

Constitution of Rotary International

UNOFFICIAL DRAFT OF CHANGES PASSED BY 2013 COUNCIL ON LEGISLATION

This version of the Standard Rotary Club Constitution is an UNOFFICIAL EDIT based on the unofficial results of the Council on Legislation as recorded by Rotary District 6950 Delegate, PDG Tim Schuler. These changes are to take effect July 1, 2013, and the official version will be published by Rotary International. Official Changes will be noted on the RI Website or the new Manual of Procedure (2013). Clubs are encouraged, however, to begin the process of amending their Club Constitutional Documents based on these notations.

The MOP page references are to the 2010 MOP, and other than the first page, may not be accurate

Article 1 Definitions

As used in the constitution and bylaws of Rotary International, 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. Member: A member, other than an honorary member, of a Rotary club.
4. Year: The twelve-month period which begins on the first day of July.
5. RI: Rotary International.
6. Governor: A governor of a Rotary district.

Article 2 Name and Description

The name of this organization shall be Rotary International. RI is the association of clubs throughout the world.

Article 3 Purposes

The purposes of RI are:

- (a) To support the clubs and districts of RI in their pursuit of programs and activities that promote the Object of Rotary;
- (b) To encourage, promote, extend, and supervise Rotary throughout the world;
- (c) To coordinate and generally direct the activities of RI.

Article 4 Object

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

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

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

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

3
4 *Fourth.* The advancement of international understanding, goodwill, and peace through a world
5 fellowship of business and professional persons united in the ideal of service.
6

7 **Article 5 Membership**

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9 **Section 1 – How Constituted.** The membership of RI shall consist of clubs which continue to
10 perform the obligations as set forth in this constitution and the bylaws.
11

12 **Section 2 – Composition of Clubs.**

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14 (a) A club shall be composed of active members each of whom shall be an adult person of
15 good character and good business, professional and/or community reputation,
16

17 (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and
18 recognized business or profession; or
19

20 (2) holding any important position in any worthy and recognized business or profession
21 or any branch or agency thereof and have executive capacity with discretionary authority; or
22

23 (3) having retired from any position listed in sub-subsection (1) or (2) of this subsection;
24 or
25

26 (4) being a community leader who has demonstrated through personal involvement in
27 community affairs a commitment to service and the Object of Rotary; or
28

29 (5) having the status of Rotary Foundation alumnus as defined by the board
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31 (6) having interrupted employment or having never worked in order to care for children
32 or to assist their spouse in their work.
33

34 and having his or her place of business or residence located in the locality of the club or the
35 surrounding area. An active member moving from the locality of the club or the surrounding
36 area may retain membership in the club where the member's board grants such permission and
37 said active member continues to meet all conditions of club membership.
38

39 (b) Each club shall have a well-balanced membership in which no one business, profession or
40 type of community service predominates. The club shall not elect a person to active membership
41 from a classification if the club already has five or more members from that classification, unless
42 the club has more than 50 members, in which case the club may elect a person to active
43 membership in a classification so long as it will not result in the classification making up more
44 than 10 percent of the club's active membership. Members who are retired shall not be included
45 in the total number of members in a classification. The classification of a transferring or former
46 member of a club, or a Rotary Foundation alumnus as defined by the board, shall not preclude

1 election to active membership even if the election results in club membership temporarily
2 exceeding the above limitations. If a member changes classification, the club may continue the
3 member's membership under the new classification notwithstanding these limitations.

4
5 (c) The bylaws of RI may provide for active membership and honorary membership in clubs
6 and shall prescribe the qualifications for each.

7
8 (d) In countries where the word "club" has an inappropriate connotation, Rotary clubs, with
9 the approval of the board, will not be obliged to use it in their names.

10
11 **Section 3 – Ratification of Constitution and Bylaws.** Every club granted a certificate of
12 membership in RI and accepting the same thereby accepts, ratifies, and agrees to be bound in all
13 things, not contrary to law, by this constitution and the bylaws of RI, and amendments thereto,
14 and to faithfully observe the provisions thereof.

