



**MINUTES**  
**of the**  
**SEPTEMBER 2020**  
**ROTARY INTERNATIONAL**  
**BOARD OF DIRECTORS MEETING**

## GENERAL OFFICERS

2020-21

### PRESIDENT

**Holger Knaack**

Ratzeburg, Germany

(Rotary Club of Herzogtum Lauenburg-Mölln)

### VICE PRESIDENT

**Johrita Solari**

Orange, CA, USA

(Rotary Club of Anaheim)

### PRESIDENT-ELECT

**Shekhar Mehta**

Kolkata, West Bengal, India

(Rotary Club of Calcutta-Mahanagar)

### TREASURER

**Bharat S. Pandya**

Mumbai, India

(Rotary Club of Borivli)

### EXECUTIVE COMMITTEE CHAIR

**Stephanie A. Urchick**

Canonsburg, PA, USA

(Rotary Club of McMurray)

### GENERAL SECRETARY

**John Hewko**

Evanston, IL, USA

(Rotary Club of Kyiv, Ukraine)

### OTHER DIRECTORS

**Tony Black**

Dunoon, Scotland

(Rotary Club of Dunoon)

**Mário C. de Camargo**

Santo André, Brazil

(Rotary Club of Santo André)

**Virpi Honkala**

Raahe, Finland

(Rotary Club of Raahe)

**Susan C. Howe**

Friendswood, TX, USA

(Space Center [Houston])

**Jan Lucas Ket**

Purmerend, The Netherlands

(Rotary Club of Purmerend)

**Kyun Kim**

Busan, Korea

(Rotary Club of Busan-Dongrae)

**Aikaterini Kotsali-Papadimitriou**

Pendeli, Greece

(Rotary Club of Pendeli)

**Peter R. Kyle**

West River, MD, USA

(Rotary Club of Capitol Hill [Washington, DC])

**Floyd Lancia**

Fort Wayne, IN, USA

(Rotary Club of Anthony Wayne [Fort Wayne])

**Roger Lhors**

Pont-Audemer, France

(Rotary Club of Pont-Audemer, France)

**Chi-Tien Liu**

Taoyuan, Taiwan

(Rotary Club of Yangmei)

**Kamal Sanghvi**

Dhanbad, India, USA

(Rotary Club of Dhanbad)

**Katsuhiko Tatsuno**

Minato-ku, Japan

(Rotary Club of Tokyo-West)

**Valarie K. Wafer**

Thornbury, ON, Canada

(Rotary Club of Collingwood-South Georgian Bay)

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*\*Filed only with the official copy of these minutes.*



**MINUTES**  
**of the**  
**SEPTEMBER 2020 MEETING**  
**Rotary International Board of Directors**

The Rotary International Board of Directors met virtually on 28–30 September 2020.

Present were: President Holger Knaack, President-elect Shekhar Mehta, Vice President Johrita Solari, Treasurer Bharat S. Pandya, Executive Committee Chair Stephanie A. Urchick, other directors, Tony Black, Mario César de Camargo, Virpi Honkala, Susan Howe, Jan Lucas Ket, Kyun Kim, Aikaterini Kotsali-Papadimitriou, Peter Kyle, Floyd A. Lancia, Roger Lhors, Shi-Tien Liu, Kamal Sanghvi, Katsuhiko Tatsuno, Valarie Wafer, and General Secretary John Hewko. Trustee Chair K. R. Ravindran attended as an observer and Trustee Brenda M. Cressey attended as Trustee liaison to the Board. Annika Svensson attended as representative to the Young Past District Governors Committee and Joey Vaesen attended as Rotaractor representative. Past Director Karen Wentz presented the Operations Review Committee report.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present were David Alexander, Jim Barnes, Julie Burke, Jessie Dunbar-Bickmore, Faiz Hanif, Brian King, Laurie McCarthy, Maureen Ninneman, Sarah Remijan, Steve Routburg, Eric Schmelling, Tom Thorfinnson, Shannon Watson, and Nora Zei. Nobuko Andrews, Alain Drouot, and Eiko Terao served as staff interpreters.

At the president's invitation, also attending were President-nominee Jennifer Jones, and Directors-elect Jessie Harman, Won-Pyo Kim, Urs Klemm, Mahesh Kotbagi, Vicki Puliz, Nicki Scott, Julio Silva-Santisteban Ojeda, Elizabeth Usovicz, and Ananthanarayanan Venkatesh.

Under the guidance of the president, the general secretary had prepared an advance memorandum for this meeting containing items for consideration with background information and analyses. Those items, along with others initiated during this meeting, constituted the agenda of the meeting as reflected in the remainder of these minutes.

\* \* \* \* \*

**16. Minutes of the June and July 2020 Board Meetings**

*Statement:* The general secretary distributed the June and July 2020 Board meeting minutes to each director.

**DECISION:** The Board approves the June and July 2020 Board meeting minutes as distributed.

**17. Ratification of Decisions Made by the President**

*Statement:* As authorized, 2019–20 President Maloney and 2020–21 President Knaack took decisions on behalf of the Board to fill vacancies in the office of governor-elect, to approve waivers for the qualifications of a governor-nominee, and to waive termination for non-payment of dues, per the RI Bylaws.

**DECISION:** The Board ratifies the decisions shown in Appendix A made on behalf of the Board by President Maloney during the period 23 May through 30 June 2020 and President Knaack from 1 July through 10 September 2020.

**18. Ratification of Decisions Taken by the Executive Committee**

*Statement:* The Board has authorized its Executive Committee to take decisions on its behalf when circumstances require timely Board action.

**DECISION:** The Board ratifies the decisions as shown in Appendix B made on behalf of the Board by its Executive Committee.

**19. Decisions by Communication**

*Statement:* Under Illinois state law, a board of directors may take action by ballot without a meeting if such action, provided in writing, is approved by all directors. Since its last meeting, the Board took one decision by communication.

**DECISION:** The Board notes that it made one decision by communication since its July 2020 meeting:

**Ballot #1**

The Board pursuant to RI Bylaws section 9.110.6., elected Director Peter Kyle as a non-voting member of the 2020 Council on Resolutions and authorized President Knaack, with the consent of the Board Council on Legislation Advisory Committee chair, to act on its behalf until its September 2020 meeting with respect to all matters relating to the Council on Legislation and the Council on Resolutions.

**20. General Secretary's Report**

*Statement:* The general secretary reported on the work at the Secretariat since the Board's July 2020 meeting and progress on Secretariat initiatives during 2020–21.

**DECISION:** The Board receives the general secretary's report on the activities at the Secretariat since the July 2020 Board meeting.

**21. Treasurer's Report**

*Statement:* Rotary Code of Policies section 29.040.6. requires the treasurer to report on the status of RI finances at each Board meeting.

**DECISION:** The Board thanks Treasurer Pandya for his report on the status of RI's finances.

**22. Communications from the Trustees**

*Statement:* At their August and September 2020 meetings, the Rotary Foundation Trustees took several decisions of interest to the Board. The Trustees also requested the Board not to grant any policy exceptions to the Rotary India Humanity Foundation and to consider an addition to the composition of the regional leaders team.

**DECISION:** The Board

1. notes the following decisions from the 18 August 2020 Trustees meeting:
  15. Communications from the Board
  18. Rotary India Humanity Foundation
  19. Relationship Between Trustees and Regional Leaders
  21. Rotary in Iraq
2. agrees no policy exceptions shall be granted to Rotary India Humanity Foundation;

3. notes the following decisions from the 15 September 2020 Trustees meeting:

25. End Polio Now Coordinator
26. Environment Area of Focus Policy Statement and Implementation Plan

4. amend the Rotary Code of Policies regarding regional leaders, as follows:

**29.010. Regional Leaders**

Regional leaders is the term used for the team of Regional Rotary Foundation Coordinator (RRFC), Rotary Coordinator (RC), Rotary Public Image Coordinator (RPIC) ~~and the Endowment/Major Gifts Adviser (E/MGA), and the End Polio Now Coordinator (EPNC)~~ that works together in the districts they serve to improve membership, giving, program participation, and public image.

**23. Updates to the Rotary Code of Policies**

*Statement:* Board policy requires the general secretary, at the conclusion of each Board meeting, to review the decisions taken at that meeting and to prepare a report listing the decisions that might be added to the Rotary Code of Policies. The general secretary provided suggested amendments to the Code based upon Board decisions taken at the June and July 2020 Board meetings. The general secretary further recommended amendments to the Code to reflect current practices, language, and other factors.

Rotary Code of Policies section 49.060. states that any section or subsection of the Code that is more than 30 years old and has not been subsequently amended, shall be automatically rescinded effective 1 July of the applicable year unless formally retained by Board action. The Board reviewed Code sections adopted during 1990 at this meeting.

**DECISION:** The Board

1. to record the decisions taken at its April, June, and July 2020 meetings, and previously, amends the Rotary Code of Policies as found in Appendix C, filed only with the official copy of these minutes;
2. agrees to retain the sections of the Rotary Code of Policies adopted before 1990 as currently written, as found in Appendix C, filed only with the official copy of these minutes.

## 24. Petitions to the Board

*Statement:* The Board considered three petitions from Rotary clubs and districts:

- From the Rotary Club of Norwich, St. Edmund, England, requesting the RI Board to consider reminding Rotarians of their human rights responsibilities by reintroducing the wording previously included in the *2010 Manual of Procedure* under the then heading of “Policy of International Service – Responsibility of the Individual Rotarian.”
- From District 3272 (Pakistan) requesting the RI Board to intervene in the selection of an individual from their district as a member of the RI Director Nominating Committee for Zone 1B.
- From the Rotary Club of Wayne, PA, USA, requesting the Board to allow a past district governor to submit an official suggestion form for consideration by the Zone 32 Nominating Committee for RI Director past the deadline.

**DECISION:** The Board, the Executive Committee acting on its behalf, requests the general secretary to follow-through on the petitions received at this meeting in accordance with discussion at this meeting.

### DECISIONS 25–29 Operations Review Committee Report Meeting 11–13 August 2020

## 25. Partner Funded Travel

*Statement:* The Operations Review Committee recommended several amendments to the Rotary Code of Policies regarding partner funded travel to ensure compliance with IRS regulations, including acceptable uses of a director’s budget and clarification on the funding of the RI president’s and president-elect’s partners and aides for certain travel.

**DECISION:** The Board

1. amends the Rotary Code of Policies as shown in Appendix D to enhance Rotary’s compliance with tax policies related to funded partner travel;
2. requests the Operations Review Committee to review the definition of “partner” in the Rotary Code of Policies and present any proposed modifications to the Board at a future meeting.

