

# PROPOSED ENACTMENT 22-10 *Yes*

To add equity and inclusion to the building of a well-balanced membership

**Proposer(s):** Rotary Club of Annanagar Aadithya, District 3232, India

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

## 2 3 **Article 4 Membership in Clubs**

### 4 5 **4.070. Diversity of Membership.**

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

(End of Text)

## **PURPOSE AND EFFECT**

13 Diversity is rightly included among the core values of Rotary, along with  
14 Friendship, Integrity, Service, and Leadership. Diversity ensures that different  
15 perspectives, cultures, and values are accepted, appreciated, and celebrated. To  
16 Diversity, we would like to add the values of Equity and Inclusion:

- 17 • in diversity lies zest, beauty, and power;
- 18 • in equity lies the harnessing of talent, and competence; and
- 19 • in inclusion lies unity and satisfaction with the Rotary experience.

20  
21 The human family is what Rotary seeks to create on earth. This enactment refers  
22 to the feeling of family that ensures lifelong relationships in every club.

## **FINANCIAL IMPACT** *Yes*

23 This enactment would have no substantial financial impact on RI.

*Yes Yes 88  
5/ NO 11*

*11:20*



PROPOSED ENACTMENT 22-13 Yes

To remove the requirement that a member must work or reside in the locality of their club

Proposer(s): Rotary Club of East Sacramento, District 5180, USA

1 To amend the CONSTITUTION of Rotary International as follows

2

3 Article 5 Membership

4

5 Section 2 — Composition of Clubs.

6 (a) A club shall be composed of adult persons who demonstrate good  
7 character, integrity, and leadership; possess good reputation within their  
8 business, profession, occupation, and/or community; and are willing to  
9 serve in their community and/or around the world and having their place of  
10 business or residence located in the locality of the club or the surrounding  
11 area. A member moving from the locality of the club or the surrounding  
12 area may retain membership in the club where the member's board grants  
13 such permission and said member continues to meet all conditions of club  
14 membership.

15

16 And to amend the STANDARD ROTARY CLUB CONSTITUTION as follows

17

18 Article 13 Duration of Membership Yes

19

20 Section 2 — Automatic Termination.

21 (a) ~~Exceptions.~~ Membership shall automatically terminate when a member no  
22 longer meets the membership qualifications, ~~except that when a member~~  
23 ~~moves from the locality of this club or the surrounding area, but continues~~  
24 ~~to meet all conditions of club membership, the board may:~~

- 25 (1) ~~allow a member to remain in this club; or~~
- 26 (2) ~~grant a special leave of absence, not to exceed one year, to enable the~~  
27 ~~member to visit and become known to a club in the new community.~~

28 (b) (a) ~~Rejoining.~~ When a member in good standing has their membership  
29 terminated as described in subsection (a), that person may apply for  
30 membership again, under the same or another business, profession,  
31 occupation, community service, or other classification.

32 (e) (b) ~~Termination of Honorary Membership.~~ Honorary membership shall  
33 automatically terminate at the end of the term of membership set by the  
34 board, unless extended. The board may revoke an honorary membership at  
35 any time.

(End of Text)

Yes - 84  
NO - 15  
Necessary 2/3  
to pass



**PURPOSE AND EFFECT**

1 This proposal would eliminate the requirement that a member work or live in the  
2 locality or surrounding area of his/her club and would align the RI Constitution  
3 and the Standard Rotary Club Constitution with RI's other governance  
4 documents, as well as current club practices. As written, Article 5, Section 2(a) of  
5 the RI Constitution and Article 13, Section 2(a) of the Standard Rotary Club  
6 Constitution require members to have a local presence with their clubs through  
7 business or residence. They are inconsistent with the structure of certain Rotary  
8 clubs and limit, rather than expand, membership.

9  
10 The world's first online-only Rotary club was successfully chartered in 2002 and  
11 has members from multiple countries and continents. Since then, other e-clubs  
12 and passport clubs have been formed and are growing. They allow flexibility,  
13 affordability, and accessibility and do not require members to have a physical  
14 presence in a particular locality.

15  
16 With the advancement of technology, people of all ages and backgrounds,  
17 particularly those who are younger, have family and job commitments, or are  
18 financially limited, should be encouraged to join a Rotary club that appeals to  
19 them and fits their needs. Rotary clubs should have the ability to develop  
20 membership beyond their geographical limits if the club and the prospective  
21 member have shared values and interests.

22  
23 The COVID-19 crisis has increased the use of online platforms to conduct  
24 meetings and enabled people to connect with Rotary clubs in ways and across  
25 localities that were not previously utilized. For many, this has broadened their  
26 awareness of Rotary and opportunities for service. While in-person meetings  
27 remain essential for community projects, events, and relationships, it is time and  
28 appropriate for clubs to expand their reach to those who want to join and offer  
29 their services, regardless of where they work and live.

