Constitution of Rotary International

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;
Third. The application of the ideal of service in each Rotarian's personal, business, and community life;
Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Membership

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

Section 2 — *Composition of Clubs.*

(a) A club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world

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having their place of business or residence located in the locality of the club or the surrounding area. A member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said member continues to meet all conditions of club membership.

(b) Each club shall have a well-balanced membership in which no one business, profession or type of community service predominates. The club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary alumnus as defined by the board, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

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

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

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

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

Article 6 Board of Directors

Section 1 — *How Constituted.* The board of directors shall be nineteen in number. The president of RI shall be a member and chair of the board. The president-elect of RI shall be a member of the board. Seventeen directors shall be nominated and elected in accordance with the provisions of the bylaws.

Section 2 — *Powers.* The affairs and funds of RI shall be under the direction and control of the board in conformity with this constitution and the bylaws and the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments thereto. In exercising such direction and control over the funds of RI, the board may, as fixed by the budget or budgets provided for in the bylaws, expend in any fiscal year the current income and such amount from the general surplus fund as may be necessary to accomplish the purposes of RI. The board shall report to the next convention as to the special

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conditions under which expenditures have been made from the surplus. The board shall at no time incur an indebtedness in excess of the then net assets of RI.

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

Article 7 Officers

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

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

Article 8 Administration

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

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

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

Section 3 — RI and clubs are encouraged to computerize their business operations to speed up and economize the operation of the Rotary organization.

Article 9 Convention

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

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

Section 3 — *Representation.*

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

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

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

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

Article 10 Council on Legislation

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

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

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

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

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

Article 11 Dues

Every club shall pay to RI per capita dues semiannually, or on such other dates as established by the board.

Article 12 Foundation

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

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

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Article 13 Membership Title and Insignia

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

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

Article 14 Bylaws

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

Article 15 Interpretation

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

Article 16 Amendments

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

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

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