## 26. Reinstatement of Past Officer Status

*Statement:* In decision 34, October 2019, the Board amended the Rotary Code of Policies to allow for the removal of “past officer” status from a Rotarian under certain circumstances. Since this decision, the Board had received a request for guidance on the possibility of reinstating “past officer” status to a Rotarian from whom

it had been removed. The Operations Review Committee recommended a process by which the Board may consider such a reinstatement.

**DECISION:** The Board amends Rotary Code of Policies section 30.050., as shown in Appendix E, to provide a process by which the Board may consider the reinstatement of past officer status in certain circumstances.

## 27. Nominating Committee for RI Director Procedures

*Statement:* The Operations Review Committee recommended the Board amend its policy regarding the guidelines for the functioning of the Nominating Committee for Director to strengthen provisions against campaigning and electioneering and to lengthen the time allotted for each candidate interview.

**DECISION:** The Board amends Rotary Code of Policies section 28.010.5. regarding the guidelines for the functioning of the Nominating Committee for Director, as follows:

### B. The Meeting

[text omitted]

2. Before the committee begins its deliberations, the chair shall inquire whether any member of the committee has been contacted by or on behalf of any candidate, or is aware of any effort to influence members of the nominating committee, either directly or indirectly, and, if so, to bring these to the attention of committee at this time. The chair shall at this time ask all committee members to review and sign a written disclosure statement documenting any attempt to influence members of the committee. Further, the declaration is to include a pledge not to discuss any information on what occurred during the nominating committee meeting. Any member of the committee who is later found to have failed to properly report campaigning or electioneering activity on behalf of a candidate may be subject to penalties

imposed by the RI Board that include removal of past district governor status, and banning the individual from any future appointments to serve on RI committees. Such finding by the Board must be within three years of the committee meeting.

[text omitted]

5. The committee shall conduct interviews of between no more than 30 and 60 minutes with each of the candidates. The chair shall appoint a timekeeper during the interview process.

[text omitted]

### C. Subsequent to the Meeting

[text omitted]

2. As soon as possible following the adjournment of the meeting of the committee, the chair shall send to the general secretary the name and address and acceptance of the nominee. The chair shall later file with the general secretary the written report of the committee naming its selection of a candidate for nomination as director, including an indication that the named candidate has been contacted by the committee and has indicated willingness and ability to serve as director of RI if nominated and elected. The report should also state that, to the best of the committee's knowledge, the selected candidate has not violated RI's rules against campaigning for office, and shall confirm that all members of the committee have signed the written disclosure statement required by paragraph B.2. of this policy. The written report of the nominating committee and required disclosure statements must be filed with the general secretary no later than ten days following the meeting of the committee.

## 28. Diversity in Leadership

*Statement:* Noting that many of Rotary's regional leader and assistant positions are held by men, the Operations Review Committee recommended the Board take steps to better ensure that its goals of increasing the number of women in Rotary leadership positions is met.

**DECISION:** The Board, to promote diversity in Rotary leadership positions,

1. agrees, effective with the next recruitment cycle, to remove the past governor qualification from all regional leader positions and requests the Trustees to

take the same action with regard to Foundation positions;

2. agrees that one gender should not constitute more than 60 percent of the speakers at Rotary International and Zone meetings;
3. requests the general secretary to
  - a) draft proposed amendments to the Rotary Code of Policies to implement points 1 and 2 above;
  - b) annually, beginning July 1, 2021, publish a report on diversity in Rotary leadership positions for at least the prior year and make it widely available;
  - c) review the qualifications and the recommendation process for regional leaders and other positions within Rotary to expand the pool of eligible candidates and to ensure that selections are based on skills and ability and that there are not any biases or barriers to diversity, and report any recommended policy changes at the April 2021 Board meeting;
  - d) work with the RI Membership Committee to develop specific strategies to increase the percentage of women in Rotary overall with specific attention to countries in which Rotary is underrepresented, for preliminary report at the April 2021 Board meeting and final report at the October 2021 meeting.
4. requests the Constitution and Bylaws Committee to draft legislation for possible submission to the 2022 Council on Legislation that would remove Rotary Institute and Convention attendance requirements for the positions of RI director and member of the director nominating committee.

## 29. Compensation Advisory Committee Responsibilities

*Statement:* The Operations Review Committee serves as the compensation advisory committee to the Board's Executive Committee. As such, the committee reviews and approves sources of compensation comparability data to be used for the Board's annual "disqualified persons" compensation analysis. The committee also reviews Rotary's current employee compensation strategy and recommends any necessary changes to the Executive Committee.

**DECISION:** The Board



1. notes that the Operations Review Committee has reviewed and approved the eight sources of compensation comparability data shown in the committee's minutes to be used for the disqualified persons analysis;
2. notes that the Operations Review Committee has confirmed and the Executive Committee has approved the current employee compensation strategy.
- d. no individual director or individual trustee shall be allowed to serve on more than four committees in any given year as a member, liaison, or adviser;
- e. no individual shall be eligible for appointment or reappointment on a committee if they have already served more than half of a full term on that same committee;

\* \* \* \* \*

### 30. Strategic Planning Committee Report

*Statement:* The Strategic Planning Committee met virtually on 19–20 August and discussed an overview of strategic priorities, objectives, and initiatives in 2020–21, results of the 2020 triennial strategic plan survey, Rotary's communications plans, an overview of Rotary's diversity, equity, and inclusion efforts, challenges facing the Foundation regarding World Fund demand, and possible changes to Rotary's committee structure, among other topics.

#### **DECISION:** The Board

1. thanks the Strategic Planning Committee for its report;
2. requests the Operations Review Committee to develop a three-year implementation plan to gradually transition Rotary to the new committee structure as shown in Appendix F, filed only with the official copy of these minutes, for report at the April 2021 Board meeting and to include the following additional changes in its proposal:
  - a. review committee member term lengths to assure a proper balance between continuity and fresh perspectives brought by new members (the proper length of the member term for any given committee may vary based on the terms of reference for that committee);
  - b. no more than one trustee liaison and one director liaison shall be assigned to each committee, assuming one is requested;
  - c. no individual other than current directors and current trustees shall be allowed to serve on more than two committees in any given year either as a member or adviser;
  - d. no individual director or individual trustee shall be allowed to serve on more than four committees in any given year as a member, liaison, or adviser;
  - e. no individual shall be eligible for appointment or reappointment on a committee if they have already served more than half of a full term on that same committee;
  - f. no more than 20 RI committees, task forces, and sub-committees shall be appointed in any Rotary year;
  - g. the above limitations do not apply to the Nominating Committee for RI President or any Board committee comprising only directors as its members;
3. requests the Trustees to consider requesting the Strategic Planning Committee to similarly review the Rotary Foundation's committee structure and particularly to review and provide feedback on the proposed joint committees as shown in Appendix F, filed only with the official copy of these minutes;
4. requests each RI committee to review and suggest, if appropriate, modifications to their current terms of reference to assure alignment with the RI Strategic Plan and to submit any proposed modifications to the Strategic Planning Committee by 1 April 2021;
5. requests the Strategic Planning Committee to review the terms of reference for each existing RI committee and any suggested changes to the terms of reference (per point 4 above) to assure alignment with the RI Strategic Plan and to avoid overlap among the committees' terms of reference;
6. requests the Strategic Planning Committee to propose the revised terms of reference for review at the June 2021 Board meeting;
7. agrees, effective 1 July 2022, to create no new RI committee without the elimination of an existing RI committee.

### 31. Election Review Committee Report

*Statement:* The Election Review Committee reviewed two election complaints received by the general secretary since the Board's June 2020 meeting and made its

recommendations regarding these complaints to the Board.

**DECISION:** The Board

1. receives the complaint of the Rotary Club of Tripoli-Maarad, Lebanon concerning the election of the 2022–23 governor of District 2452 and notes the findings of the Election Review Committee:
  - a. the district nominating committee was properly constituted and selected Rotarian George Azar as its nominee;
  - b. sufficient votes to sustain the challenge of Rotarian May Monly Chmaytelly were submitted by the clubs in the district;
2. based on the findings and recommendation of the Election Review Committee, upholds the complaint of Rotary Club of Tripoli-Maarad and requests the 2020–21 governor of District 2452 to conduct a ballot in accordance with the provisions of RI Bylaws Article 12 between Rotarians Azar and Chmaytelly to select the 2022–23 governor;
3. receives the complaint of the Rotary Club of Nassarawa-Kano, Nigeria concerning the election of the 2022–23 governor of District 9125 and notes the findings of the Election Review Committee:
  - a. the district nominating committee properly selected Rotarian Goddy Nnadi as its nominee;
  - b. insufficient concurrences were received by the governor to sustain the challenge submitted by the Rotary Club of Nassarawa-Kona;
4. based on the findings and recommendation of the Election Review Committee, dismisses the complaint of the Rotary Club of Nassarawa-Kona and confirms the selection of Rotarian Goddy Nnadi as the 2022–23 governor of District 9125.

**32. Election of Foundation Trustees**

*Statement:* RI Bylaws section 22.020. requires the president-elect to annually nominate individuals as Rotary Foundation trustees for election by the Board. Per Board policy, the president nominates no fewer than twice the number of candidates for election as Foundation trustee as there will be open positions (not including the position to be held by a past RI president). President-elect Mehta presented a list of Rotarians for the Board to consider for election as Rotary Foundation

trustees. The Board voted by electronic ballot to determine those to be elected.

**DECISION:** The Board, following nomination by President-elect Mehta, elects Larry Lunsford, Mark Daniel Maloney, and Akira Miki to be Trustees of The Rotary Foundation beginning 1 July 2021 to serve terms of four years.

**33. Board Council on Legislation Advisory Committee Report**

*Statement.* The Board Council on Legislation Advisory Committee met virtually on 17 September and discussed newly submitted items of legislation and an amendment to the Rotary Code of Policies that would streamline Council-related matters.

**DECISION:** The Board

1. agrees to submit to the 2022 Council on Legislation two items of legislation, both titled “To revise the process for changing sections in a zone” as found in Appendix G;
2. amends the Rotary Code of Policies by adding new section 27.040.14. as follows:

27.040.14. Council on Resolutions and Council on Legislation

The president, with the consent of the chair of the Board Council on Legislation Advisory Committee, is authorized to act on all matters with respect to the Council on Resolutions and Council on Legislation between meetings of the Board.

**34. Constitution and Bylaws Committee Report**

*Statement:* The Constitution and Bylaws Committee met via correspondence in July and August to review resolutions submitted by districts for presentation to the 2020 Council on Resolutions and to draft legislation requested by the Board for possible submission to the 2022 Council on Legislation.