**FINANCIAL IMPACT**

30 This enactment would have no substantial financial impact on RI.

**PROPOSAL**

To allow:

**Propose**

1 To amend

2

3 **Article 4**

4

5 **4.100. S**

6 **Members**

(Subsequent)

**PURPOSE**

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8 data to show

9

10 All of Rotary

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13 any Rotary

14 sponsor work

15 officially approved

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17 The proposal

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19 per capita d

**FINANCIAL**

20 This enactment

21 membership

22 online Mem

PROPOSED ENACTMENT 22-14 *Yes*

To allow active members to propose prospective members in any club

**Proposer(s):** Rotary Club of Itajaí-Porta do Vale, District 4652, Brazil

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

2  
3 **Article 4 Membership in Clubs**

4  
5 **4.100. Sponsorship of Members.**

6 Members may propose prospective members for membership in any club.

(Subsequent sections will be renumbered as appropriate)

(End of Text)

**PURPOSE AND EFFECT**

7 Despite the persistent recruiting efforts of RI, districts, and clubs, there is little  
8 data to show that membership has substantially increased for RI.

9  
10 All of Rotary should be able to benefit from the extensive network of friendships  
11 and professional relationships maintained by Rotarians. This proposal would  
12 enable active members to propose and sponsor new Rotarians' membership in  
13 any Rotary club, in addition to that of the active member. In such a scenario, the  
14 sponsor would be recognized for referrals that end up successfully joining a club  
15 officially affiliated with RI.

16  
17 The proposal is very much in line with the actions already being taken by RI to  
18 attract new members. It will support these initiatives and also generate additional  
19 per capita dues revenue for RI.

**FINANCIAL IMPACT**

20 This enactment would have no substantial financial impact on RI. In addition,  
21 membership referrals to other clubs are already permitted through Rotary's  
22 online Membership Leads tool.

*No*

*Yes 68  
No 31*

*A10  
Furrow - Rod  
All 9*

work or live in the  
RI Constitution  
Finance  
5, Section 2(a) of  
Rotary Club  
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# PROPOSED ENACTMENT 22-15

Yes

To amend the provisions for membership in a satellite club

**Proposer(s):** District 5060, Canada and USA

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

2

## 3 **Article 1 Definitions**

- 4 1. Board: The RI Board of Directors.  
5 2. Club: A Rotary club.  
6 3. Constitutional documents: The RI constitution and bylaws, and the standard Rotary club constitution.  
7 4. Governor: The governor of a Rotary district.  
8 5. Member: A member, other than an honorary member, of a Rotary club.  
9  
10  
11 6. RI: Rotary International.  
12 7. RIBI: The administrative territorial unit of RI in Great Britain and Ireland.  
13  
14 8. Rotaract club: A club of young adults.  
15 9. Rotaractor: A member of a Rotaract club.  
16 10. Satellite club: A potential club whose members are also members of the sponsor a club.  
17  
18 11. TRF: The Rotary Foundation.  
19 12. In Writing: A communication capable of documentation, regardless of the method of transmission.  
20  
21 13. Year: The twelve-month period beginning 1 July.

## 22 **Article 4 Membership in Clubs**

Yes

### 23 **4.040. Prohibited Dual Memberships.**

24 No member shall simultaneously:

- 25  
26 (a) belong to more than one club, other than a satellite of that a club; or  
27 (b) be an honorary member in the same club.  
28

29 And to amend the **STANDARD ROTARY CLUB CONSTITUTION** as follows

## 30 **Article 1 Definitions**

- 31  
32 1. Board: The Board of Directors of this club.  
33 2. Bylaws: The bylaws of this club.  
34 3. Director: A director on this club's Board.  
35 4. Member: A member, other than an honorary member, of this club.  
36 5. RI: Rotary International.  
37 6. Satellite club: A potential club whose members shall also be members  
38 (when applicable): of this a club.  
39

Yes  
No  
697  
34



- 1 7. In Writing: A communication capable of documentation, regardless  
2 of the method of transmission.  
3 8. Year: The twelve-month period beginning 1 July.  
4

5 **Article 8 Membership**  
6

- 7 **Section 4 — Satellite Club Members.** Members of a satellite club of this club  
8 shall also be members of this a club until the satellite club is admitted to RI  
9 membership as a Rotary club.  
10 **Section 5 — Prohibited Dual Memberships.** No member shall simultaneously  
11 (a) belong to this and another club other than a satellite of this a club, or  
12 (b) be an honorary member in this club.

(End of Text)

**PURPOSE AND EFFECT**

- 13 Satellite clubs are an effective tool for growing new and innovative Rotary clubs.  
14 It is often the case that clubs that have operated successfully for many years have  
15 customs and traditions that are not necessarily attractive to potential new  
16 members, but the current membership of these clubs has enjoyed these traditions  
17 and is not interested in significant change.  
18  
19 In a geographical region in which there may be several different Rotary clubs, the  
20 formation of an alternate style of satellite club provides the opportunity for new  
21 growth. The limitation that all members of the satellite club must be members  
22 only of the host Rotary club limits the rate of potential growth since members of  
23 one Rotary club are not enthusiastic about sponsoring a new member into a  
24 Rotary club that is not their own.  
25  
26 Removing the single-club membership requirement allows all Rotarians in a  
27 community to actively encourage new members who are interested in  
28 participating with an alternative type of club, such as a satellite club.

**FINANCIAL IMPACT**

- 29 This enactment would have a financial impact on RI which cannot be determined  
30 at this time. Cost would be dependent on the scope and extent of support  
31 provided by the RI Board to accomplish this goal.

