

**2022 Council on Legislation
Council Operations Committee Report
Number 1**

13 April 2022

Reconciling

Enactment 22-39 “To amend the provisions regarding RI committees”

Enactment 22-52 “To amend the provisions regarding the Audit Committee and audited financial statements”

Enactment 22-54 “To publish the RI budget and annual report on the Rotary website”

1 *To amend the **BYLAWS** of Rotary International as follows*

2

3 **Article 17 Committees**

4

5 **17.010. Standing and Other Committees.**

6 The board shall establish the following standing committees-~~on~~:

7

8

9 (a) constitution and bylaws

10 (b) districting

11 (c) election review

12 (d) finance

13 (e) membership

14 (f) operations review

15 (g) strategic planning

16

17 ~~(a) communications with six members, two appointed each year for three-~~
18 ~~year terms;~~

19 ~~(b) constitution and bylaws with three members, one appointed each year for~~
20 ~~a three year term, except that in the year of the council on legislation there~~
21 ~~shall be four members, with the most recent past member serving a fourth~~
22 ~~year;~~

- 1 (c) ~~conventions~~ with six members, including the chair of the host
2 organization for the convention. The president may appoint as chair a
3 Rotarian who previously served for two years as a member of a conventions
4 committee but not as chair. In addition to the chair of a convention
5 committee, one other member may be a person who previously served on a
6 convention committee;
- 7 (d) ~~districting~~ with three members, one appointed each year from the board
8 for a three year term;
- 9 (e) ~~election review~~ with six members, two appointed each year for three year
10 terms;
- 11 (f) ~~finance~~ with eight members, six serving three year terms with two
12 members appointed each year, plus the RI treasurer and one board member
13 appointed by the board, both serving one year terms as non-voting
14 members; and
- 15 (g) ~~Rotaract~~ with three members, one appointed each year for a three year
16 term, plus three Rotaractors, with the committee co-chaired by one
17 member and one Rotaractor.

18
19 **~~17.020. Other Committees.~~**

20 The board may establish other committees, as needed. ~~and For standing and~~
21 other committees, the board shall determine, subject to the provisions of section
22 ~~17.100.;~~

- 23 (a) the number of members;
24 (b) the terms of members;
25 (c) the qualification of members;
26 ~~(e)~~ (d) the duties and authority; and
27 ~~(d)~~ (e) the continuity of members from year to year.

28
29 **17.020. Audit Committee.**

30 The board and the TRF trustees shall appoint an audit committee with seven
31 members, ~~each of whom~~ who shall be independent and financially literate. The
32 committee shall include two board members appointed annually by the board
33 and one trustee appointed annually by the TRF trustees. In addition, the
34 committee shall include four members appointed by the board, who are not
35 board members or trustees, for single terms of six years. The committee shall
36 review and report to the board as appropriate on RI and TRF financial reports,
37 the external audit, the system of internal control, internal audit, and related
38 matters. The committee advises the board and trustees under terms of reference
39 not in conflict with this section, prescribed by the board and trustees. The
40 committee shall meet up to three times per year. The president, the board, the
41 TRF chair, the TRF trustees, or the committee chair shall determine the time,
42 place, manner, and notice of regular meetings. ~~For additional meetings, the~~
43 ~~president or committee chair may determine the time, place, manner, and notice.~~
44 ~~The chair of the operations review committee (or the chair's designee) shall serve~~
45 ~~as a liaison to the audit committee.~~

46
47 **17.030. Joint Committees of RI and TRF**

48 For those committees serving both RI and TRF, the Board and Trustees shall
49 jointly determine the number, terms, qualifications, duties, and continuity of
50 members from year to year.

1 **~~17.030.~~ *Special Committees Exceptions.***

2 The provisions of sections 17.010., 17.020., 17.080., and 17.090. ~~17.040., and~~
3 ~~17.050.~~ do not apply to any nominating committees or any committee formed
4 under sections 17.040. ~~17.070.~~

5
6 **~~17.040.~~ *Membership Committee.***

7 The board shall appoint a membership committee composed of at least eight
8 members appointed for at least three year terms on a staggered basis and eligible
9 for reappointment.