**DECISION:** The Board

1. notes that, pursuant to decision 19 of these minutes, President Knaack found on the Board’s behalf and with consent from the Board Council on Legislation Advisory Committee chair, that the following 30 files are duly proposed, not defective and will be transmitted to the 2020 Council on Resolutions:

File 001	To request the Trustees to reconsider implementing the flexible grant model proposed in Adopted Resolution 18R-48	File 037	To request the RI Board to consider forming committees to nominate regional leader candidates
File 006	To request the RI Board to consider reducing number of members needed to sponsor a new club	File 043	To request the Trustees to consider designating one specific area of the world as a priority assistance area to help prevent the spread of the novel coronavirus
File 008	To request the RI Board to consider ensuring that the powers of the RI Board do not unfairly exceed those of clubs, Rotaract clubs, and districts	File 044	To request the RI Board to consider modifying The Four-Way Test
File 009	To request the RI Board to consider leveraging the strength of Rotary by contributing to society's efforts to mitigate the effects of the novel coronavirus pandemic	File 046	To request the RI Board to consider recognizing clubs for children under 12 and allowing the districts to choose an appropriate name for the club
File 010	To request the RI Board to consider changing the mandate of the Rotary Representative Network	File 047	To request the RI Board to consider making Rotary's website and email technologies more accessible for those with visual impairments or other disabilities and extending that technology to its clubs
File 011	To request the RI Board to consider being more flexible on the definition of 'political'	File 048	To request the Trustees to consider assigning assistant regional Rotary Foundation coordinators to support the Rotary Disaster Response Fund, as well as creating a disaster response subcommittee in each district
File 012	To request the RI Board to consider adopting a definition of positive peace	File 049	To request the Trustees to consider eliminating the eligibility restrictions for Rotarians, Rotaractors, and members of the Rotary community for access to Peace Fellowships
File 013	To request the RI Board to consider adding a fifth part to The Four-Way Test	File 050	To request the Trustees to consider allowing districts to use their own scholarship criteria when awarding scholarships for which no World Fund matching funds are used
File 018	To request the Trustees to consider adding senior health to the fourth area of focus	File 051	To request the RI Board to consider supporting approval of the Treaty on the Non-Proliferation of Nuclear Weapons
File 019	To request the RI Board to consider emphasizing the importance of actions based upon Rotary's ideal of service	File 053	To request the Trustees to consider making publicity a mandatory part of the global grant application
File 024	To request the RI Board to consider reintroducing the vocational committee at the district level	File 054	To request the RI Board to consider requiring Rotary Youth Exchange organizations to provide annual financial reports
File 026	To request the Trustees to consider including measures for the prevention and elimination of plastic waste and residues	File 057	To request the RI Board to consider amending the Recommended Rotary Club Bylaws
File 027	To request the RI Board to consider reviewing Rotaract's status within Rotary		
File 033	To request the RI Board to consider proposing legislation to limit the term of the general secretary to no more than ten years		

- |          |   |          |   |
|----------|---|----------|---|
| File 058 | To request the Trustees to consider modifying the fourth area of focus to become “Caring for mothers, children, and dependent people” | File 025 | To request the RI Board to consider creating a strategic development guide for clubs  |
| File 060 | To request the RI Board to consider reintroducing professional development as a value of Rotary                                       | File 030 | To request the RI Board to consider reintroducing Rotary’s core values into the 2022 Manual of Procedure                          |
| File 061 | To request the RI Board to consider publishing a sustainability report and facilitating cooperation with non-Rotary entities          | File 031 | To request the RI Board to consider including the Rotarian Code of Conduct in the 2022 Manual of Procedure                        |
| File A   | To request the RI Board to consider officially recognizing clubs for children age six to twelve                                       | File 032 | To request the RI Board to consider ensuring that the implementation of attendance-related organizational rules remain consistent |
2. agrees that the following 26 resolution files for the 2020 Council on Resolutions are defective at this time:
- |          |  |          |  |
|----------|--|----------|--|
| File 002 | To request the RI Board to consider setting the incoming RI president’s policies and theme in October  | File 036 | To request the RI Board to consider informing governors-elect of the RI Board’s decisions impacting district administration                      |
| File 003 | To request the RI Board to consider requesting clubs around the world to provide information on COVID-19’s current status and scale in their countries           | File 038 | To request the RI Board to consider changing the nomination method for RI president  |
| File 014 | To request the RI Board to consider waiving RI dues for new members of satellite clubs   | File 039 | To request the RI Board to consider implementing preferential annual dues for Rotaractors who are becoming Rotarians                             |
| File 015 | To request the RI Board to consider creating a family membership   | File 040 | To request the RI Board to consider sending welcome back messages to former Rotarians who have left Rotary during the coronavirus pandemic       |
| File 017 | To request the RI Board to consider suspending redistricting decisions indefinitely  | File 041 | To request the RI Board to consider allowing 2020-2021 club presidents and officers to serve for two years if approved by the club’s members     |
| File 020 | To request the RI Board to consider amending the RI Bylaws   | File 042 | To request the RI Board to consider publishing a manual for Rotarian conduct during club and district meetings or events in public health crises |
| File 021 | To request the Trustees to consider allowing the carryover of district grant funds from one year to the next   | File 045 | To request the RI Board to consider allowing two or more Rotary clubs to sponsor a new satellite club  |
| File 022 | To request the Trustees to consider allowing a district to apply for the following year’s district grant even if it has an overdue report                        | File 052 | To request the RI Board to consider amending the Rotary Code of Policies to include the nomenclature for Taiwan clubs                            |
| File 023 | To request the Trustees to consider allowing districts to apply for district grant scholarship funds separately from those designated for other service projects |          |  |

File 055 To request the RI Board to consider requiring all Rotary articles and materials to originate in countries that permit Rotary to form and exist

File 056 To request the RI Board to consider holding the 2022 Council on Legislation as an online meeting, applying savings from meeting costs to humanitarian projects, and adding the additional dues to the per capita dues amount

File 059 To request the RI Board to consider permitting districts to use conference of clubs in place of district conference

3. agrees that resolutions that are not duly proposed or defective shall not be transmitted to the Council;
4. submits to the 2022 Council on Legislation proposed enactments, as shown in Appendix H.

### 35. Adult Harassment Policy Implementation

*Statement:* In decision 48, October 2019, the Board amended its adult harassment policy and requested an update on the implementation of those policy changes at this meeting. The general secretary reported on updates to training regarding the handling and prevention of adult harassment and the development of resources on how to handle allegations, alerts, and notifications of harassment.

**DECISION:** The Board receives the general secretary's report on the implementation of its adult harassment policy.

### 36. Intercountry Committee Policies

*Statement:* In decision 45, October 2019, the Board amended its policy to provide for Intercountry Committees (ICC) to communicate annually with their in-country governors. The general secretary recommended amendments to the Rotary Code of Policies to ensure consistent practices regarding ICC communications.

**DECISION:** The Board

1. amends Rotary Code of Policies section 21.020.4., regarding the relationship and communications between intercountry committees and Rotary districts as follows:

21.020.4. Relationships and Communications with Districts

Intercountry Committees are encouraged to collaborate with the district governors of participating

districts as well as their district international service committees, if one is appointed

Intercountry committee chairs may contact district governors, district governors-elect, and district international service committee chairs in their country regarding the formation of a new ICC or to annually invite participation in an existing ICC relationship.

2. requests the general secretary to provide the country-specific email addresses of district governors, governors-elect, and district international service committee leaders to Intercountry Committee chairs upon request.

### 37. COVID-19 Travel

*Statement:* In continued response to the COVID-19 pandemic and to ensure the safety of Rotarians and Secretariat staff, the general secretary recommended the Board clarify its travel policy by providing guidelines and a definition for essential, Rotary-funded travel.

**DECISION:** The Board reaffirms its decision 117, April 2020, concerning Rotary travel, and:

1. agrees that, in light of the ongoing global COVID-19 pandemic, to qualify as Rotary-funded travel for the remainder of calendar year 2020, the travel must be essential to Rotary's business operations;
2. defines essential travel as travel that is mission-critical for Rotary business and
  - a. cannot be conducted without in-person interaction or without visit(s) to a specific location(s);
  - b. for which the purpose and intended outcomes are dependent upon the presence of the funded traveler(s) at the in-person meeting/location;
3. agrees that Rotary-funded, essential travel includes:
  - travel by the president, president elect, trustee chair, and their spouses;
  - travel related to the Polio global initiative;
  - travel by volunteers whose attendance is required where the meeting/event cannot accomplish its goals or be successful without the in-person presence of that traveler (for example, travel by a convener to an event is essential, while travel by a particular speaker to an event is not essential; spouse or partner travel to an event, other than the convener's, is not considered essential);

- travel by students and Rotary Peace Fellows who have secured proper documentation to enter their intended destination country or to return home;
  - travel by a director within his or her own country to the extent permitted by applicable local governmental regulations;
  - travel by a governor within his or her district to the extent permitted by applicable local governmental regulations;
4. agrees that personal travel shall not be allowed in conjunction with any Rotary-funded travel through 31 December 2020.

### 38. Interact Advisory Council Pilot

*Statement:* To improve collaboration with Interactors and to be better informed of their interests, needs, and expectations, the general secretary recommended establishment of an Interact Advisory Council to the Board.

**DECISION:** The Board

1. requests the president-elect to appoint an Interact Advisory Council on a one-year pilot basis, in Rotary year 2021–22, comprising eight current Interactors, two recent Interactor alumni, and one director liaison to advise the Board on Interact-related matters, with the following terms of reference:

The Interact Advisory Council shall

- provide recommendations for the most effective and sustainable structure for continued Interact representation at Rotary's International level;
- create innovative programming that connects Interactors from around the world;
- further collaboration of Interactors with Rotaractors and Rotarians, advising on how to strengthen and encourage life-long connections to Rotary International;

2. requests an update from the Interact Advisory Council at the April 2022 Board meeting.

### 39. Rotary Youth Exchange Program Update

*Statement:* The general secretary reported on the status of Youth Exchange during the COVID-19 pandemic, noting that 2,317 exchanges were ended early due to the pandemic. The Board discussed how to best ensure the preparedness and safety of all participants going forward.

**DECISION:** The Board

1. receives the general secretary's report on Rotary Youth Exchange related to COVID-19;
2. encourages those districts certified to participate in Rotary Youth Exchange that are planning to resume short-term Youth Exchange in October 2020 and/or long-term Youth Exchange in January 2021 to use the *Developing a Crisis Management Plan*, including the sample district crisis management plan, as shown in Appendix I (filed only with the official copy of these minutes), to create a crisis management plan in accordance with Board decision 180, June 2020;
3. encourages districts certified to participate in Rotary Youth Exchange to explore options to conduct virtual exchanges in accordance with the virtual Rotary Youth Exchange guidelines, as shown in Appendix J.

