.*
The constitution of RIBI shall be in conformity with the spirit and provisions of the constitution and bylaws of RI. The constitution and bylaws of RI and of RIBI shall include specific provisions relating to the unit's internal administration.

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

14.030.3. *Amending Bylaws of RIBI.*
The RIBI bylaws may be amended as provided in its constitution and the constitutional documents of RI. Such amendments shall be consistent with RIBI's constitution and the constitutional documents of RI.

Article 15 Districts

15.010. How Established.
15.020. District Training Assembly.
15.030. Presidents-elect Training Seminar (PETS).
15.040. District Conference and District Resolutions Meeting.
15.050. Conference and District Resolutions Meeting Voting.
15.060. District Finances.
15.070. Qualifications of a Governor-nominee.
15.080. Qualifications of a Governor.
15.090. Duties of a Governor.
15.100. Duties of a Governor in RIBI.
15.110. Removal from Office.
15.120. District Ballot-by-Mail.

15.010. *How Established.*
The board is authorized to group the clubs into districts. The president shall promulgate a list of such districts and their boundaries. Such action shall be at the direction of the board. The board may assign an e-club to any district without regard to the boundaries of such district. The board may eliminate or change the boundaries of any district with fewer than 33 clubs or fewer than 1,100 Rotarians. No change shall be made to the boundaries of any district with 33 or more clubs and 1,100 or more Rotarians over the objection of a majority of the total number of clubs in the district. The board may eliminate or change the boundaries of a district only after consulting with and providing reasonable opportunity for the governors and clubs of the districts involved to provide a recommendation on the proposed change. The board shall take into account geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors. The board shall establish procedures as to administration, leadership and representation for future or merged districts.

15.010.1. *Clubs in the Same Area.*
Where several clubs coexist in the same city, borough, municipal, or urban area, they shall not be assigned to different districts without the approval of the majority of such clubs. The clubs coexisting in the same locality have the right to be assigned to the same district. Such right may be exercised by petition to the board from a majority of said clubs. The board shall assign all the coexisting clubs to the same district within two years of receipt of such petition.

15.020. *District Training Assembly.*
A district training assembly, which may be a multidistrict training assembly, shall be held annually, preferably in March, April or May, to develop Rotary club leaders who have the necessary skills, knowledge, and motivation to: sustain and/or grow their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support The Rotary Foundation through both program participation and financial contributions.
The governor-elect shall be responsible for the district training assembly. The district training assembly shall be planned and conducted under the direction and supervision of the governors-elect. In special circumstances, the board may authorize the holding of a district training assembly at a date other than provided

herein. Those specifically invited shall include the incoming presidents and the members of clubs assigned by the incoming president to serve in key leadership roles in the upcoming year.

15.030. *Presidents-elect Training Seminar (PETS).*
A PETS, which may be a multidistrict PETS, shall take place for the purpose of orientation and training of club presidents-elect in the district as determined by the board. The PETS shall be held annually, preferably in February or March. The governor-elect shall be responsible for the PETS. The PETS shall be planned and conducted under the direction and supervision of the governors-elect.

15.040. *District Conference and District Resolutions Meeting.*

15.040.1. *Time and Place.*
A conference of Rotarians of each district shall be held annually at such time and place as agreed upon by the governor and the presidents of a majority of the clubs of the district. The conference dates shall not conflict with the district training assembly, the international assembly, or the international convention. The board may authorize two or more districts to hold their conferences together. Further, the district may hold a district resolutions meeting at a time and place determined by the governor, provided 21 days notice is given to all clubs in the district.

15.040.2. *Site Selection.*
Where a governor-nominee has been selected and certified to the general secretary, the district conference for the year of the governor-nominee's service may be planned in advance. The governor-nominee and a majority of the current presidents of the clubs of that district must agree to the site for such conference. With the approval of the board, a district may also select the site of the district conference for the year of a governor-nominee's service by the vote of the governor-nominee and a majority of those persons who will serve as club presidents during the same year. Where a club has not selected its future president, the current president of that club shall vote on the site of such conference.

15.040.3. *Conference and District Resolutions Meeting Actions.*
A district conference and district resolutions meeting may adopt recommendations upon matters of importance in its district, provided such action shall be in accordance with the constitution and bylaws and in keeping with the spirit and principles of Rotary. Each district conference and district resolutions meeting shall consider and act upon all matters submitted to it for consideration by the board and may adopt resolutions thereon.