PROPOS

To state that

Proposer

1 To amend

2

3 **Article**

4

5 **17.08**

6 Except

7 mem

8 **Con**

9 the

10 of

11

12

13

14



# PROPOSED ENACTMENT 22-18 *yes*

To state that Rotaractors may be members of RI committees

**Proposer(s):** Board of Directors of RI

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

2  
3 **Article 17 Committees**

4  
5 **17.080. Membership on Committees.**

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

(End of Text)

## PURPOSE AND EFFECT

11 With the elevation of Rotaract to a unique membership type in 2019, this  
12 enactment allows Rotaractors to apply for and be eligible to serve on any RI  
13 committee. At present, the RI Bylaws provide only for the appointment of  
14 Rotarians to RI committees unless otherwise stated.

## FINANCIAL IMPACT *yes*

15 This enactment would have no substantial financial impact on RI.

*Yes 83  
No 16*

*2:15*



# PROPOSED ENACTMENT 22-20

To revise the timeline for president and director elections

Proposer(s): Board of Directors of RI

Yes

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

## 3 Article 10 Nominations and Elections for President

5 **10.030. Election of Members to the Nominating Committee for President.**

7 10.030.3. *Two or More Eligible Past Directors from a Zone.*

8 If there are two or more eligible, willing, and able past directors, the member and  
9 alternate member of the committee shall be elected in a club ballot.

11 10.030.3.1. *Ballot Procedure.*

12 The general secretary shall prepare a single transferable ballot, with the names of  
13 all eligible past directors in alphabetical order. The general secretary shall send a  
14 ballot with photographs and biographical statements of each past director to each  
15 club in the zone by 15 May. The completed ballot shall be returned to the general  
16 secretary at the World Headquarters by ~~30 June~~ 15 June. The number of a club's  
17 votes is determined by the formula in subsection 15.050.1.

19 10.030.4. *Balloting Committee Meeting.*

20 A balloting committee, appointed by the president, meets at a time, place, and  
21 manner determined by the president to examine and count the ballots, no later  
22 than ~~10 July~~ 25 June. Within five days of meeting, the balloting committee shall  
23 certify the balloting results to the general secretary.

25 **10.040. Committee Procedure.**

27 10.040.3. *Forwarding Names to Committee.*

28 The general secretary shall, between 1 May and 15 May, notify eligible Rotarians  
29 and ask if they are willing to be considered for nomination for president. The  
30 deadline for notifying the general secretary of willingness to serve is ~~30 June~~ 15  
31 June. Those Rotarians not responding to the general secretary by ~~30 June~~ 15  
32 June will not be considered by the nominating committee. The general secretary  
33 shall forward the list of those willing to serve to the nominating committee and to  
34 any Rotarian upon request at least one week before the committee meeting.

35 **10.070. Additional Nomination by Clubs.**

36 In addition to the nomination made by the committee, challenges may be made  
37 in the following manner:

39 10.070.1. *Candidate Previously Considered and Concurrence.*

40

Yes → AMENDED  
SUSPENDED  
SHORTENED TIME  
Yes 45  
NO 54

Yes 85  
NO 14



1 Any club may suggest as a challenging candidate a Rotarian who notified the  
 2 general secretary pursuant to subsection 10.040.3. of their willingness to be  
 3 considered for nomination for president through a resolution adopted by the  
 4 club. The resolution must be supported by a concurrence of at least a majority of  
 5 the clubs in the district obtained at a district conference or through a club ballot.  
 6 The concurrence must be certified to the general secretary by the governor. The  
 7 resolution must be accompanied by a written statement from the challenging  
 8 candidate agreeing to have the candidacy submitted to the clubs for  
 9 endorsement. The requirements must be received by ~~1 October~~ 15 September.  
 10

11 **10.070.2. Notification to Clubs of Challenging Candidates.**  
 12 After ~~1 October~~ 15 September, the general secretary shall notify the clubs of the  
 13 suggested challenging candidates and provide them with an endorsement form.  
 14

15 **10.070.4. Endorsement of Challenging Candidate.**  
 16 If on ~~15 November~~ 1 November, any challenging candidate has been endorsed by  
 17 1 percent of the clubs comprising the membership of RI as of the most recent club  
 18 invoice, with at least half of the endorsements from clubs in zones other than that  
 19 of the challenging candidate(s), the challenging candidate(s) and the committee's  
 20 nominee shall be balloted on as provided in section 10.090. If the challenging  
 21 candidate(s) fails to receive the prescribed endorsements by ~~15 November~~ 1  
 22 November, the president shall declare the committee's nominee to be the  
 23 president-nominee.  
 24

25 **10.090. Club Ballot.**  
 26 The procedure for electing a president by a club ballot as provided in section  
 27 10.070. shall be as follows:  
 28

29 **10.090.3. Distribution of Ballot.**  
 30 The balloting committee shall send the ballot to each club by ~~15 February~~ 1  
 31 January, with instructions that the completed ballot be returned to the balloting  
 32 committee at World Headquarters by ~~15 April~~ 15 February. The ballot shall  
 33 include photographs and biographical statements of the candidates.  
 34

35 **10.090.4. Club Voting.**  
 36 The number of a club's votes is determined by the formula in subsection 15.050.1.  
 37

38 **10.090.5. Balloting Committee Meeting.**  
 39 The balloting committee shall meet at a time, place, and manner determined by  
 40 the president, no later than ~~20 April~~ 20 February. The committee shall examine  
 41 and count the ballots. The balloting committee shall certify the results to the  
 42 general secretary within five days.  
 43

44 **10.090.6. Counting of Votes.**  
 45 The candidate receiving a majority of the votes shall be declared the president-  
 46 elect. The voting shall take into account the second and subsequent choices where  
 47 necessary.