### 40. Updates to the Standard Interact Club Constitution and Recommended Bylaws

*Statement:* The general secretary recommended amendments to the Standard Interact Club Constitution and the Recommended Interact Club Bylaws as a result of earlier changes the Board had made to Rotary Code of Policies regarding Interact club sponsor.

**DECISION:** The Board amends the Standard Interact Club Constitution and the Recommended Interact Club Bylaws, as shown in Appendix K, to reflect the Rotary Code of Policies changes that went into effect 1 July 2020.

### 41. Technical Officer for Rotary Action Groups

*Statement:* The Networking and Service Groups Committee recommended the Board consider adding a TRF cadre technical adviser member as new mandatory role for a Rotary Action Group that would serve to increase collaboration between Action Groups and the Cadre and provide Cadre technical expertise to Action Groups.

**DECISION:** The Board

1. thanks the 2019–20 Networking and Service Groups Committee for its report;
2. agrees to add a "Technical Officer" role as one of the three officers that Rotary Action Groups are required to elect, to be filled by a member of the TRF Cadre of Technical Advisers with professional expertise in the Action Group's concentration and requests the

general secretary to amend the Rotary Action Groups Bylaws accordingly.

#### **42. 2022 RI (Houston) Convention Committee Report**

*Statement:* The 2022 RI (Houston) Convention Committee met virtually on 17–21 August 2020 and discussed stakeholder roles and responsibilities, a review of past convention evaluations, possible virtual components to Rotary conventions, marketing and promotion strategies, sponsorships, housing, registration and transportation considerations, a presentation by the host organizing committee, and environmental sustainability goals, among other topics.

#### **DECISION:** The Board

1. receives the preliminary draft program of events and activities for the Houston convention, as shown in Appendix L (filed only with the official copy of these minutes) and authorizes the president-elect, convention chair, vice chair, and general secretary to continue developing the program with the intention of having the chosen convention speakers reflect the geographic diversity of Rotary's members, the communities we come from, and those we wish to join us and further strive to select speakers with no more than 60 percent being of one gender;
2. in accordance with Rotary Code of Policies section 57.100.1, approves a budgeted attendance of 17,000, a marketing goal of 28,000 for live attendance and 3,000 for virtual attendance;
3. grants an exception to Rotary Code of Policies section 37.010. to allow for the consideration of casino and gambling company sponsorships, provided such sponsorships would not be contrary to any local laws and with the terms of any sponsorship relationship being subject to any applicable restrictions in the venue contract(s). If there is a merchandising component to such a sponsorship, whether to be used in association with promotional activities or for give-away or sale, and whether or not for fundraising purposes
  - a. such related goods shall not contain the Mark of Excellence or the simplified Rotary wheel;
  - b. requests the general secretary to work on a suitable substitute design for the approval by the president-elect;

4. requests the general secretary to research the requirements for offering a virtual component to the convention that accomplishes the following goals:

- provides more value to the attendees by offering access to the live event's content, post-event;
- generates interest in future conventions by bringing in new audiences;
- provides for the marketing of Rotary membership and other Rotary products;

and such virtual component to be offered using a pay-what-you-wish model, with 50 percent of proceeds going to the convention and 50 percent going to a charitable component of The Rotary Foundation, as recommended by the International Convention Committee;

5. grants an exception to Rotary Code of Policies section 57.100.5. to allow the convention budget to support a virtual component for the three scheduled preconvention meetings;
6. agrees that the budget developed for the Houston convention can access up to US\$600,000 from the convention reserve to support the design and production of the virtual component;
7. requests the general secretary research options for incorporating environmental sustainability into the Houston convention event design to accomplish the following goals:
  - to increase the visibility of Rotary International's environmental sustainability efforts;
  - to build sustainability initiatives that can continue for future conventions;
  - to engage attendees in making sustainable choices as they participate in the convention;
  - to teach participants ways to increase their sustainable choices in everyday life;
8. approve the following budget considerations:
  - a. a starting registration fee below \$395;

- b. the inclusion of a fee category: “One day only (Saturday) in the House of Friendship” at \$60
- c. the opportunity for registrants to register for preconventions only;
- d. a non-Rotarian registration category to complement the current Houston membership pilot initiative;

and requests the general secretary to further develop the budget in consultation with the convention chair, vice chair, and president elect, for report to the February 2021 Board meeting;

9. accepts the proposal of Districts 5890, 5910 and 5830 to host the 2022 Rotary International Convention on 4–8 June 2022 in Houston, Texas, USA with the George R. Brown Convention Center as the primary venue.

#### **43. 2021 International Assembly Contingency Plans**

*Statement:* To prepare for COVID-19’s potential impact on the 2021 International Assembly, the general secretary presented to the Board at its June 2020 meeting possible Assembly contingency plans should more than 40 percent of governors-elect be unable to attend an in-person Assembly. The Board requested the general secretary to further investigate three possible scenarios: an in-person event, a virtual event, and a possible supplemental event in Taipei, Taiwan ahead of the 2021 convention. The Board discussed the importance of ensuing a fully trained district governor class, regardless of the training scenario.

**DECISION:** The Board

1. receives the general secretary’s interim report on 2021 International Assembly contingency plans, including an estimated budget of US\$0.9 million to execute the virtual program and \$1.35 million in cancellation fees to the venue site, the Rosen Shingle Creek Hotel;
2. agrees that the plan for a virtual Assembly must ensure that the 2021–22 class of district governors are fully prepared to assume their role at the conclusion of the virtual training delivered by February 2021;
3. requests the general secretary to further investigate a two-day district governor-elect event in Taipei, Taiwan, before the 2021 convention, for report at the October 2020 Board meeting;

4. affirms that the decision on whether the International Assembly will be held in-person or virtually will be taken at the October 2020 Board meeting.

#### **44. Membership Committee Report**

*Statement:* The Membership Committee met virtually on 20 and 27 August 2020 to discuss the current state of membership, how key volunteer roles in Rotary can be effective in growing membership, enhancements to the Membership Leads tool, Rotary’s response to the COVID-19 pandemic, an update on the Houston Membership Marketing pilot, a North American plan for new club development, and the status of Elevate Rotaract efforts, among other topics.

**DECISION:** The Board thanks the Membership Committee for its report.

#### **45. Membership Trends**

*Statement:* The general secretary reported that as of 1 July 2020, Rotary membership was 1,174,890 and 36,159 clubs (down 14,576 members and up 269 clubs from 1 July 2019). Other membership trends include: average club size of 32, gender balance of 76% men, 24% women, and membership by region of 33% Asia, 28% USA, 25% Europe, Africa, and Middle East, 8% Latin America, 4% Great Britain and Ireland, and 3% Australia, New Zealand, and Pacific Islands.

**DECISION:** The Board receives the general secretary’s report on club membership trends.

#### **46. Districting Committee Report**

*Statement:* The Districting Committee met virtually on 2 September 2020 to discuss various districting issues, including the status of districts under 1,100 members and those between 1,100 and 1,199 members, regional membership approaches in RIBI, membership issues in Sweden and Mexico, and the pending merger requirements for several districts, among other topics.

**DECISION:** The Board

1. noting their membership continues to remain between 1,100 and 1,199 members, requests Districts 1911 (Hungary), 2201 (Spain), 2540, 2830 (Japan), 3640 (South Korea), 4195 (Mexico), 4680 (Brazil), 4690 (Bolivia), 5770, 7490 (USA), and 9810 (Australia), to submit to the Districting Committee a district growth activity report by 31 December 2020;



2. recognizing their recent growth and achievement in attaining a minimum of 1,100 members, requests Districts 3410 (Indonesia), 4340 (Chile), and 4710 (Brazil) to continue their efforts to grow and submit to the Districting Committee a district growth activity report by 31 December 2020;
  3. noting their membership growth is recently between 1,100 and 1,199 members, requests Districts 1670 (France), 3420 (Indonesia), 9350 (Angola, Namibia, South Africa), 9400 (Botswana, Mozambique, South Africa, and Swaziland), and 9465, 9640, 9820 (Australia) to submit to the Districting Committee a district growth plan by 31 December 2020 and a district growth activity report by 1 June 2021;
  4. grant the districts of Rotary in Great Britain and Ireland an exemption from redistricting through 1 July 2022, provided that
    - a. the districts submit to the Districting Committee regional growth reports every 30 September and 28 February;
    - b. any districts under 1,100 as of the July 2022 invoice renegotiate its district boundaries and consolidate, effective 1 July 2024;
  5. requests Districts 2320, 2330, 2340, 2350, 2360, 2370, 2380, 2390, 2400, and 2410 (Sweden) to develop a national redistricting plan for submission to the Districting Committee by 31 December 2021 and to implement their plan by no later than 1 July 2024, and until such time, grants a redistricting exception to these districts;
  6. grants District 1360 (Iceland) “additionally supported” status from 1 July 2021 through 30 June 2024;
  7. agrees to merge
    - a. District 1430 (Finland) with an adjacent district;
    - b. District 2275 (Norway) with an adjacent district;
    - c. District 4271 (Colombia) with an adjacent district;
    - d. District 4560 (Brazil) with an adjacent district;
    - e. District 5630 (USA - Nebraska) with an adjacent district;
    - f. District 7190 (USA – New York) with an adjacent district;
    - g. District 7230 (Bermuda, USA – New York) with an adjacent district;
    - h. District 9455 (Australia) with an adjacent district;
  - effective 1 July 2024, if the districts do not reach 1,100 members by 1 July 2022, and requests each district to submit district growth and consolidation reports to the Districting Committee, by 1 March 2021;
  8. agrees to merge District 7410 (USA – Pennsylvania) with an adjacent district, effective 1 July 2023, if the district does not reach 1,100 members by 1 July 2022, and requests the district to submit a district merger plan to the Districting Committee by 1 March 2021, this decision to supersede earlier Board action in this regard;
  9. agrees to merge District 7150 (USA – New York) with an adjacent district, effective 1 July 2023, if the district does not reach 1,100 members by 1 July 2022, and requests the district to submit a district merger plan to the Districting Committee by 1 March 2021, this decision to supersede earlier Board action in this regard;
  10. acknowledging local efforts, agrees to move the southern area of the state of Sinaloa and its 15 clubs from District 4140 (Mexico) to District 4100 (Mexico), effective 1 July 2021;
  11. requests the Constitution and Bylaws Committee to draft legislation for possible submission to the 2022 Council on Legislation to limit the total number of Rotary districts to ensure equitable use of resources to no more than 500 districts with an interim provision acknowledging it will take six years to reach this number.
- #### 47. Update to Membership Padding Pilot
- Statement:* In decision 189, June 2020, the Board adopted a governor selection pilot to reduce membership padding for all districts in Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, Philippines, and Sri Lanka for a three-year period beginning 1 July 2020. Directors Pandya and Sanghvi recommended clarifications to this decision.
- DECISION:** The Board
1. confirms that the membership padding pilot approved in its decision 189, June 2020, shall apply to all club ballots undertaken by the participating districts;
  2. amends its decision 189, June 2020 as follows:

## 189. District Governor Selection Pilot

### **DECISION:** The Board

1. adopts a governor selection pilot to reduce membership padding for all districts in Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, Philippines, and Sri Lanka for a three-year period beginning 1 July 2020 with following provisions:
  - a. clubs chartered or reinstated during the Rotary year in which the selection takes place will be ineligible to participate in any aspect of the selection process;
  - b. when a club ballot is necessary, the voting strength of each club will be based on the number of members on the July invoice of the year prior to the year in which the club ballot takes place or the July invoice of the year in which the club ballot takes place, whichever is lower.