15.040.4. *Conference Secretary.*
The governor shall appoint a conference secretary after consultation with the president of the host club. The conference secretary shall cooperate with the governor in planning the conference and recording the proceedings thereof.

15.040.5. *Conference Report.*
The governor or acting chairman, along with the secretary, shall prepare and execute a written report of the conference proceedings within 30 days of the adjournment of said conference. They shall transmit three copies of such report to the general secretary and one copy thereof to the secretary of each of the clubs of the district.

15.050. *Conference and District Resolutions Meeting Voting.*

15.050.1. *Electors.*
Each club in a district shall select, certify, and send to its annual district conference and district resolutions meeting (if one is held) at least one elector. Any club with a membership of more than 25 shall be entitled to one additional elector for each additional 25, or major fraction thereof, of its members. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to any electors. Each elector shall be a member of the club. An elector must be present at the district conference or a district resolutions meeting to vote.

15.050.2. *Conference and District Resolutions Meeting Voting Procedures.*
Every member in good standing of a club in a district present at the district conference or a district resolutions meeting shall be entitled to vote on all matters submitted to a vote at such conference or district resolutions meeting except for the selection of a governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, election of the club representative and alternate representative of the district to the council on legislation, and the decision as to the amount of the per capita levy. However, any elector shall have the right to demand a poll upon any matter presented to the conference or district resolutions meeting. In such cases, voting shall be restricted to electors. When voting on the selection of the governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, or election of the club representative and alternate representative of the district to the council on legislation, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same ordered choices of candidates.

15.050.3. *Proxies.*
A club may designate a proxy for its absent elector(s). Such club must obtain the consent of the governor for such proxy. The proxy may include a member of its own club or a member of any club in the district in which the club is located. The proxy designation must be certified by the president and secretary of such club. The proxy shall be entitled to vote as proxy for the non-attending elector(s) represented, in addition to any other vote the proxy may have.

15.060. *District Finances.*

15.060.1. *District Fund.*
Each district may establish a fund to be called "The District Fund" for financing district-sponsored projects and the administration and development of Rotary in the district. The District Fund shall be established by resolution of the district conference.

15.060.2. *Approval of Levy.*
The District Fund shall be financed by all clubs in the district by way of a per capita levy on the members of those clubs. The amount of the levy shall be decided by

(a) the district training assembly after the approval of three-fourths of incoming club presidents present, provided that where a president-elect is excused from attending the district training assembly by the governor-elect in accordance with article 10, section 5(c) of the standard club constitution, the designated representative of the president-elect shall be entitled to vote in the president-elect's place, or, at the option of the district,

(b) the district conference by a majority of the electors present and voting, or

(c) at the option of the district, the district presidents-elect training seminar after the approval of three-fourths of the incoming club presidents present, provided that where a president-elect is excused from attending by the governor-elect in accordance with article 10, section 5(c) of the standard club constitution, the designated representative of the president-elect shall be entitled to vote in the president-elect's place.

15.060.3. *Per Capita Levy.*
The per capita levy is mandatory on all clubs of a district. The governor shall certify to the board the name of any club that has failed for more than six months to pay such levy. The board shall suspend the services of RI to the delinquent club while the levy remains unpaid.

15.060.4. *Annual Statement and Report of District Finances.*
The governor must provide an annual statement and report of the district finances that has been independently reviewed to each club in the district within three months of the completion of the governor's year in office. It may be reviewed either by a qualified accountant or by a district audit committee as may be decided by the district conference. If an audit committee approach is selected, then it must:

(a) be composed of at least three members;

(b) have all the members be active Rotarians;

(c) have at least one member who is a past governor or a person with audit experience;

(d) not allow the following to serve on the audit committee for the year in which they serve in these positions: governor, treasurer, signatories of district bank accounts, and members of the finance committee; and

(e) have the members selected by the district in accordance with the procedures established by the district.

This annual statement and report shall include but not be limited to details of:

(a) all sources of the district's funds (RI, The Rotary Foundation, district and club);

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

(c) grants received from The Rotary Foundation or funds of The Rotary Foundation designated by the district for use;

(d) all financial transactions of district committees;

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

(f) all expenditures of the district's funds; and

(g) all funds received by the governor from RI.

The annual statement and report shall be presented for discussion and adoption at the next district meeting to which all clubs are entitled to send a representative and for which 30 days notice has been given that the statement and report of district finances will be presented. If no such district meeting is held, the statement and report shall be presented for discussion and adoption at the next district conference.