1 10.090.7.  
 2 The presid  
 3 April 25 F  
 4  
 5 **Article 11**  
 6  
 7 **11.030. Cl**  
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 37 clubs in the zon

**PURPOSE AN**

38 The timelines fo  
 39 established whe  
 40 Secretariat. As b  
 41 these elections, v  
 42 known sooner.



1 10.090.7. *Announcement of President-elect.*  
2 The president shall announce the name of the president-elect no later than ~~25~~  
3 ~~April~~ 25 February.  
4

5 **Article 11 Nominations and Elections for Directors**  
6

7 **11.030. Club Ballot Procedure.**  
8

9 11.030.3. *Deadline for Receipt of Ballots.*  
10 The general secretary shall send the ballot including photographs and  
11 biographical statements to each club in the zone or section no later than the  
12 following 31 December. The ballot shall be sent with instructions that the  
13 completed ballot must be returned to the general secretary at the World  
14 Headquarters no later than ~~1 March~~ 1 February.  
15

16 11.030.5. *Balloting Committee.*  
17 The president shall appoint a balloting committee to examine and count ballots.  
18 The committee shall meet at a time, place, and manner determined by the  
19 president, no later than ~~5 March~~ 5 February. The committee shall certify the  
20 results to the general secretary within five days.  
21

22 11.030.7. *Announcement of Director-nominee.*  
23 The president shall announce the name of the director-nominee selected no later  
24 than ~~10 March~~ 10 February.  
25

26 11.030.8. *Tie Vote.*  
27 If a club ballot results in a tie for director-nominee, a second club ballot shall be  
28 conducted. The general secretary shall prepare and send the ballots, which shall  
29 include the names of the candidates who tied in the first club ballot, biographical  
30 statements, and photographs. The ballots and other materials shall be sent to  
31 each club in the zone or section by ~~15 March~~ 15 February with instructions that  
32 the completed ballot be returned to the general secretary at the World  
33 Headquarters no later than the following ~~1 May~~ 1 April. The balloting committee  
34 shall meet at a time, place, and manner determined by the president to count the  
35 ballots, no later than ~~5 May~~ 5 April. The balloting committee shall certify the  
36 results to the general secretary within five days. The president shall inform all  
37 clubs in the zone of the director-nominee no later than ~~10 May~~ 10 April.

(End of Text)

**PURPOSE AND EFFECT**

38 The timelines for mail ballots in RI director and president elections were  
39 established when paper ballots had to be mailed from and returned to the  
40 Secretariat. As balloting is now conducted electronically, the time periods for  
41 these elections, when needed, can be shortened so that the outcome will be  
42 known sooner.



# PROPOSED ENACTMENT 22-21

To amend the qualifications for director and membership on the director nominating committee

**Proposer(s):** Board of Directors of RI

Yes

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

2

3 **Article 5 Board of Directors**

4

5 **5.080. Terms and Qualifications of Directors.**

6

7 5.080.2. *Qualifications.*

8 A candidate shall have served a full term as governor before being proposed for  
9 director (unless the board determines that shorter service suffices), and at least  
10 three years must have elapsed since the candidate's service as governor. The  
11 ~~candidate shall have attended at least two Rotary institutes and one convention~~  
12 ~~in the 36-month period before being proposed.~~ No person who served a full term  
13 as director, as defined in the bylaws or as determined by the board, may again be  
14 a director except as president or president-elect.

15

16 **Article 11 Nominations and Elections for Directors**

Yes

17  
18 **11.020. Selection of Director-nominee and Alternate by Nominating Committee**  
19 **Procedure.**

20

21 11.020.3. *Membership on Nominating Committee.*

22 A nominating committee shall consist of one member from each district in the  
23 zone or section elected by the clubs of the district as provided. Each member shall  
24 be a past governor at the time of election, who is a member of a club in the  
25 relevant zone or section. ~~The members shall have attended (a) at least two Rotary~~  
26 ~~institutes of the zone from which the director is being nominated and (b) one~~  
27 ~~convention in the three years before serving on the committee. A district may, by~~  
28 ~~a resolution adopted at a district conference by a majority vote of the electors~~  
29 ~~present and voting, dispense with some or all of requirements (a) or (b), if the~~  
30 ~~resolution applies only to the next nominating committee. Members shall be~~  
31 elected for a term of one year. Directors or past directors shall not be eligible for  
32 membership on the nominating committee. No Rotarian shall serve more than  
33 twice as a member of the nominating committee. Each member shall have one  
34 vote.

(End of Text)

O Ted  
MACHMAN

Yes 57  
No 48



## **PURPOSE AND EFFECT**

- 1 Currently, all candidates for director and membership on the director-
- 2 nominating committee must have attended at least two Rotary institutes and one
- 3 convention in the previous 36 months. In some parts of the Rotary world,
- 4 particularly where there has not been a nearby convention in the preceding three
- 5 years, there are few Rotarians who meet this qualification. Thus, this requirement
- 6 may inadvertently be preventing otherwise qualified candidates from being
- 7 eligible to serve in these roles. Eliminating these requirements will help expand
- 8 the number of Rotarians that are eligible to serve in these two positions.

## **FINANCIAL IMPACT**

- 9 This enactment would have no substantial financial impact on RI.