\* \* \* \* \*

## 2020–21 Budget Review

Board-approved budget, 2020–21 (in US dollars)

Revenues:	123,483,000
Expenses:	120,694,000
Increase in net assets:	3,466,000
Funding from RI reserve:	913,000
Convention reserves:	1,000,000
<hr/>	
<b>Surplus Approved Funding Over Expenses:</b>	<b>US\$4,702,000</b>

Decisions taken at this meeting impacting current year:

<u><b>Expenses:</b></u>	<u><b>2020–21</b></u>
n/a	-

Decisions taken at this meeting impacting future years:

<u><b>Expenses:</b></u>	<u><b>2021–22</b></u>	<u><b>2022–23</b></u>	<u><b>2023–24</b></u>
Dec. 42, Houston			
Conv. Comm. Rpt.	600,000	-	-

## Adjournment

The foregoing is a true record of the proceedings at the September 2020 Rotary International Board of directors meeting.

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Holger Knaack  
President

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Andrew McDonald  
Secretary of the Meeting

## ATTEST:

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John Hewko  
General Secretary, RI

## APPENDIX A

### RATIFICATION OF DECISIONS MADE BY THE PRESIDENT (Decision 17)

#### 1. Waiver of Qualifications for Governor-nominee

*Statement:* Under the Board's terms of delegation of authority (Rotary Code of Policies section 27.040), the president is authorized to act on the Board's behalf in excusing a Rotarian from the qualifications for a district governor or governor-nominee specified in the RI Bylaws.

**DECISION:** The Board, the president acting on its behalf, in accordance with RI Bylaws section 16.010. or 16.020, excuses the following Rotarians from the qualifications for a governor or governor-nominee:

<u>Rotarian Name</u>	<u>Club Name</u>	<u>District</u>
Michael Mayott	Billings, MT, USA	5390
Maire Huopalahti	Rantasalmi, Finland	1430
Randell Barclay	Wallingford, VT, USA	7870
Odd Henry Hommedal	Voss, Norway	2250

#### 2. Vacancy in the Office of Governor or Governor-elect

*Statement:* Under the Board's terms of delegation of authority (Rotary Code of Policies section 27.040), the president is authorized to act on the Board's behalf in electing a Rotarian to fill a vacancy in the office of governor or governor-elect where such action is required by the RI Bylaws. The Board has requested the president to consult with the current director where the vacancy has occurred before making the selection.

**DECISION:** The Board, the president acting on its behalf, in accordance with RI Bylaws section 12.090. or 16.060. appoints the following Rotarians to serve as governor or governor-elect in their district, assuming all authority and responsibilities of the office:

<u>Rotarian Name</u>	<u>Club Name</u>	<u>District</u>
Hiroakira Shida	Shizuoka, Japan	2620

#### 3. Waiver of Terminations for Non-Payment of Dues

*Statement:* Due to the COVID-19 pandemic and associated economic crisis, many clubs had expressed concern to the Secretariat in March-May 2020 that they would not be able to pay their club dues.

**DECISION:** The Board, the president acting on its behalf, waives club termination for non-payment of dues for the January 2020 club invoicing period.

## APPENDIX B

### DECISIONS TAKEN ON BEHALF OF THE BOARD BY ITS EXECUTIVE COMMITTEE (Decision 18)

#### 1. COVID Travel

**DECISION:** The Board, the Executive Committee acting on its behalf, reaffirms its decision 117, April 2020, concerning Rotary travel, and:

1. agrees that, in light of the ongoing global COVID-19 pandemic, to qualify as Rotary-funded travel for the remainder of calendar year 2020, the travel must be essential to Rotary's business operations;
2. defines essential travel as travel that is mission-critical for Rotary business and
  - a. cannot be conducted without in-person interaction or without visit(s) to a specific location(s);
  - b. for which the purpose and intended outcomes are dependent upon the presence of the funded traveler(s) at the in-person meeting/location;
3. agrees that Rotary-funded, essential travel includes:
  - travel by the president, president elect, trustee chair, and their spouses;
  - travel related to the Polio global initiative;
  - travel by volunteers whose attendance is required where the meeting/event cannot accomplish its goals or be successful without the in-person presence of that traveler (for example, travel by a convener to an event is essential, while travel by a particular speaker to an event is not essential; spouse or partner travel to an event, other than the convener's, is not considered essential);
  - travel by students and Rotary Peace Fellows who have secured proper documentation to enter their intended destination country or to return home;
  - travel by a governor within his or her district to the extent permitted by applicable local governmental regulations;
4. agrees that personal travel shall not be allowed in conjunction with any Rotary-funded travel through 31 December 2020.

#### 2. Election Review Committee Report: District 3272 Complaint

**DECISION:** The Board, the Executive Committee acting on its behalf,

1. receives the complaint of the Rotary Club of Ruryila concerning the election of the member of the Zone 1B nominating committee for RI Director from District 3272 and notes the findings of the Election Review Committee:
  - a. the election was conducted in accordance with the RI bylaws;
  - b. any votes placed by the alleged phantom clubs would have had no bearing on the outcome of the election;
  - c. Past Governor Muhammed Mushtaq Chaudhary provided the necessary evidence to establish his eligibility to serve on the nominating committee;
2. based on the findings of the Election Review Committee, dismisses the complaint of the Rotary Club of Ruryila and confirms the selection of Muhammed Mushtaq Chaudhary as the representative to the Zone 1B nominating committee from District 3272.

## APPENDIX D

### AMENDMENTS TO ROTARY CODE OF POLICIES REGARDING FUNDED PARTNER TRAVEL (Decision 25)

27.080.3. Partners of President, President-elect, President-nominee and General Secretary to Accompany on Travel

The partner of the president, the partner of the president-elect, the partner of the president-nominee and the partner of the general secretary are requested to accompany their respective partners on Rotary related travel so as to further the corporate purpose of enhancing the family image of Rotary, cultivating fellowship with and among Rotarians, as well as their partners, assisting in fund development efforts on behalf of The Rotary Foundation, gaining additional publicity for Rotary and its programs in local media, conveying Rotary's commitment to family, encouraging involvement of partners in Rotary and appealing to Rotarians of both genders. Such partner travel shall be funded if it has a bona fide business purpose for Rotary International and when accompanied by proper business documentation. The General Secretary shall develop a procedure to ensure compliance with this policy.

\*

57.100.4. Convention Attendance Expenses Paid by RI

a) The convention budget shall cover the expenses of the following persons attending the convention of Rotary International and as such be designated official participants:

- President and partner (to be funded by the current year convention budget)
- General secretary and partner (to be funded by the current year convention budget)
- Sergeants-at-arms and partners (includes chief and assistant chief SAAs) (to be funded by the current year convention budget)
- Following year convention chief sergeant-at-arms (to be funded by the following year convention budget)
- Future Year Convention Committee Chair (to be funded by the current year convention budget)
- Deputy sergeants-at-arms (hotel, registration fee, and meals only)
- Current year Convention Committee and partners (to be funded by the current year convention budget)

- Secretariat staff as assigned by the general secretary to support the convention activities
  - Any person assigned by the president or the Board to a place on the program of the convention, but who is not included in the above, may have his/her expenses paid by RI with the approval of the president
- b) The Rotary Foundation shall pay the expenses of the following persons attending the convention of Rotary International:
- Trustee chair and partner
  - Trustee chair's aide and partner
  - Trustees and partners
  - Incoming trustees and partners
  - Trustee chair-elect's aide and partner
  - Past Trustee chair who has not served as an RI president and partner
  - Secretariat staff as assigned by the general secretary to other Foundation functions held in conjunction with the convention
- c) RI shall pay the expenses of the following persons attending the convention of Rotary International from the appropriate budget:
- President's aide and partner
  - President-elect and partner
  - President-elect's aide and partner
  - President-nominee and partner
  - President-nominee's aide and partner
  - Directors and partners
  - Directors-elect and partners
  - ~~Past Presidents (non-trustee) and partners~~
  - Secretariat staff as assigned by the general secretary to other organizational functions held in conjunction with the convention
  - Current year's President's immediate family, provided that the expenses of no more than 20 such members are paid by RI over a two-year period for the same officer serving first as president-elect and then as president at two consecutive conventions
  - Following year's President-elect's immediate family, provided that the expenses of no more than 20 such members are paid by RI over a two-

year period for the same officer serving first as president-elect and then as president at two consecutive conventions.

- d) RI shall pay the expenses of the Past Presidents of RI (non- trustee) and their partner to attend the convention of RI and the associated meeting of the Council of Past Presidents.

\*

69.020.11. Partner Travel Reimbursements

The Board has adopted the RI Policy Regarding Partner Travel Expense Reimbursements. Under this policy, Rotary will ~~reimburse Rotary fund~~ partner travel only if the function of the travel serves a bona fide business purpose for Rotary International and the amounts requested for reimbursement are substantiated by utilizing a RI ~~“Document of Reimbursable Activities of Partner~~ “Partner Funded Travel Expenses Form.” Rotarians and partners who fail to fulfill these requirements shall not be reimbursed by RI for any expenses associated with the travel and shall return to RI all amounts paid to them or on their behalf to RI in connection with the travel. Rotarians shall not be funded by RI for future travel until these requirements are fulfilled. Persons who travel at RI expense may be subject to income taxes on the value of the travel if the travel is not for a bona fide business purpose for RI.