15
16 **Section 4 – Exceptions.** Notwithstanding any other provision of this constitution or of the
17 bylaws of RI or the standard club constitution, the board, as a pilot project, may admit into
18 membership or permit the reorganization of up to ~~200~~ 1,000 clubs with provisions in their
19 constitutions not in accordance with this constitution and bylaws of RI. Such pilot project may
20 extend for a period not exceeding six years. Upon the conclusion of any such pilot project, the
21 constitutions of all clubs admitted into membership or permitted to reorganize shall be the
22 standard club constitution as in effect at that time.

23 24 **Article 6 Board of Directors**

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27 **Section 1 – How Constituted.** The board of directors shall be nineteen in number. The
28 president of RI shall be a member and chairman of the board. The president-elect of RI shall be
29 a member of the board. Seventeen directors shall be nominated and elected in accordance with
30 the provisions of the bylaws.

31
32 **Section 2 – Powers.** The affairs and funds of RI shall be under the direction and control of the
33 board in conformity with this constitution and the bylaws and the Illinois General Not-for-Profit
34 Corporation Act of 1986, and any amendments thereto. In exercising such direction and control
35 over the funds of RI, the board may, as fixed by the budget or budgets provided for in the
36 bylaws, expend in any fiscal year the current income and such amount from the general surplus
37 fund as may be necessary to accomplish the purposes of RI. The board shall report to the next
38 convention as to the special conditions under which expenditures have been made from the
39 surplus. The board shall at no time incur an indebtedness in excess of the then net assets of RI.

40
41 **Section 3 – Secretary.** The general secretary of RI shall be secretary of the board and shall have
42 no vote in the proceedings thereof.

1 **Article 7 Officers**

2
3 **Section 1 – Titles.** The officers of RI shall be president, president-elect, vice-president,
4 treasurer, other directors, general secretary, district governors, and the president, immediate past
5 president, vice-president and honorary treasurer of RI in Great Britain and Ireland.

6
7 **Section 2 – How Elected.** The officers of RI shall be nominated and elected as provided in the
8 bylaws.

9
10 **Article 8 Administration**

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12 **Section 1 –** The clubs located in Great Britain, Ireland, the Channel Islands, and the Isle of Man
13 shall comprise an administrative territorial unit of RI which shall be known as "Rotary
14 International in Great Britain and Ireland" whose powers, purposes, and functions shall be those
15 set forth in the articles of constitution of RI in Great Britain and Ireland, as approved by the
16 council on legislation and in the constitution and bylaws of RI.

17
18 **Section 2 –** The administration of clubs shall be under general supervision of the board together
19 with one or other of the following forms of direct supervision, which shall be at all times in
20 conformity with the provision of this constitution and the bylaws:

- 21 (a) Supervision of a club by the board.
22 (b) Supervision of clubs by a governor in a constituted district.
23 (c) Such supervision, as may be deemed advisable by the board and approved by the
24 council on legislation.
25 (d) Supervision of clubs in Great Britain, Ireland, the Channel Islands, and the Isle of
26 Man by RI in Great Britain and Ireland.

27
28 **Section 3 –** RI and clubs are encouraged to computerize their business operations to speed up
29 and economize the operation of the Rotary organization.

30
31 **Article 9 Convention**

32
33 **Section 1 – Time and Place.** A convention of RI shall be held annually within the last three
34 months of the fiscal year, at a time and place to be determined by the board, subject to change by
35 the board for good cause.

36
37 **Section 2 – Special Conventions.** In case of emergency, special conventions may be called by
38 the president with the approval of a majority of the members of the board.

39
40 **Section 3 – Representation.**

- 41
42 (a) In any convention, each club shall be entitled to be represented by at least one
43 delegate. Any club with a membership of more than fifty (50) shall be entitled to be represented
44 by an additional delegate for each additional fifty of its members or major fraction thereof. For
45 this purpose, representation shall be determined on the basis of membership in the club on 31
46 December immediately preceding the convention. A club may authorize a delegate to cast one or

1 more of the votes to which the club is entitled.

2
3 (b) It shall be the duty of each club to be represented at each convention of RI either
4 by one of its own members as a delegate or by proxy and to vote on each proposal submitted for
5 determination.