Yes

Y let  
N 36

# PROPOSED ENACTMENT 22-27

To authorize the Board to remove a Rotarian's past officer status

**Proposer(s):** Board of Directors of RI

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

## 2 Article 6 Officers

### 3 6.050. Removal of Past Officer Status.

4  
5 The board, for cause, may remove a Rotarian's past officer status even though  
6 they have served as a past officer. A Rotarian who has been determined by the  
7 board to no longer be considered to be a past RI officer shall not be eligible to  
8 serve in any office referenced in these bylaws for which serving as a past officer is  
9 required. Prior to the board taking this action, the Rotarian shall be given an  
10 opportunity to provide reasons as to why this action should not be taken.  
11 Removal of an individual's past officer status requires a two-thirds vote of the  
12 entire board.

(Subsequent sections will be renumbered as appropriate)

MOTION MADE TO  
REFER TO BOARD  
257 YES 53  
210 NO 44

MOVED TO  
RECONSIDER  
Y 57  
N 42

FOR A HEARING!

(End of Text)

## PURPOSE AND EFFECT

Yes AS  
AMENDED

14 This item comes from RI's Operations Review Committee. In certain  
15 circumstances the Board currently may determine that a past officer will no  
16 longer be considered to be a past officer of RI. The grounds for this determination  
17 may include, but are not limited to, a finding that the past officer has been  
18 involved in criminal activity, financial malfeasance, fraud, harassment, election  
19 interference, lawsuits against Rotary, its officers, or clubs, ~~or has acted in a manner~~  
20 ~~inconsistent with the Rotarian Code of Conduct, or has engaged in any other~~  
21 ~~action or activity that the Board considers to be inconsistent with the standard of~~  
22 ~~conduct appropriate for a past officer.~~

23 However, the Board's determination not to consider a Rotarian to be a past  
24 officer of RI does not currently prevent the person from seeking offices in RI for  
25 which serving as a past officer is a prerequisite. The proposed legislation would  
26 remove this inconsistency so that any Rotarian whose past officer status is  
27 removed will not be considered a past officer for any purpose.  
28

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STRIKEN)

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3 words  
Added  
LINES AND  
STRIKEN  
FOR PURPOSE +  
EFFECT 55



# PROPOSED ENACTMENT 22-28

To revise the process for changing sections in a zone

Proposer(s): Board of Directors of RI ✓

yes

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

2

## 3 Article 11 Nominations and Elections for Directors

4

5 **11.010. Nominations for Directors by Zones.**

6

7 11.010.4. *Realignment of Zones.*

8 Any new alignments can be made by the board.

9

10 11.010.5. *Sections Within Zones.*

11 The board may create, modify, or eliminate sections in zones in order to rotate  
12 the directorship within a zone by nominating RI directors on a schedule set by  
13 the board, based on an approximately equal of number of Rotarians. ~~Except for~~  
14 ~~zones that include clubs in RIBI, no such section shall be created, modified, or~~  
15 ~~eliminated over the objection of a majority of the clubs in the zone.~~

(End of Text)

## 16 PURPOSE AND EFFECT *yes*

17 Currently, RI Bylaws subsection 11.010.4. provides that the Board may create and  
18 modify zones. RI Bylaws subsection 11.010.5. states that the Board may also  
19 create and modify sections in zones when needed to ensure that the directorship  
20 rotates within the zone. Currently, 10 of the 34 zones are sectioned.

21 While the Board can make changes to zone boundaries, the final sentence in  
22 subsection 11.010.5. limits the Board's authority to create or modify sections  
23 within zones and is inconsistent with subsection 11.010.4. This legislation would  
24 clarify that the right to modify zones includes the right to modify sections within  
25 zones.

## FINANCIAL IMPACT

26 This enactment would have no substantial financial impact on RI.

28  
97-NO 80  
YES 20



# PROPOSED ENACTMENT 22-32

To amend the officers of RIBI

**Proposer(s):** General Council of RIBI, England

Yes

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

2

## 3 **Article 7 Officers**

4 **Section 1 — Titles.** The officers of RI shall be president, president-elect, vice-  
5 president, treasurer, other directors, general secretary, district governors, and  
6 the ~~president, immediate past president, vice-president~~ chair, chair-elect, and  
7 honorary treasurer of RI in Great Britain and Ireland.

8

9 And to amend the **BYLAWS** of Rotary International as follows

10

## 11 **Article 11 Nominations and Elections for Directors**

12

13 **11.040. Nominations for Officers of RIBI.**

14

14 Nominees for ~~president, vice-president~~ chair, chair-elect, and honorary treasurer  
15 of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of  
16 RIBI.

16

(End of Text)

## PURPOSE AND EFFECT

Yes

17 This enactment simply changes the title of the Rotarian who chairs the RIBI  
18 General Council from "president" to "chair" and updates the RI officers from  
19 within RIBI. In the rest of the Rotary world, the title "president" applies only to  
20 club presidents and the president of RI. This enactment seeks to remove any  
21 potential confusion between the RIBI president and the president of RI.