\*

69.040.1. Policy for Expenses of General Officers

All reimbursements shall be for reasonable expenses in furtherance of the business purposes of RI. The general secretary shall ensure that RI maintains consistent enforcement of the existing reimbursement policies, particularly with respect to documentation. This includes monitoring so that no personal expenses are reimbursed. Persons who travel at RI expense may be subject to income taxes on the value of the travel if the travel is not for a bona fide business purpose of RI. The general secretary shall report any failure to comply with the requirements of this policy to the RI Audit Committee.

A. Annual Expense Allocation (Not Taxable Reimbursement to the Recipient):

Directors (excluding the president and the president-elect) may be reimbursed for expenses of US\$22,000 each year totaling US\$44,000 for their two-year term as director. This amount is known as the annual expense allocation. The president and the president-elect shall not receive the annual expense allocation. Directors-elect may be reimbursed for expenses of up to US\$4,000 from their annual expense

allocation in the five months prior to taking office. Any portion of the annual expense allocation not used by a director in the director's first year on the Board may be accrued and utilized in the second year. No portion of the annual expense allocation may be used by a director following the completion of the director's second year on the Board.

Except where explicitly authorized in the Rotary Code of Policies, annual expense allocation funds shall only be used to fund expenses incurred by and on behalf of directors themselves, and shall not be used to fund expenses, including travel expenses, of others, including directors' partners.

Expenses to be covered by this allocation include:

1. Office expenses associated with officer responsibilities including:
  - a. Business cards
  - b. Stationery
  - c. Postage
  - d. Multicopying
  - e. Telephone and FAX costs
  - f. Office assistance (personnel)
  - g. Other overhead costs associated with maintaining office
2. Out-of-pocket expenses associated with director visits to clubs and other travels reasonably associated with his or her position, ~~including partner expenses when accompanied by proper business purpose documentation:~~
  - a. Transportation costs
  - b. Hotel
  - c. Meals and reasonable incidentals
3. Cost of director attendance at presidential conferences or other meetings convened by the president, including partner expenses when accompanied by proper business purpose documentation:
  - a. Registration fee
  - b. Transportation
  - c. Hotel
  - d. Meals and reasonable incidentals
4. Costs associated with the Rotary institute the director is responsible for convening not otherwise covered by RI budget (see Section E) or institute budget, including partner expenses when accompanied by proper business purpose documentation.

5. Cost of director attendance at not more than one institute where the director does not serve as convener, including partner expenses when accompanied by proper business purpose documentation:
  - a. Registration
  - b. Transportation
  - c. Hotel
  - d. Meals and reasonable incidentals
6. Miscellaneous Expenses
  - a. President's jacket for RI directors and partners
  - b. Directors pins
  - c. RI videos or publications
  - d. Airline upgrades
  - e. Vaccination and preventive medical costs associated with required RI travel
  - f. Costs of establishing and maintaining a director website
7. Other reasonable Rotary business expenses not detailed above but within the officer's allocated amounts may be approved by the executive committee and reported to the Board at its next meeting. Any officers seeking reimbursements for business expenses beyond the authorized allocation amounts shall seek the authorization of the Board.

[text omitted]

#### H. Travel Expenses of the President and President-elect and their Partner

RI business related expenses incurred by the president and president-elect are funded for visits to clubs, districts, and other travels reasonably associated with their positions, including partner expenses when accompanied by proper business purpose documentation.

#### I. Travel Expenses of the Aides to the President and President-elect and their Partner

The president's aide and the president-elect's aide, and their partners when accompanied by proper business purpose documentation, are funded to attend the International Assembly, International Convention, planning meetings in Evanston, and other travel as assigned by the president or president-elect.

#### J. Travel Expenses of the President-nominee, the President-nominee's partner, the President-nominee's Aide and the Aide's partner

RI business related expenses incurred by the president-nominee are funded for orientation and planning visits to Evanston associated with his or her position, including partner expenses when accompanied by proper business purpose documentation.

The Aide to the president-nominee and their partner, when accompanied by proper business purpose documentation, is also funded to attend the International Assembly, International Convention, and planning meetings in Evanston, as designated by the president-nominee.

## APPENDIX E

### AMENDMENTS TO ROTARY CODE OF POLICIES REGARDING REINSTATEMENT OF PAST OFFICER STATUS (Decision 26)

#### **30.050. Definition of Past Officer of RI**

Terms such as “past president,” “past director,” and “past governor” identify those who have served full terms in those offices except where the RI Board has, on the merits of individual cases, decided that something less than a full term may be deemed to have been a full term for purposes of these definitions and for purposes of qualifying to hold higher office in RI under provisions of the RI Bylaws.

In certain circumstances, the Board may determine that a past officer will no longer be considered to be a past officer of Rotary International. The grounds for such a determination may include, but are not limited to, a finding that the past officer has been involved in criminal activity, financial malfeasance, fraud, harassment, election interference, lawsuits against Rotary, its officers or clubs, has acted in a manner inconsistent with the Rotary Code of Conduct, or has engaged in any other action or activity that the Board considers to be inconsistent with the standard of conduct the Board considers to be appropriate for a past officer.

Prior to submission for consideration, the matter must have been reviewed at the appropriate Rotary club, district or zone level, consistent with Rotary policies, with the findings presented to the Board.

In reaching its determination, the Board may rely upon findings of the appropriate local (club, district, and zone) entity that are documented and presented to the Board by a director or general secretary.

In the event that a former past officer of RI wishes his/her status as a past officer to be reinstated it will only be considered by the Board if new information is presented that factually demonstrates that the original decision was made in the absence of all the facts. The former past officer must present this information to whatever bodies at the club, district or zone level made and documented the original request. If this is done to the satisfaction of the relevant bodies, the information shall be presented to the general secretary for verification. If the information is verified, the executive committee of the board will make the determination if the request should be presented to the full board for decision. Only requests that follow this procedure shall be considered by the Board. A director may not bring such a request to the board directly.



## APPENDIX G

### PROPOSED LEGISLATION FOR THE 2022 COUNCIL ON LEGISLATION (Decision 33)

#### PROPOSED ENACTMENT 22-

To revise the process for changing sections in a zone

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

*To amend the **BYLAWS** of Rotary International as follows (page 33 MOP)*

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

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

###### **11.010.5. Sections Within Zones.**

The board may create, modify, or eliminate sections in zones in order to rotate the directorship within a zone by nominating RI directors on a schedule set by the board, based on an approximately equal 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.~~

(End of Text)

#### **PURPOSE AND EFFECT**

Currently RI Bylaws 11.010.5. provides that the Board may create and modify zones. This change would allow the Board to also create and modify sections within a zone.

The right to realign zones should also include the right to realign sections within zones. Currently, while the Board can make changes to zone boundaries, the final sentence in 11.010.5. limits the Board's authority to change sections within zones and is inconsistent with 11.010.4.

\*

#### PROPOSED ENACTMENT 22-

To revise the process for changing sections in a zone

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

*To amend the **BYLAWS** of Rotary International as follows (page 33 MOP)*

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

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

###### **11.010.5. Sections Within Zones.**

The board may create, modify, or eliminate sections in zones in order to rotate the directorship within a zone by nominating RI directors on a schedule set by the board, based on an approximately equal 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~~ sections.

(End of Text)

#### **PURPOSE AND EFFECT**

Currently RI Bylaws 11.010.5 provides that the RI Board may create and modify zones. This change would allow the Board to also create and modify sections within a zone.

If this section is going to be enforced, the consent needed should be that of the clubs in each section. Sections are designed to provide smaller groups within zones with the right to select a director, when they would not otherwise have this opportunity. As currently worded, a section that contained more than half of the clubs in the zone could agree to eliminate a smaller section to make sure the smaller section did not have an opportunity to elect a director, thus frustrating the entire point of sections.

## APPENDIX H

### PROPOSED LEGISLATION FOR THE 2022 COUNCIL ON LEGISLATION (Decision 34)

#### PROPOSED ENACTMENT 22-

To eliminate inconsistencies in the RI Bylaws

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

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

*in article 11 (page 34 MOP)*

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

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

*11.020.9. Selection of Members by Nominating Committee Procedure.*

The member and the alternate member of the nominating committee may be selected by a nominating committee procedure based on section 12.030.1. where not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and are willing and able to serve. A candidate for member shall not serve on the committee. ~~The member and the alternate member of the nominating committee shall be selected by 30 June of the year before the scheduled nomination.~~

*and in article 12 (pages 37-39)*

#### **Article 12 Nominations and Elections for Governors**

**12.030. Nominating Committee Process.**

*12.030.3. Club Suggestions for Governor.*

The governor shall invite clubs to submit their suggestions for nominations for governor. ~~The deadline for suggestions is~~ invitation is to be made at least two months before suggestions are due to the nominating committee ~~meeting~~. The suggestions shall be submitted by a resolution naming the suggested candidate adopted at a regular club meeting and certified by the secretary. A club shall only suggest one of its own members.

**12.090. Vacancies in the Offices of Governor-nominee and Governor-elect.**

If a district fails to select a governor-nominee or if a nominee becomes disqualified for election or otherwise unable or unwilling to serve and another nominee is not selected either before the election of officers at the convention or at least three months before the international assembly, the governor shall reinitiate the selection procedures starting with section 12.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. ~~Thereafter, if~~ If either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for the successor has been completed by the district, then the successor shall automatically fill the vacancy if they are willing to do so, subject to the required election either by the convention or the board. If the successor has been selected, but is unable or unwilling to fill the vacancy, the board shall elect a Rotarian qualified under section 16.010.

(End of Text)

#### **PURPOSE AND EFFECT**

At the 2019 COL, the Council adopted 19-115 “To modernize and streamline the Bylaws of Rotary International without making any substantive changes.” The intent of this item was to make remove redundancies, improve the readability of the Bylaws and streamline the format without making any substantive changes. However, in the course of making non-substantive changes to the Bylaws as adopted by the 2019 COL, it was found that some changes contradicted each other or created changes that was unintended. As such, this enactment is returning certain section to their previous requirements.

\*

#### PROPOSED ENACTMENT 22-

To revise the qualifications for governor-nominee

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

To amend the **BYLAWS** of Rotary International as follows (pages 43-44 MOP)

## Article 16 Governors

### 16.010. *Qualifications of a Governor-nominee.*

Unless excused by the board, the person selected as a governor-nominee shall at the time of selection:

- (a) be a member in good standing of a functioning club in the district;
- (b) have served as club president for a full term or as charter president for at least six months;
- (c) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 16.030.;
- (d) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws; and
- (e) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

### 16.020. *Qualifications of a Governor.*

Unless excused by the board, a governor, when taking office, must have attended the international assembly for its full duration, have been a Rotarian for at least seven years or have the equivalent leadership experience, and continue to possess the qualifications in section 16.010.