6
7 **Section 4 – Delegates-at-Large.** Each officer and each past president of RI, still holding
8 membership in a club, shall be a delegate-at-large.

9
10 **Section 5 – Electors and Voting.** The duly accredited delegates, proxy holders, and delegates-
11 at-large shall constitute the voting body of the convention and shall be known as electors. Voting
12 shall be as provided in the bylaws.

13 14 **Article 10 Council on Legislation**

15
16 **Section 1 – Purpose.** The council on legislation shall constitute the legislative body of RI.

17
18 **Section 2 – Time and Place.** The council on legislation shall convene triennially in April, May,
19 or June, but preferably in April. The board will determine the date and place of the meeting,
20 provided that, except for compelling financial or other reasons as determined by a two-thirds
21 vote of the entire board, the meeting shall be held in the vicinity of the RI world headquarters.

22
23 **Section 3 – Procedures.** The council shall consider and act upon proposals which are duly
24 submitted to it, and its action shall be subject only to action by clubs as provided in the bylaws of
25 RI.

26
27 **Section 4 – Membership.** The membership of the council shall be as provided in the bylaws.

28
29 **Section 5 – Extraordinary Meeting to Adopt Enactments and Resolutions.** The board, by a 90
30 percent vote of the entire board, may determine that an emergency exists, such that an
31 extraordinary meeting of the council on legislation is required in order to adopt legislation. The
32 board will determine the time and place for such a meeting and specify its purpose. Such a
33 meeting may consider and act only upon legislation proposed by the board related to the
34 emergency for which the meeting is called. Legislation to be considered at such meetings is not
35 subject to the submission deadlines and procedures specified elsewhere in the constitutional
36 documents of RI, except that those procedures shall be followed to the extent that time permits.
37 Any action of such a meeting of the council shall be subject thereafter to action by the clubs as
38 provided in section 3 of this article.

39
40 **Section 6 – Adopted Resolution.** Within one year of the conclusion of the council on legislation,
41 the board shall notify all governors of any board action taken in regard to resolutions adopted by
42 the council.

1 **Article 11 Dues**

2 Every club shall pay semiannually to RI, per capita dues as provided in the bylaws.

3
4 **Article 12 Foundation**

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

8
9 **Section 2** All gifts, devises, or bequests of money or property or income therefrom received by
10 RI and any surplus funds of RI as may be authorized by the convention shall become the property
11 of the Foundation.

12
13 **Article 13 Membership Title and Insignia**

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15 **Section 1 – Active Members.** Every active member of a club shall be known as a Rotarian, and
16 shall be entitled to wear the emblem, badge, or other insignia of RI.

17
18 **Section 2 – Honorary Members.** Every honorary member of a club shall be known as an
19 Honorary Rotarian, and shall be entitled to wear the emblem, badge, or other insignia of RI as
20 long as that member holds honorary membership in the club.

21
22 **Article 14 Bylaws**

23 Bylaws not inconsistent with this constitution embodying additional provisions for the
24 government of RI, shall be adopted, and may be amended by the council on legislation.

25
26 **Article 15 Interpretation**

27 Throughout this constitution and the bylaws of RI, and the standard club constitution the
28 following rules of construction shall apply: The words "shall," "is," and "are" are mandatory,
29 and the words "may" and "should" are permissive. Pronouns of either the masculine or feminine
30 gender shall include the other gender. The terminology "mail," "mailing," and "ballot-by-mail"
31 will include utilization of electronic mail (e-mail) and internet technology to reduce costs and
32 increase responsiveness.

33
34 **Article 16 Amendments**

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36 **Section 1 – Circumstances.** This constitution may be amended only by a two-thirds vote of
37 those present and voting in the council on legislation.

38
39 **Section 2 – Who May Propose.** Amendments to this constitution may be proposed only by a
40 club, by a district conference, by the ~~general council~~ **RIBI Board** or the conference of RI in
41 Great Britain and Ireland, by the council on legislation, or by the board in accordance with the
42 procedures contained in the bylaws.