15.070. *Qualifications of a Governor-nominee.*
Unless specifically excused by the board, no person shall be selected as nominee for governor unless the Rotarian has the following qualifications at the time of selection.

15.070.1. *Rotarian in Good Standing.*
The Rotarian must be a member in good standing of a functioning club in the district.

15.070.2. *Rotarian Maintaining Full Qualifications of Membership.*
The Rotarian must have full qualifications for such membership in the strict application of the provisions therefor, and the integrity of the Rotarian's classification must be without question.

15.070.3. *Rotarian's Qualification as Past President of Club.*
The Rotarian must have served as president of a club for a full term or be a charter president of a club having served the full term from the date of charter to 30 June, provided that this period is at least six months.

15.070.4. *Rotarian's Ability to Fulfill Duties of Governor.*
The Rotarian must demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of governor as provided in section 15.090.

15.070.5. *Rotarian's Certification of Qualifications.*
The Rotarian must demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws and submit to RI, through its general secretary, a signed statement that the Rotarian understands clearly such qualifications, duties, and responsibilities. Such statement shall also confirm that the Rotarian is qualified for the office of governor and willing and able to assume the duties and responsibilities of that office and to perform them faithfully.

15.080. *Qualifications of a Governor.*
Unless specifically excused by the board, a governor at the time of taking office must have attended the international assembly for its full duration, been a member of one or more Rotary clubs for at least seven years, and must continue to possess the qualifications in section 15.070.

15.090. *Duties of a Governor.*
The governor is the officer of RI in the district, functioning under the general

control and supervision of the board. The governor is charged with the duty of furthering the Object of Rotary by providing leadership and supervision of the clubs in the district. The governor should work with district and club leaders to encourage participation in a district leadership plan as may be developed by the board. The governor shall provide inspiration and motivation to the clubs in the district. The governor shall also ensure continuity within the district by working with past, current, and incoming district leaders in fostering effective clubs. The governor shall be responsible for the following activities in the district:

(a) organizing new clubs;

(b) strengthening existing clubs;

(c) promoting membership growth by working with district leaders and club presidents to establish realistic membership goals for each club in the district;

(d) supporting The Rotary Foundation with respect to program participation and financial contributions;

(e) promoting cordial relations among the clubs and between the clubs and RI;

(f) planning for and presiding at the district conference and assisting the governor-elect in the planning and preparation for the presidents-elect training seminar and the district training assembly;

(g) providing for an official visit meeting individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the governor's presence for the purpose of:

1. focusing attention on important Rotary issues;
2. providing special attention to weak and struggling clubs;
3. motivating Rotarians to participate in service activities;
4. ensuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and
5. personally recognizing the outstanding contributions of Rotarians in the district;

(h) issuing a monthly letter to each club president and secretary in the district;

(i) reporting promptly to RI as may be required by the president or the board;

(j) supplying the governor-elect, as soon as possible following his or her election prior to the international assembly, full information as to the condition of clubs with recommended action for strengthening clubs;

(k) assuring that district nominations and elections are conducted in accordance with the RI constitution, these bylaws, and the established policies of RI;

(l) inquiring on a regular basis about the activities of Rotarian organizations operating in the district (Friendship Exchanges, intercountry committees, Global Networking Groups, etc.);

(m) transferring continuing district files to the governor-elect; and

(n) performing such other duties as are inherent as the officer of RI.

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

15.110. *Removal from Office.*
The president may remove a governor from office for cause where a governor is not performing the duties and responsibilities of the office as deemed sufficient by the president. In such cases, the president shall notify and advise the governor that said officer has 30 days to show reason why the governor should not be removed from office. The president may remove the governor from office at the end of the 30-day period where the governor has failed to provide adequate reason, in the judgment of the president. A governor removed from office under this section shall not be considered to be a past governor.

15.120. *District Ballot-by-Mail.*
All decisions and elections that the bylaws specify occur at a district conference or district training assembly may be made by the clubs of a district by a ballot-by-mail. Such ballot-by-mail shall follow as near as possible the procedures in section 13.040.

Article 16 Committees

16.010. Number and Term.
16.020. Membership.
16.030. Meetings.
16.040. Special Committees.
16.050. Term of Service.
16.060. Secretary of Committees.
16.070. Quorum.
16.080. Transaction of Business by Communication.
16.090. Authority.
16.100. Strategic Planning Committee.
16.110. Audit Committee.
16.120. Operations Review Committee.