(End of Text)

## PURPOSE AND EFFECT

While Rotary leadership experience is invaluable, there are many Rotarians who have professional leadership expertise outside of Rotary. This proposal would allow for more candidates with either Rotary or non-Rotary leadership expertise to be considered by district nominating committees. Additionally, this change would open up opportunities for newer Rotarians to serve as a district governor.

\*

## PROPOSED ENACTMENT 22-

To allow the Board to create pilot districts

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

To amend the **CONSTITUTION** of Rotary International as follows (page 10 MOP)

## Article 8 Administration

**Section 5** — The board may, as a pilot project, permit the reorganization of up to 100 districts not in accordance with this constitution and RI bylaws. The pilot projects may extend for a period not exceeding six years. At the end of the pilot project, the districts shall revert to the constitution and RI bylaws in effect at that time.

(End of Text)

## PURPOSE AND EFFECT

The purpose of this enactment is to allow the board to experiment with new and more contemporary supervision structures for clubs and Rotarians. With the pace of change in society and the increasing impact of technology on our life it is appropriate to look at new ways to support our clubs and our members. We need to consider new models that can enhance our efficiency, increase the ability of members to access support and look at new ways to make volunteer positions more manageable and doable.

The current volunteer structure is one that has been in place for in excess of 70 years when communication and increasing motivation were very dependent on in-person connections. The current structure has grown into a significant hierarchy with additional volunteer layers and roles having been added over the years. Most contemporary entities in today's global marketplace have significantly flattened their organizational structure to allow greater agility and more direct links between leadership and the grassroots level of their organization. This enactment will allow the board to experiment with new models that can potentially enhance our efficiency, allow more flexibility in delivering services including regionalization of those services and offerings.

\*

## PROPOSED ENACTMENT 22-

To revise the timeline for president and director elections

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

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

in article 10 (pages 29-32 MOP)

## **Article 10 Nominations and Elections for President**

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

#### **10.030.1. Notification to Eligible Candidates.**

##### **10.030.3.1. Ballot Procedure.**

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

##### **10.030.4. Balloting Committee Meeting.**

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

### **10.040. Committee Procedure.**

#### **10.040.3. Forwarding Names to Committee.**

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

### **10.070. Additional Nomination by Clubs.**

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

#### **10.070.1. Candidate Previously Considered and Concurrence.**

Any club may suggest as a challenging candidate a Rotarian who notified the general secretary pursuant to subsection 10.040.3. of their willingness to be considered for nomination for president through a resolution adopted by the club. 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 club ballot. The concurrence must be certified to the general secretary by the governor. The resolution must be accompanied by a written statement from the challenging candidate agreeing to have the candidacy submitted to the clubs for endorsement. The requirements must be received by ~~1 October~~ 15 September.

#### **10.070.2. Notification to Clubs of Challenging Candidates.**

After ~~1 October~~ 15 September, the general secretary shall notify the clubs of the suggested challenging candidates and provide them with an endorsement form.

#### **10.070.4. Endorsement of Challenging Candidate.**

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

### **10.090. Club Ballot.**

The procedure for electing a president by a club ballot as provided in section 10.070. shall be as follows:

#### **10.090.3. Distribution of Ballot.**

The balloting committee shall send the ballot to each club by ~~15 February~~ 1 January, with instructions that the completed ballot be returned to the balloting committee at World Headquarters by 15 ~~April~~ February. The ballot shall include photographs and biographical statements of the candidates.

#### **10.090.4. Club Voting.**

The number of a club's votes is determined by the formula in subsection 15.050.1.

#### **10.090.5. Balloting Committee Meeting.**

The balloting committee shall meet at a time, place, and manner determined by the president, no later than 20 ~~April~~ February. The committee shall examine and count the ballots. The balloting committee shall certify the results to the general secretary within five days.

#### **10.090.6. Counting of Votes.**

The candidate receiving a majority of the votes shall be declared the president-elect. The voting shall take into

account the second and subsequent choices where necessary.

10.090.7. *Announcement of President-elect.*

The president shall announce the name of the president-elect no later than 25 ~~April~~ February.

*and in article 11 (pages 35-36 MOP)*

**Article 11 Nominations and Elections for Directors**

**11.030. Club Ballot Procedure.**

11.030.3. *Deadline for Receipt of Ballots.*

The general secretary shall send the ballot including photographs and biographical statements to each club in the zone or section no later than the following 31 December. The ballot shall be sent with instructions that the completed ballot must be returned to the general secretary at the World Headquarters no later than 4 ~~March~~ 1 February.

11.030.5. *Balloting Committee.*

The president shall appoint a balloting committee to examine and count ballots. The committee shall meet at a time, place, and manner determined by the president, no later than 5 ~~March~~ February. The committee shall certify the results to the general secretary within five days.

11.030.7. *Announcement of Director-nominee.*

The president shall announce the name of the director-nominee selected no later than 10 ~~March~~ February.

11.030.8. *Tie Vote.*

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

**PURPOSE AND EFFECT**

The timelines for mail ballots in RI director and president elections were established when ballots had to be mailed from and returned to the secretariat. As mail ballots are now conducted electronically, the time periods for these elections, when needed, can be shortened so that the outcome will be known sooner.

(End of Text)

## APPENDIX J

### VIRTUAL ROTARY YOUTH EXCHANGE GUIDELINES (Decision 39)

#### ***What is a virtual exchange?***

Virtual exchanges are an engaging alternative to in-person exchanges, providing young people a unique opportunity to meet and collaborate with people from other cultures and communities online. When they are structured, safe, and developed with specific goals and student outcomes in mind, virtual exchange experiences can be just as valuable as physically going abroad, allowing young people to engage in intercultural dialogue and meet people with different viewpoints from around the world. They can also help students challenge stereotypes, increase empathy, and develop intercultural competencies – all of which can help them develop the knowledge and skills needed to become global citizens and peacebuilders.

#### ***What are the benefits of a virtual exchange?***

*Virtual exchanges promote diversity and inclusion.* One of the greatest benefits of virtual exchanges is that they are inclusive and accessible by nature, making international, cross-cultural educational experiences available to a greater number of young people. It also provides an opportunity for students from vastly different backgrounds to come together. As valuable as physical exchange experiences are, there are many barriers that keep young people from participating, including cost, strict educational requirements, physical or mental health challenges, travel restrictions, or even personal family obligations. A virtual exchange can provide underserved, underrepresented, or marginalized youth in your communities – who have just as much to contribute to intercultural dialogue – the opportunity to engage in meaningful conversations that help promote respect and understanding across cultures.

*Virtual exchanges develop students' global competencies and leadership skills.* Connecting virtually is becoming more the norm than the exception. Using digital communication tools like Zoom, Skype, Google, Facebook, etc., students not only have the chance to learn about other cultures and backgrounds, but with proper guidance students can also learn how to interact effectively and collaboratively with others in a digital space.

*Virtual exchanges enhance past cross-cultural experiences and fuel curiosity for new ones.* For young people who have had the chance to experience a physical

exchange or who have traveled abroad, a virtual exchange can give them an opportunity to deepen their understanding. For those who may not have the opportunity, a virtual exchange can prepare or empower them to pursue an in-person exchange experience later in their academic or professional career.

#### ***How can I develop a meaningful virtual exchange experience for my students?***

We live in a hyper-connected world, where students can access information or connect with someone anywhere in the world in a matter of seconds. Technology is a valuable tool, but that alone will not foster deep cross-cultural understanding. If you are thinking about facilitating virtual exchanges in your district, keep in mind that a meaningful exchange:

- *has structure, specific goals, and learning objectives, as well a way to evaluate success.* Before arranging a virtual exchange, think about what you want students to get out of the experience (or what they want out of it) and structure your program in a way that will help them meet those goals. Then think about how you will monitor their progress and the tools you'll use to determine whether the program achieved the outcomes you hoped for, perhaps through surveys or feedback.
- *is designed to be intentional.* Intercultural learning does not happen through cross-cultural interactions alone. For deep engagement, foster students' intercultural competency development through creating a structured program that incorporates guided facilitation with volunteers throughout the process, so students have a chance to reflect upon, think critically, and talk about what they're learning with others. Remember that good facilitators should never tell students what they've learned - instead it's important to guide students through meaningful conversations.
- *prepares, guides, and then debriefs students.* Although students participating in virtual exchanges may not be physically traveling abroad, in addition to guided facilitation, outbound orientations and debriefings are equally important. Not only is it necessary to prepare students about online safety, it's also important to prepare them for cross-cultural learning. For example, before students take part in a virtual exchange, let them talk about what some

known stereotypes of or beliefs about the other culture may be, why they may have these assumptions, and how they can challenge (or validate) these assumptions throughout their exchange experience. When the virtual program is over, allow students to have a reflective dialogue with each other about differences and the benefits of understanding issues from multiple perspectives – a skill that helps develop intercultural competence.

- *empowers students to come up with ideas – and then act.* Help students transform ideas into action. Consider a project-based exchange, having students tackle a social issue within their own communities and talk with each other on ways to approach it. Perhaps have students work with Interact clubs and work together on a global project. There are many ways to inspire students to use what they're learning for good, and the best virtual exchanges will have an impact that extends beyond online interactions. Use our Service Learning Curriculum in Rotary's Learn Center as the framework for a service-minded virtual exchange that empowers students to take on an international service project together.
- *incorporates a variety of virtual tools and engages the community.* Consider allowing participants to enhance their exchange interactions by exploring virtual tools that could support their cultural understanding. For example, many museums have virtual tours with engaging immersion activities for little to no cost. Another idea would be to invite local community leaders to take part in virtual conversations – invite a teacher, government official, or healthcare professional to bring a new perspective to what students are learning about.
- *prioritizes the safety and well-being of participants.* The internet can be a powerful and positive tool, especially for engaging youth. While the physical safety risks are greatly reduced with a virtual exchange, technology poses an entirely new set of risks to students' safety. Below you'll find some important safety considerations that will help you create meaningful experiences while keeping students safe online.