## FINANCIAL IMPACT

22 This enactment would have no substantial financial impact on RI.

423 Yes 9/1  
43 No 9  
meets 2/3



# PROPOSED ENACTMENT 22-38

Yes

To authorize the Board to suspend or terminate a club or Rotaract club for initiating litigation against a district

**Proposer(s):** District 4590, Brazil

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

2

## 3 **Article 3 Resignation, Suspension or Termination of Membership in** 4 **RI**

5

6 **3.020. Board Discipline, Suspension, or Termination of a Club or Rotaract**  
7 **Club.**

8

9 3.020.1. *Suspension or Termination.*

10 The board may suspend or terminate a club or Rotaract club that:

11

12 (c) initiates or maintains, or retains a member or Rotaractor who initiates or  
13 maintains, litigation against RI, ~~or TRF~~, or the district, including their  
14 directors, trustees, officers, agents, and employees, before exhausting all  
15 remedies in the constitutional documents; or

(End of Text)

(NO ONE  
SPOKE  
AGAINST)

REFER  
TO  
COMAD

132 YES 73  
130 NO 26

### PURPOSE AND EFFECT

16 The purpose of this proposal is to discourage the use of litigation against the  
17 district as an incorporated entity. It would also complement the existing  
18 provision of using mediation or arbitration to solve conflicts between individuals  
19 and Rotary institutions, RI Bylaws section 24.010., in which the district is already  
20 included as an admissible party in disputes that require mediation or arbitration.

21

22 It is indicated in subsection 3.020.1. that the RI Board may impose sanctions,  
23 such as suspension or termination, upon clubs maintaining in their membership  
24 a person who initiates legal claims against Rotary institutions. However, no  
25 mention is made of the district as an incorporated entity, even though Rotary  
26 officers, such as governors, are included.

27

28 The amendment aims to remedy this omission and reinforce the obligation to  
29 resort to mediation and arbitration prior to the pursuit of legal action. By  
30 preventing unnecessary litigation, we can reduce legal expenses, mitigate  
31 interpersonal relationship issues, fulfill the premises of The Four-Way Test and,  
32 above all, preserve Rotary's public image.

Yes

11 - 11/11/20



# PROPOSED ENACTMENT 22-39

To amend the provisions regarding RI committees

Proposer(s): Board of Directors of RI ✓ *Yes*

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 (a) audit
- 8 (b) constitution and bylaws
- 9 (c) districting
- 10 (d) election review
- 11 (e) finance
- 12 (f) membership
- 13 (g) operations review
- 14 (h) strategic planning

*376 Yes 78  
104 NO 21*

15

- 16 (a) ~~communications~~ with six members, two appointed each year for three-year terms;
- 17 (b) ~~constitution and bylaws~~ with three members, one appointed each year for a three-year term, except that in the year of the council on legislation there shall be four members, with the most recent past member serving a fourth year;
- 18 (c) ~~conventions~~ with six members, including the chair of the host organization for the convention. The president may appoint as chair a Rotarian who previously served for two years as a member of a conventions committee but not as chair. In addition to the chair of a convention committee, one other member may be a person who previously served on a convention committee;
- 19 (d) ~~districting~~ with three members, one appointed each year from the board for a three-year term;
- 20 (e) ~~election review~~ with six members, two appointed each year for three-year terms;
- 21 (f) ~~finance~~ with eight members, six serving three-year terms with two members appointed each year, plus the RI treasurer and one board member appointed by the board, both serving one-year terms as non-voting members; and
- 22 (g) ~~Rotaract~~ with three members, one appointed each year for a three-year term, plus three Rotaractors, with the committee co-chaired by one member and one Rotaractor.

35

### 36 **17.020. Other Committees.**

37 The board may establish other committees, as needed, and For standing and other committees, the board shall determine, subject to the provisions of section 17.100.:

- 38 (a) the number of members;
- 39



- 1 (b) the terms of members;
- 2 (c) the qualification of members;
- 3 (e) (d) the duties and authority; and
- 4 (d) (e) the continuity of members from year to year.

5  
6 For those committees serving both RI and TRF, the Board and Trustees shall jointly  
7 determine the number, terms, qualifications, duties, and continuity of members from  
8 year to year.

9  
10 **17.030. Special Committees Exceptions.**

11 The provisions of sections 17.010., 17.020., 17.080., and 17.090. 17.040., and 17.050. do  
12 not apply to any nominating committees or any committee formed under sections  
13 17.040. - 17.070.

14  
15 **17.040. Membership Committee.**

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

19  
20 **17.050. Strategic Planning Committee.**

21 The board and the TRF trustees shall appoint a strategic planning committee with eight  
22 members. Two members shall be appointed each year, one by the board and one by the  
23 trustees, for four year terms. No member shall be a board member, a TRF trustee, or a  
24 past president. The chair and vice chair shall be jointly appointed by the RI president  
25 and the TRF chair. Members who served fewer than three years may be reappointed.  
26 Members shall be selected to balance experience in long term planning, RI or TRF  
27 programs and activities, and financial management. The committee shall meet as  
28 decided by the president, the board, the TRF chair, or the TRF trustees.

29  
30 **17.060. Audit Committee.**

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

45  
46 **17.070. Operations Review Committee.**

1 The board-  
2 terms up to  
3 six member  
4 TRF trustee  
5 leadership-  
6 determine-  
7 board or the  
8 matters, inci  
9 administrati  
10 the board un  
11 board.

12  
13 **17.080. 17.0**  
14 Except as oth  
15 of the commi  
16 shall designat  
17 member of all

18  
19 **17.090. 17.0**  
20 Except as othe  
21 place, manner,  
22 of the member  
23 present at a me

24  
25 **17.100. 17.05**  
26 Except as other  
27 committee for r  
28 committee for t  
29 committee. This

30  
31 **17.060. Commi**  
32 The provisions o  
33 committees.