16.010. *Number and Term.*
The board shall establish standing committees on communications, constitution and bylaws, conventions, districting, election review, finance, and Rotaract and Interact, as well as such other committees as it from time to time may determine is in the best interests of RI. The numbers and terms of office for the standing committees shall be as follows: (1) communications – consist of six members, two of whom shall be appointed each year for terms of three years; (2) constitution and bylaws – consist of three members, one of whom shall be appointed each year for a term of three years, except in the year of the council on legislation, when there shall be four members, with the most recent past member serving a fourth year on the committee; (3) conventions – consist of six members, one of whom shall be chairman of the host organization for the annual convention; (4) districting – con-

sist of three members, one of whom shall be appointed annually from the board for a term of three years; (5) election review – consist of six members, each of whom shall serve a term of three years, with two members appointed each year; (6) finance – consist of eight members, six of whom shall serve a term of three years with two members appointed each year, and the RI treasurer and one member of the board appointed by the board, each of whom shall serve a term of one year as a non-voting member; and (7) Rotaract and Interact – consist of six members, each of whom shall serve a term of three years, with two members appointed each year, plus a minimum of three Rotaract members. The number of members on the committees and the terms of membership, except for the standing committees, shall be as determined by the board, subject to the provision of section 16.050. below. The board shall prescribe the duties and authority of all committees and, except for the standing committees, provide for continuity of committee members from year to year.

16.020. *Membership.*
Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees thereof after consultation with the board. The president shall also designate the chairman of each committee and subcommittee. The president shall be an *ex officio* member of all RI committees.

16.030. *Meetings.*
Except as otherwise provided in these bylaws, committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the president. A majority of the membership shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or subcommittee.

16.040. *Special Committees.*
The provisions of sections 16.010. - 16.030. do not apply to any nominating committee or any committee formed under sections 16.100. - 16.120.

16.050. *Term of Service.*
No person shall be eligible to serve on the same committee of RI for more than three years except as may be otherwise provided in the bylaws. No person who has served on a committee for three years shall be eligible for subsequent appointment to the same committee. The provisions of this section shall not apply to an *ex officio* member of any committee or to members of ad hoc committees. Notwithstanding the foregoing, the president may appoint as chairman of a convention committee a Rotarian who has previously served for two years as a member of a convention committee who has not previously served as chairman.

16.060. *Secretary of Committees.*
The general secretary shall be the secretary of all committees, unless otherwise provided for in the bylaws or by the board in establishing committees. The general secretary may appoint another person to serve as secretary.

16.070. *Quorum.*
A majority of all the members of a committee shall constitute a quorum at any meeting of such committee, unless otherwise provided for in the bylaws or by the board in establishing committees.

16.080. *Transaction of Business by Communication.*
A committee may transact business by any appropriate means of communication under such rules of procedure as may be prescribed by the board unless otherwise provided in the bylaws.

16.090. *Authority.*
The operations and activities of all committees shall be subject to the control and supervision of the board pursuant to subsection 5.040.2. All committee actions and decisions shall be subject to the approval of the board, except the decision of the nominating committee for president in its selection of a nominee for president. However, the board shall have jurisdiction over all actions and decisions that are in violation of the provisions of sections 10.060. and 10.070.

16.100. *Strategic Planning Committee.*
The board shall appoint a strategic planning committee to be composed of six members, four of whom shall serve a single term for a six-year period with two members appointed every third year and two of whom shall be members of the board appointed annually. No member of the committee shall be a past president. Membership shall be selected so that qualifications provide a balance in membership with Rotarians experienced in long-term planning, RI programs and activities, and financial management. The committee shall meet at such times and places and upon such notice as may be determined by the president or the board. The strategic planning committee shall develop, recommend and update a strategic plan for consideration by the board, survey Rotarians and clubs not less than every three years in discharge of its duties to review and make recommendations to the board pertaining to the strategic plan and undertake other duties assigned by the board; it shall take into account studies of the change in the number of potential Rotarians on each continent, including in countries that may open soon to expansion, in order to predict the impact of such change on the membership in each zone.