10
11 **~~17.050.~~ *Strategic Planning Committee.***

12 The board and the TRF trustees shall appoint a strategic planning committee
13 with eight members. Two members shall be appointed each year, one by the
14 board and one by the trustees, for four year terms. No member shall be a board
15 member, a TRF trustee, or a past president. The chair and vice chair shall be
16 jointly appointed by the RI president and the TRF chair. Members who served
17 fewer than three years may be reappointed. Members shall be selected to balance
18 experience in long term planning, RI or TRF programs and activities, and
19 financial management. The committee shall meet as decided by the president, the
20 board, the TRF chair, or the TRF trustees.

21
22 **~~17.070.~~ *Operations Review Committee.***

23 The board shall appoint an operations review committee with six members, for
24 single terms up to six years, with one member appointed each year as appropriate
25 to maintain six members. No member shall be a past president, current board
26 member, or current TRF trustee. Members shall be selected to balance experience
27 in management, leadership development, and financial management. The
28 president or the board shall determine the time, place, manner, and notice of
29 meetings. As deemed necessary by the board or the president, the operations
30 review committee may review operational matters, including, but not limited to,
31 the effectiveness and efficiency of operations, administrative procedures, and
32 standards of conduct. The committee reports directly to the board under terms of
33 reference not in conflict with this section, prescribed by the board.

34
35 **~~17.080.~~ 17.040. *Membership on Committees.***

36 Except as otherwise provided in these bylaws, the president shall appoint the
37 members of the committees and any subcommittees after consulting the board.
38 The president shall designate the chair of each committee and subcommittee and
39 serve as an ex officio member of all RI committees.

40
41 **~~17.090.~~ 17.050. *Meetings.***

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

47
48 **~~17.100.~~ 17.060. *Term of Service.***

49 Except as otherwise provided in these bylaws, no person may serve on the same
50 RI committee for more than ~~three years~~ one term. No person who has served on a

1 committee for ~~three years~~ a full term is eligible for later appointment to the same
2 committee. This section does not apply to ad hoc committees or ex officio
3 members.

4
5 **17.070. Committee Exceptions.**

6 The provisions of sections 17.010. to 17.060. do not apply to any nominating
7 committees.

8
9 **Article 18 Fiscal Matters**

10
11 **18.050. Budget.**

12
13 **18.050.5. Annual Publication of the RI Budget.**

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

16
17 **18.080. Report.**

18 The general secretary shall publish on RI's website the audited financial
19 statements and accompanying notes and supplemental schedules (if any), as well
20 as an annual report no later than 31 December after the fiscal year end. The
21 report shall general secretary shall also report, by individual office, clearly show
22 all expenses reimbursed to, and all payments made on behalf of, the president,
23 office of the president, president-elect, president-nominee, and each director and
24 director-elect. ~~The report shall contain the expenditures of the board, the annual~~
25 ~~convention, and each major division of the administration and the operations of~~
26 ~~the secretariat, and be accompanied by a statement comparing each of these~~
27 ~~items with the budget adopted in accordance with subsection 18.050.1., or, if~~
28 ~~revised, in accordance with subsection 18.050.2. The report shall contain full~~
29 ~~details of any expenditure varying from the approved budget by over 10 percent~~
30 ~~in each category. The report shall be distributed to each current and past RI~~
31 ~~officer and available to any club or Rotaract club upon request. The general~~
32 ~~secretary shall send the report for the year before a council on legislation to all~~
33 ~~council members at least 30 days before the council convenes.~~

34
35 **Article 22 The Rotary Foundation**

36
37 **22.040. Report of Trustees.**

38 The trustees shall report to RI at least annually on TRF's programs and finances.
39 ~~The annual report~~ general secretary shall also report, by individual office, clearly
40 show all expenses reimbursed to, and all payments made on behalf of, each
41 trustee.

(End of Text)