34  
35 **17.110. 17.070.**  
36 The general secre  
37 provides. The ger

38  
39 **17.120. 17.080.**  
40 A majority of all c  
41 provided in the by

42  
43 **17.130. 17.090. l**  
44 A committee may c  
45 procedure prescrib

46  
47 **17.140. 17.100. A**



1 The board shall appoint an operations review committee with six members, for single  
2 terms up to six years, with one member appointed each year as appropriate to maintain  
3 six members. No member shall be a past president, current board member, or current  
4 TRF trustee. Members shall be selected to balance experience in management,  
5 leadership development, and financial management. The president or the board shall  
6 determine the time, place, manner, and notice of meetings. As deemed necessary by the  
7 board or the president, the operations review committee may review operational  
8 matters, including, but not limited to, the effectiveness and efficiency of operations,  
9 administrative procedures, and standards of conduct. The committee reports directly to  
10 the board under terms of reference not in conflict with this section, prescribed by the  
11 board.

12

13 ~~17.080.~~ **17.030.** *Membership on Committees.*

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

18

19 ~~17.090.~~ **17.040.** *Meetings.*

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

24

25 ~~17.100.~~ **17.050.** *Term of Service.*

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

30

31 **17.060.** *Committee Exceptions.*

32 The provisions of sections 17.010. to 17.050. do not apply to any nominating  
33 committees.

34

35 ~~17.110.~~ **17.070.** *Secretary of Committees.*

36 The general secretary is the secretary of all committees, unless the board otherwise  
37 provides. The general secretary may appoint another person to serve as secretary.

38

39 ~~17.120.~~ **17.080.** *Quorum.*

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

42

43 ~~17.130.~~ **17.090.** *Manner of Conducting Business.*

44 A committee may conduct business by any manner of communication under rules of  
45 procedure prescribed by the board, unless contrary to the bylaws.

46

47 ~~17.140.~~ **17.100.** *Authority over Committees.*

shall be  
members  
the board,  
committee  
reports, the  
members. The  
in conflict with  
up to three  
determine the  
terms, the  
notice. The  
serve as a liaison



1 All committees are subject to board control and supervision pursuant to subsection  
2 5.010.2.(c). All committee actions and decisions are subject to board approval, except  
3 the decision of the nominating committee for president in selecting a president-  
4 nominee. However, the board has jurisdiction over all actions and decisions that are in  
5 violation of article 13.

(End of Text)

#### PURPOSE AND EFFECT

6 This item comes from the Board's Working Group on Committees. Having committees  
7 mandated in the RI Bylaws creates inflexibility and for most nonprofit boards, the  
8 creation of standing committees is a governance function reserved to the Board. In  
9 addition, the terms of reference for some of the committees are often vague and the  
10 committee's goals are unclear. This proposal would require the Board to establish  
11 certain key committees each year, and allow the Board to establish other committees as  
12 needed.

#### FINANCIAL IMPACT

13 This enactment could have a financial impact on RI which cannot be determined at this  
14 time. An increase or decrease in expenses is contingent upon the number of members in  
15 each committee and the number of in-person meetings each committee has per year.

## PROPO

To increase p

Proposer(s)

1 To amend the

2

3 **Article 18 F**

4

5 **18.030. Due**

6

7 18.030.1. Per

8 Each club pay

9 half-year in 20

10 year in 2021-

11 year in 2023 -

12 year in 2025 -

13 by the council

#### PURPOSE A

14 Revenue source

15 addition, there

16 funding activit

17 and others. Me

18 RI core revenu

19 earnings accou

20 unpredictable i

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22 When deciding

23 support of the I

24 forecast. The fo

25 membership nu

26 projects, among

27 the forecast and

28 that RI is able to

29 This enactment

30

31 Therefore, this e

32 increase of US\$:

33 2025-2026. Thi



# PROPOSED ENACTMENT 22-46

To increase per capita dues

Yes

**Proposer(s):** Board of Directors of RI

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

2  
3  
4  
5  
6

## Article 18 Fiscal Matters

### 18.030. Dues.

#### 18.030.1. Per Capita Dues.

8 Each club pays per capita dues to RI for each member as follows: ~~US\$34.00 per~~  
9 ~~half year in 2019 - 20, US\$34.50 per half year in 2020 - 21, US\$35.00 per half~~  
10 ~~year in 2021 - 22, and US\$35.50 per half year in 2022 - 23, US\$36.50 per half~~  
11 ~~year in 2023 - 24, US\$37.50 per half year in 2024 - 25, and US\$38.50 per half~~  
12 ~~year in 2025 - 26, and thereafter. The dues shall remain constant until changed~~  
13 by the council on legislation.

39.25  
255 Yes - 58  
97 NO - 41

37.50  
41.00  
(End of Text)

## PURPOSE AND EFFECT

14 Revenue sources for RI include membership dues and investment earnings. In  
15 addition, there are other sources of revenue that are used to support specific self-  
16 funding activities, such as the Rotary magazine, the International Convention  
17 and others. Membership dues make up approximately 95 percent of the budgeted  
18 RI core revenues (excluding revenues from self-funding activities). Investment  
19 earnings account for approximately 2.5 percent of budgeted core revenues but are  
20 unpredictable in nature and are dependent on financial market fluctuations.