16.110. *Audit Committee.*
The board shall appoint an audit committee to be composed of seven members, each of whom shall be independent and financially literate. The members of the committee shall include three current members of the board appointed annually by the board and two current trustees of The Rotary Foundation appointed annually by the trustees. In addition, the committee shall include two members appointed by the board who shall be neither members of the board nor trustees of The Rotary Foundation, and who shall serve single terms of six years with one member appointed every third year. The audit committee shall review and report to the board as appropriate on RI and Rotary Foundation financial reports, the external audit, the system of internal control, internal audit, and other matters connected therewith. The committee shall meet up to three times per year at such times and places and upon such notice as may be determined by the president, the board, or the chairman of the committee, and, if deemed necessary by the president or the chairman of the committee, additional times during the year at such times and places and upon such notice as may be determined by the president or the

chairman of the committee. The chairman of the operations review committee or the chairman's designee shall serve as a liaison to the committee. The committee, which shall act only in an advisory capacity to the board and trustees, shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board and trustees.

16.120. *Operations Review Committee.*
The board shall appoint an operations review committee to be composed of six members, each of whom shall serve a single term not exceeding six years with one member appointed every year as appropriate to maintain a committee of six members. No member of the committee shall be a past president or current member of the board or The Rotary Foundation trustees. Membership shall be selected so that qualifications provide a balance in membership with Rotarians experienced in management, leadership development, or financial management. The committee shall meet at such times and places and upon such notice as may be determined by the president or the board. As deemed necessary by the board or the president, the operations review committee may review operational matters, including but not limited to the effectiveness and efficiency of operations, administrative procedures, standards of conduct, and other operational matters as necessary. The committee, which shall act only in an advisory capacity to the board, shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board. The operations review committee shall report directly to the full board.

Article 17 Fiscal Matters

17.010. Fiscal Year.
17.020. Club Reports.
17.030. Dues.
17.040. Date of Payment.
17.050. Budget.
17.060. Five-Year Financial Forecast.
17.070. Audit.
17.080. Report.

17.010. *Fiscal Year.*
The fiscal year of RI shall begin on 1 July and end on 30 June.

17.020. *Club Reports.*
Each club shall certify to the board the number of its members on 1 July and on 1 January in each year. This certificate shall be signed by the club president and secretary and shall be transmitted to the general secretary. The certified club report shall be circulated to the club members.

17.030. *Dues.*

17.030.1. *Per Capita Dues.*
Each club shall pay to RI per capita dues for each of its members as follows: US$26.50 per half year in 2013-2014, US$27.00 per half year in 2014-2015, US$27.50 per half year in 2015-2016, and US$28.00 per half year in 2016-2017

and thereafter. Such dues shall remain constant until changed by the council on legislation.

17.030.2. *Additional Dues.*
Each club shall pay each year to RI for each of its members additional per capita dues of US$1.00 or such other amount, as determined by the board, sufficient to pay for the projected expenses of the next scheduled council on legislation. There shall be no minimum amount payable to RI by any club. In the event an extraordinary meeting of the council is convened, additional per capita dues to pay for its expenses shall be paid as soon as practicable following the meeting. Such additional dues shall be held as a separate fund restricted to provide for the expenses of representatives in attending the council, as well as other administrative expenses of the council, in a manner to be determined by the board. The board shall furnish the clubs an accounting of receipts and expenditures.

17.030.3. *Return or Reduction of Dues.*
The board may return to any club such portion of said dues as the board deems just. Upon request, the board may reduce or postpone the amount of per capita dues payable by a club whose locality has sustained serious damage due to natural or similar disasters.

17.030.4. *Dues Payable by RIBI.*
Each club in RIBI shall pay its per capita dues to RI as provided in subsection 17.030.1., through RIBI, acting on behalf of RI. RIBI shall retain one half of the RI per capita dues assessed pursuant to subsection 17.030.1. and forward to RI the balance of such dues.

17.030.5. *Adjustment of Payments Due.*
The board may adjust the payments due from the clubs in any country where the currency of such country is devalued to an extent that the clubs therein are required to pay an excessive amount of their own currency to meet their obligations to RI.

17.040. *Date of Payment.*

17.040.1. *Due Date of Per Capita Dues.*
Per capita dues shall be due and payable pursuant to subsection 17.030.1. on 1 July and 1 January of each year. Dues payable pursuant to subsection 17.030.2. shall be due and payable on 1 July.

17.040.2. *Prorated Dues.*
For each member who is elected into membership of a club, the club shall pay per capita dues in prorated amounts until the beginning of the next semiannual period for which dues are payable. The amount payable for each full month of membership shall be one-twelfth of the per capita dues. However, no prorated per capita dues shall be payable by a club for a transferring member or former member of another club, as described in section 4.030. The prorated per capita dues are due and payable on 1 July and 1 January. Such dues shall be changed only by the council on legislation.

17.040.3. *Currency.*
Dues shall be payable to RI in US currency; however, where it is impossible or impractical for a club to pay its dues in US currency, the board may authorize payment in other currency. The board also may grant an extension of time for payment of dues when emergency conditions make such action advisable.

17.040.4. *New Clubs.*
No club shall be liable for payment of dues until the semiannual period following its date of admission.

17.050. *Budget.*

17.050.1. *Adoption by Board.*
Each year the board shall adopt a budget for RI for the succeeding fiscal year. Budgeted anticipated total expenses shall not exceed total anticipated revenue.

17.050.2. *Revision of Budget.*
Such budget may be revised by the board at any time, provided that anticipated total expenses shall not exceed total anticipated revenue.

17.050.3. *Budgeted Expenditures.*
No expenditure of RI funds shall be made unless such expenditure is within the budget approved by the board. The general secretary shall have the duty and authority to enforce compliance with this subsection.

17.050.4. *Expenditures in Excess of Anticipated Revenue; Emergency and Unforeseen Circumstances.*
The board, by a three-quarters vote of all directors, may authorize the expenditure of amounts in excess of anticipated revenues, but only in emergency and unforeseen circumstances, provided that the board shall not incur any expenditure which will result in indebtedness which exceeds the net assets of RI. Full details of the excess expenditure and the circumstances leading thereto shall be reported by the president to all officers of RI within 60 days and to the next convention.

17.050.5. *Publication of the Yearly Budget of RI.*
The budget of RI as adopted according to the provisions of subsection 17.050.1. shall be published in a form to be decided upon by the board and brought to the knowledge of all Rotary clubs not later than 30 September of each Rotary year.

17.050.6. *Expenditures in Excess of Anticipated Revenue; General Surplus Fund.*
Notwithstanding the provisions of section 17.050.4., if at any time the general surplus fund is greater than 85 percent of the highest level of annual expenses during the most recent three-year period, excluding expenditures funded from the general surplus fund and the self-financing expenditures on the annual convention and the council on legislation, the board, by a three-quarters vote, may authorize the expenditure of amounts in excess of anticipated revenues, provided, however, that such expenditure would not cause the general surplus fund to decrease below 100 percent of such 85 percent level. Full details of the excess expenditure and the circumstances leading thereto shall be reported by the president to all officers of RI within 60 days and to the next convention.

17.060. *Five-Year Financial Forecast.*

17.060.1. *Annual Review of Five-Year Forecast.*
The board shall consider a five-year financial forecast on an annual basis. Such forecast shall describe the development of total revenues and total expenses of RI. The forecast shall also describe the development of assets, liabilities, and fund balances of RI.

17.060.2. *Presentation of Five-Year Forecast at the Council on Legislation.*
The five-year financial forecast shall be presented by the board to the council as financial background to any pending legislation of a financial nature.

17.060.3. *Year of Forecast Coincides with Council on Legislation.*
The first year of the five-year financial forecast shall coincide with the year during which the council convenes.

17.060.4. *Presentation of Five-Year Forecast at Rotary Institutes.*
The five-year forecast shall be presented by a director or other representative of the board to each Rotary institute for discussion.

17.070. *Audit.*
The board shall provide for an audit of RI on at least an annual basis. Such audit shall be prepared by licensed, certified, or chartered public accountants, or auditors of recognized standing in the country, state, or province in which the audit is made. The general secretary shall submit books and vouchers for audit whenever required by the board.

17.080. *Report.*
The general secretary shall publish the audited annual report of RI no later than the end of December following the fiscal year end. Such report shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of, the president, president-elect, president-nominee and each of the directors. In addition such report shall clearly show all reimbursed expenses paid to, and all payments made on behalf of, the office of the president. The report shall further contain the expenditures of the board, the annual convention, and each major division of the administration and the operations of the secretariat, and be accompanied by a statement comparing each of these items with the budget adopted in accordance with subsection 17.050.1. and, if necessary, as revised in accordance with subsection 17.050.2. The report shall contain full details of any expenditures that vary from the approved budget by more than 10 percent in each category. The report shall be distributed to each current and past officer of RI and shall be made available to any club upon request. The report for the year immediately preceding a council shall be mailed by the general secretary to all members of that council at least 30 days prior to the opening of that council.