21 When deciding on the per capita dues recommendation, the RI Board, with the  
22 support of the Finance Committee, carefully analyses the five-year financial  
23 forecast. The forecast takes several key factors into consideration, including  
24 membership numbers, investment earnings, inflation, and capital spending on  
25 projects, among others. They continue to review its recommendation based on  
26 the forecast and these factors up until the Council on Legislation is held to ensure  
27 that RI is able to maintain its required balanced annual budget per the RI Bylaws.  
28 This enactment may be amended based on the RI Board's continued review.

30 Therefore, this enactment would amend the RI Bylaws to provide for a dues  
31 increase of US\$2.00 per year beginning in 2023-2024 and continuing through  
32 2025-2026. This enactment aligns per capita dues revenues at levels necessary to  
33

NO



1 sustain RI's current operations and programs, and to support RI's financial  
2 sustainability for the future.

### FINANCIAL IMPACT

3 This enactment would result in an increase in per capita dues revenue for RI.  
4

5 An increase of US\$2.00 per year for three consecutive years would be equivalent  
6 to an average annual increase in dues revenue of approximately 2.73 percent.  
7

8 At current membership levels, RI revenues from per capita dues would increase  
9 by approximately US\$2.4 million for each year beginning in 2023-2024 and  
10 continue through 2025-2026.

11  
12 The RI Bylaws require a balanced annual budget.

## PROPOSE

To amend the pro  
statements

Proposer(s): B

1 To amend the *BY*.

2

3 **Article 17 Comm**

4

5 **17.060. Audit Co**

6 The board and the

7 members, each of

8 committee shall in

9 and one trustee ap

10 committee shall in

11 board members or

12 review and report t

13 the external audit, t

14 matters. The comm

15 not in conflict with

16 committee shall me

17 TRF chair, the TRF

18 place, manner, and

19 president or commi

20 The chair of the ope

21 as a liaison to the au

22

23 **Article 18 Fiscal M**

24

25 **18.080. Report.**

26 The general secretar

27 accompanying notes

28 report no later than

29 general secretary sha

30 reimbursed to, and a

31 president, president-

32 elect. The report shal

33 convention, and each

34 the secretariat, and b

35 items with the budget

36 revised, in accordance

37 details of any expendi

38 in each category. The



financial

for RI.

equivalent  
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increase  
and

# PROPOSED ENACTMENT 22-52

Yes

To amend the provisions regarding the Audit Committee and audited financial statements

**Proposer(s):** Board of Directors of RI

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

2  
3 **Article 17 Committees**

4  
5 **17.060. Audit Committee.**

6 The board and the TRF trustees shall appoint an audit committee with seven  
7 members, each of whom who shall be independent and financially literate. The  
8 committee shall include two board members appointed annually by the board  
9 and one trustee appointed annually by the TRF trustees. In addition, the  
10 committee shall include four members appointed by the board, who are not  
11 board members or trustees, for single terms of six years. The committee shall  
12 review and report to the board as appropriate on RI and TRF financial reports,  
13 the external audit, the system of internal control, internal audit, and related  
14 matters. The committee advises the board and trustees under terms of reference  
15 not in conflict with this section, prescribed by the board and trustees. The  
16 committee shall meet up to three times per year. The president, the board, the  
17 TRF chair, the TRF trustees, or the committee chair shall determine the time,  
18 place, manner, and notice of regular meetings. For additional meetings, the  
19 president or committee chair may determine the time, place, manner, and notice.  
20 The chair of the operations review committee (or the chair's designee) shall serve  
21 as a liaison to the audit committee.

107  
77  
72

22  
23 **Article 18 Fiscal Matters**

24  
25 **18.080. Report.**

26 The general secretary shall publish the audited financial statements and  
27 accompanying notes and supplemental schedules (if any), as well as an annual  
28 report no later than 31 December after the fiscal year end. The report shall  
29 general secretary shall also report, by individual office, clearly show all expenses  
30 reimbursed to, and all payments made on behalf of, the president, office of the  
31 president, president-elect, president-nominee, and each director and director-  
32 elect. The report shall contain the expenditures of the board, the annual  
33 convention, and each major division of the administration and the operations of  
34 the secretariat, and be accompanied by a statement comparing each of these  
35 items with the budget adopted in accordance with subsection 18.050.1., or, if  
36 revised, in accordance with subsection 18.050.2. The report shall contain full  
37 details of any expenditure varying from the approved budget by over 10 percent  
38 in each category. The report shall be distributed to each current and past RI

Yes



1 officer and available to any club or Rotaract club upon request. The general  
2 secretary shall send the report for the year before a council on legislation to all  
3 council members at least 30 days before the council convenes.

4  
5 **Article 22 The Rotary Foundation**

6  
7 **22.040. Report of Trustees.**

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

(End of Text)

**PURPOSE AND EFFECT**

12 The purpose of this proposed legislation is to maintain the authority,  
13 composition, and independence of the Audit Committee within the RI Bylaws.  
14 This proposal would amend language relating to the Audit Committee and would  
15 conform the 'audited annual report' with current practices regarding items  
16 reported in audited financial statements in accordance with generally accepted  
17 accounting principles as compared to the items reported in the overall  
18 organization's 'annual report'.

**FINANCIAL IMPACT**

19 This enactment would have no substantial financial impact on RI.

PRO

To ar

Pro

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