Article 18 Name and Emblem
18.010. Preservation of RI's Intellectual Property.
18.020. Restrictions on the Use of RI's Intellectual Property.

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

18.020. *Restrictions on the Use of RI's Intellectual Property.*
Neither the name, emblem, badge, or other insignia of RI nor of any club shall be used by any club or by any member of a club as a trademark, special brand of merchandise, or for any commercial purpose. The use of such name, emblem, badge, or other insignia in combination with any other name or emblem is not recognized by RI.

Article 19 Other Meetings

19.010. International Assembly.
19.020. Rotary Institutes.
19.030. Council of Past Presidents.
19.040. Meetings Procedure.

19.010. *International Assembly.*

19.010.1. *Purpose.*
An international assembly shall be held annually. The purpose of such assembly shall be to provide Rotary education, instruction in administrative duties, motivation, and inspiration to governors-elect, and to afford all present an opportunity to discuss, plan, and implement Rotary's programs and activities during the succeeding year.

19.010.2. *Time and Place.*
The board shall determine the time and place of the international assembly. The president-elect shall be responsible for its program and shall be the chairman of any committee appointed to supervise assembly arrangements. The assembly shall be held prior to 15 February. The board shall make every effort to ensure that no Rotarian will be excluded solely on the basis of national citizenship when selecting a site for an international assembly.

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

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

19.020. *Rotary Institutes.*
The president may authorize the convening of annual informational meetings, known as Rotary institutes, to be attended by past, present and incoming officers of RI, and other Rotarians and guests invited by the convener. A Rotary institute may be organized for RI, a zone, a section of a zone or a grouping of zones.

19.030. *Council of Past Presidents.*

19.030.1. *How Constituted.*
There shall be a council of past presidents which shall be a standing council composed of past presidents holding membership in a club. The president shall be *ex officio* a member of the council of past presidents with the privilege of attending its meetings and taking part in its deliberations, but shall have no vote in the proceedings thereof.

19.030.2. *Officers.*
The penultimate past president shall serve as chairman of the council of past presidents. The member of the council who is the immediate past president shall serve as vice-chairman of the council. The general secretary shall be the secretary of the council of past presidents but shall not be a member thereof.

19.030.3. *Duties.*
The council of past presidents shall consider, through correspondence, matters referred by the president or board and may give advice and recommendations to the board thereon. The council shall also, upon request of the board, act as mediators in matters involving clubs, districts and officers.

19.030.4. *Meetings.*
The president or the board may call a meeting of the council of past presidents where concerted consideration and recommendation of the council is required. Such meeting shall have an agenda which shall include topics referred by the president or the board. The chairman of the council shall make a report to the board subsequent to each meeting. Such report shall receive no publicity unless it is released in whole or in part for that purpose by the board.

19.030.4.1. *Meeting at Convention and International Assembly.*
The council of past presidents shall meet at the annual convention and/or international assembly.

19.040. *Meetings Procedure.*
The chairman of each Rotary meeting, assembly, conference, or convention shall decide all matters of procedure not specifically covered by the constitution, bylaws, or special rules of procedure adopted by RI. Such matters of procedure shall take into consideration basic fairness, subject to the right of appeal to such assembly.

Article 20 Official Magazine
20.010. Authority for Publishing Official Magazine.
20.020. Subscription Prices.
20.030. Subscription to Magazines.

20.010. *Authority for Publishing Official Magazine.*
The board shall be responsible for publishing an official magazine of RI. The official magazine shall be published in as many editions as the board shall authorize, the basic edition being published in English and being known as *The Rotarian*. The purpose of the official magazine shall be to serve as a medium to assist the board in furthering the purposes of RI and the Object of Rotary.

20.020. *Subscription Prices.*

20.020.1. *Price.*
The board shall determine the subscription price of all editions of the official magazine.

20.020.2. *Required Subscription.*
Each member of a club in the United States and Canada shall become a paid subscriber to the official magazine for the duration of such membership. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. Such subscription shall be collected by the club from its members and forwarded to RI on behalf of the member. Each member shall have the option to choose to receive either a printed copy by mail or an electronic copy via the internet.

20.020.3. *Magazine Income.*
The income generated by the magazine in a year shall not be used during that year for purposes other than its publication and improvement. Any excess income over expenditure shall be transferred to the general fund surplus of RI at the end of the year, unless otherwise provided by the board.

20.030. *Subscription to Magazines.*

20.030.1. *Required Subscription.*
Each member of a club not located in the United States or Canada and each member of an e-club shall become a paid subscriber to the official magazine of RI or to a Rotary magazine approved and prescribed for that club by the board. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The members shall maintain such subscriptions for the duration of their membership. Each member shall have the option to choose to receive either a printed copy by mail or an electronic copy via the internet where available.

20.030.2. *Exceptions to Subscription Requirement.*
A club may be excused by the board from complying with the provisions of this section if its members are not literate in any of the languages of the official magazine or the Rotary magazine approved by the board for such club.

Article 21 Rotary's Website

The board is responsible for opening and maintaining an RI site on the web. This website shall be called Rotary's website and opened in several languages approved by the board. The purpose of this website is to help the board advance the purpose of RI and the Object of Rotary. RI, districts and clubs are urged to maintain websites in appropriate languages, which include, where feasible, a link to Rotary's website.

Article 22 The Rotary Foundation

22.010. Purpose of The Foundation.
22.020. Trustees.
22.030. Terms of Trustees.
22.040. Compensation of Trustees.

22.050. Expenditures of Trustees.
22.060. Report of Trustees.

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

22.020. *Trustees.*
There shall be 15 trustees, each nominated by the president-elect and elected by the board in the year prior to taking office. Four of the trustees shall be past presidents of RI. All trustees shall satisfy the qualifications listed in the Foundation's bylaws.

22.020.1. *Vacancies in the Office of Trustee.*
In the event of a vacancy in the position of trustee, a new trustee shall be nominated by the president and elected by the board to fill the unexpired term.

22.030. *Terms of Trustees.*
The terms of the trustees shall be four years. Trustees may be reappointed.

22.040. *Compensation of Trustees.*
All trustees shall serve without compensation.

22.050. *Expenditures of Trustees.*
The trustees shall make expenditures from the property of the Foundation only with the approval of the board, except for the following two types of expenditures, which require only the approval of the trustees: (1) the necessary expenses of administration of the Foundation, and (2) expenditures of the income or principal of gifts to the Foundation which are prescribed by the terms of the gift or bequest.

22.060. *Report of Trustees.*
The trustees shall report no less than annually to RI on the programs and finances of the Foundation. The annual report of the Foundation shall, by individual office, clearly show all reimbursed expenses paid to, and all payments made on behalf of each of the trustees.

Article 23 Indemnification
The board may establish and implement policies for indemnification of directors, officers, employees, and agents of RI.

Article 24 Arbitration and Mediation
24.010. Disputes.
24.020. Date for Mediation or Arbitration.
24.030. Mediation.
24.040. Arbitration.
24.050. Decision of Arbitrators or Umpire.
24.060. Costs of Mediation or Arbitration.

24.010. *Disputes.*
Should any dispute other than as to a decision of the board arise between any current or former member(s) of a Rotary club and a Rotary district, RI or an RI officer, on any account whatsoever which cannot be settled amicably, the dispute shall, upon a request to the general secretary by any of the disputants, be resolved by mediation or, if mediation is refused by one or more parties, be settled by arbitration. Such a request for mediation or arbitration should take place within sixty (60) days of the occurrence of the dispute.

24.020. *Date for Mediation or Arbitration.*
In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within ninety (90) days after the receipt of the request for mediation or arbitration.

24.030. *Mediation.*
The procedure for such mediation shall be set by the board. Either of the disputants may request the general secretary, or someone appointed by the general secretary for this purpose, to appoint a mediator who is a member of a Rotary club, other than that of the disputing parties, and who has appropriate mediation skills and experience.

24.030.1. *Mediation Outcomes.*
The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s), and one copy given to the board to be held by the general secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of both parties. Either party through the general secretary may call for further mediation, if either party has retracted significantly from the mediated position.

24.030.2. *Unsuccessful Mediation.*
If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 24.040. of this article.

24.040. *Arbitration.*
In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club, other than that of the disputants, may be appointed as umpire or arbitrator.

24.050. *Decision of Arbitrators or Umpire.*
If arbitration is requested, the decision by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

24.060. *Costs of Mediation or Arbitration.*
The costs of the conflict resolution, whether by mediation or arbitration, should be borne on an equal basis by the disputants, unless otherwise decided by the mediator or umpire of the arbitration.

Article 25 Amendments

The bylaws may be amended only by a majority vote of those present and voting at the council on legislation, except as provided for an extraordinary meeting of the council on legislation in section 7.060.