### ***Electronic/Online safety considerations***

It is the responsibility of those who administer virtual activities to understand local laws related to data privacy and internet use involving minors, and to see that volunteers and program participants abide by them. If you are considering developing virtual exchanges or using technology to engage young people in other ways, we encourage you to consult with local youth-serving

organizations and legal experts to confirm the standard level of care needed in your area to undertake these types of activities. Also consider these additional general safety guidelines:

*Establish boundaries and expectations.* Ensure your district has a comprehensive youth protection policy that outlines appropriate standards specifically for electronic communication/social media usage between volunteers and youth, as well as between youth program participants themselves. Your policy (and any consequences for violating it should be communicated clearly to volunteers, youth, and their families, so that everyone is aware of the expectations. Download Rotary's Youth Protection Guide for a comprehensive overview and consider incorporating the following into your policy.

### **Communication:**

- To ensure communication is appropriate and transparent between volunteers (including peer mentors) and youth participant(s), consider requiring that all communications (e.g. email, text message, etc.) have a second adult copied, whether it be a vetted volunteer or the student's parent. This helps decrease the risk for misunderstandings or inappropriate interactions.
- Outline specific times for when communication can be sent between volunteers and youth (e.g. during the day only). If communication occurs outside of the designated timeframe, that could serve as a warning that interactions between volunteers and/or participants should be monitored more closely.
- Adults (or peer mentors) should not maintain private social media connections with a youth program participant and should only use social media to communicate to a closed page/group of several participants.

### **Sharing or re-sharing participant content:**

- Photos or personal information about a youth program participant should never be shared without the express permission and knowledge of their parent or legal guardian.
- Stories about and images of youth program participants should not be shared or posted until they have completed their program or activity, and only with the participant's and their parents' consent.
- Never tag a minor or share their username or handle online. This could threaten their safety by revealing their interests or the locations they visit often.

*Educate everyone on how to exhibit appropriate behavior and to keep young people safe.* When it comes to keeping students protected in a digital age, one of the most important things to do is to educate volunteers, students and their families about online threats and what they can do to keep themselves and others safe. In addition to ensuring participants and volunteers are properly screened and trained, below are some key elements to incorporate into your conversations and/or training materials related specifically to online safety.

Understand common threats to online student safety:

- **Online grooming** – Predators (both adults and young people alike) will befriend young people online in order to take advantage of them. Once they've gained their trust, they may encourage students to engage in inappropriate behavior, including sharing inappropriate images and videos, or persuading them to meet in person.
- **Cyberbullying** – Bullying that happens online can be just as devastating to a young person (or worse) because the internet enables individuals to say or do things they wouldn't normally do face-to-face.
- **Reputational risks** – What is shared online can stay around indefinitely - even if it's a "temporary" post or message. Remind students that they should only post or share things online that they would be comfortable sharing with their family, teachers or a future employer.
- **Peer pressure** – Peers have an enormous influence on each other and can persuade each other to act in certain ways, or engage in behaviors, that can be harmful – including risky online games, sending inappropriate photos, or bullying.

Before students participate in any online activity, remind students to:

- **Avoid emotional posting.** Before engaging in any communication, students should make sure they are not upset or angry, and that they are prepared to make smart decisions about what they send, share or post - and with whom.
- **Be respectful of others.** Talk with students about the consequences of their actions, and to always treat others as they would want to be treated.
- **Remain as anonymous as possible.** Students should never share:
  - Their full name or even the names of their family members (including pets!)
  - Specific locations they are currently visiting /often visit (and be sure to turn off GPS apps or

other mobile location settings that may already be built in)

- Home or school address, or the addresses of any of your friends or family
- **Keep personal information private.** Ensure that privacy settings are activated on social media sites and/or mobile apps and remind students to only connect with people they know. They should also be careful when creating email addresses, screen names, social media handles, to ensure that any aliases they may be using do not include any personal information about them.
- **Think before sharing photos/images of themselves or others.** What students share may remain online forever, so remind students of the risks of sharing information or pictures of themselves or others – including the consequences of others using their photos without their consent.
- **Speak up!** Students should feel empowered and encouraged to report anything that makes them feel uncomfortable, for any reason, including the treatment of others online or receiving inappropriate messages or images from someone.

Volunteers and parents must be prepared to support students as they navigate online activities. It's essential that they:

- **Understand the warning signs of cyber abuse.** Monitor students and look out for "red flags" that could indicate a student is being bullied or abused, such as changes in their behavior or attitude (see Rotary's Youth Protection Guide). Check in often to let them know you care about their emotional well-being.
- **Empower students.** Help students feel empowered to advocate for their own safety and feel comfortable making their personal boundaries known. Work with them to develop ways to deal with difficult situations and to speak up when they notice something wrong.
- **Invite students to be part of the conversation.** Students may know more about current threats to their safety than adults. They should be involved in discussions about how to keep themselves, and fellow participants, safe. And, by creating an open line of communication, students may feel more comfortable speaking up if something happens.
- **Engage students in productive, structured, and meaningful activities.** When students have a specific goal to focus on, or a cause to contribute to, they are less likely to engage in destructive or inappropriate behavior.



Below are some examples of appropriate and inappropriate interactions that you can use to illustrate productive behaviors and establish boundaries between adults and youth, as well as between youth participants themselves.

Verbal/written interactions. Keeping verbal interactions between adults and youth appropriate is just as important as maintaining appropriate physical boundaries.

Acceptable verbal/written interactions	Unacceptable verbal/written interactions
<ul style="list-style-type: none"> <li>• Positive reinforcement</li> <li>• Jokes in general</li> <li>• Encouragement</li> <li>• Praise</li> </ul>	<ul style="list-style-type: none"> <li>• Calling someone names</li> <li>• Adults discussing sexual encounters or their personal problems with youth participants</li> <li>• Adults asking youth to keep secrets of any kind</li> <li>• Cursing</li> <li>• Discriminatory or sexual jokes</li> <li>• Shaming or belittling someone</li> <li>• Harsh language that may frighten, threaten, or humiliate youths</li> <li>• Making negative remarks about a participant or their family, culture, religion, gender identity, sexual orientation, or background</li> <li>• Commenting on or complimenting a person's body or body development</li> </ul>

Electronic and online interactions. Communicating with participants by text message, email, social media, or personal phone presents new challenges to keeping participants safe.

Guidelines for electronic communication	What to avoid in electronic communication
<ul style="list-style-type: none"> <li>• Copy or include another volunteer or the participant's parent or guardian</li> <li>• Communicate with multiple participants in a closed group, or use a website or social media page that are not visible to the public</li> <li>• Counselors, advisers, and host parents might be allowed to exchange messages with a participant without supervision if they have the prior approval of program leadership</li> </ul>	<ul style="list-style-type: none"> <li>• Harsh, coercive, threatening, intimidating, derogatory, or humiliating comments</li> <li>• Sexual conversations or images</li> <li>• Private messages between a volunteer and a youth without prior approval</li> <li>• Posting pictures of youth participants on social media sites without parental consent</li> <li>• Posting inappropriate comments on pictures</li> </ul>

**Thank you for the support you provide to Rotary's young people, and for your efforts to help create safe, meaningful, and engaging experiences for our youth. Questions? Email [youthprotection@rotary.org](mailto:youthprotection@rotary.org).**

## APPENDIX K

### AMENDMENTS TO THE STANDARD INTERACT CLUB CONSTITUTION AND THE RECOMMENDED INTERACT CLUB BYLAWS (Decision 40)

#### STANDARD INTERACT CLUB CONSTITUTION

##### Article 1 — Name

The name of this organization shall be the Interact Club of \_\_\_\_\_.

This Interact club is sponsored by the Rotary club of \_\_\_\_\_ [and if applicable] jointly sponsored by the Rotary and/or Rotaract club(s) of \_\_\_\_\_

All listed sponsor clubs are within the boundaries of the district in which this Interact club is located.

~~This organization shall be sponsored by the Rotary Club(s) of \_\_\_\_\_.~~

##### Article 2 — Purpose

The purposes of this club are for:

~~Rotary-Sponsor club~~ members to recognize the positive change implemented by youth and young adults as the fifth Avenue of Service, Youth Service, through an active and personal commitment to empower young people to take action through community and international service, develop leadership skills, and gain a global perspective that fosters world peace and cultural understanding; and for

Students and youth to take action through community and international service, discover new cultures and promote international understanding as global citizens, develop skills to become school and community leaders, make friends locally and globally, and have fun while recognizing the importance of *Service Above Self*.

##### Article 3 — Sponsorship

1. The ~~Rotary club~~ sponsor club(s) of this Interact club, through a committee of ~~Rotarians~~ sponsor club members, the number of which shall be determined by the ~~Rotary-sponsor~~ club(s), shall exercise supervision and control over all activities, programs and policies of this Interact club. In the case of an

Interact club composed of a single gender, the committee shall also include one or more responsible adults of the same gender as ex officio members.

2. This club is not a part of, and neither this club nor its members have any rights or privileges with respect to, the sponsor ~~Rotary~~ club(s).
3. This club is a non-political, non-sectarian organization.
4. This Interact club may be school-based or community-based. Where the Interact club is school-based, control and supervision by the sponsor ~~Rotary~~ club(s) shall be exercised in full cooperation with school authorities, with the understanding that such clubs are subject to the same regulations and policies established by the school authorities for all student organizations and extracurricular activities of the school.
5. To maintain active certified status from RI, this club's sponsor club(s) shall provide the name and contact information of ~~an~~ one adult adviser, a Rotarian or a Rotaractor, to the for this Interact club to RI each year no later than 30 June. Failure to submit updated adult contact information to RI in a two-year period will result in termination of this Interact club.
6. This ~~Interact~~ club depends upon the continued active personal participation of the sponsor ~~Rotary~~ club(s). In the event that ~~the all the~~ sponsor Rotary clubs is are terminated, even if the Interact club continues to be sponsored by a Rotaract club, the governor of the Rotary district must install at least one other ~~another~~ sponsor-Rotary club as sponsor; if one cannot be found and reported to RI within 180 days, this e Interact club will be terminated.

##### Article 4 — Membership

1. Eligible members should be youth of good character and leadership potential aged 12 to 18 years old or upon graduation, whichever is later.
2. The method of admitting new members to this club, as provided in the bylaws, shall be determined by this club with the approval of sponsor ~~Rotary~~ club(s). The method of admitting new members of school-based Interact clubs shall have the approval of the appropriate school authorities.
3. Membership shall automatically terminate (a) on 30 June of the Rotary year in which a member becomes

18 years old or upon graduation, whichever is later, without contradicting regulations and policies established by the school authorities for school-connected clubs; or (b) upon termination of ~~the this~~ club; or (c) upon failure to meet attendance requirements unless excused by the board of directors of this club for good and sufficient reason.

4. Membership may be terminated for cause, as determined by this club by vote of not less than 2/3 of all the members in good standing.

#### Article 5 — Meetings

1. ~~The This~~ club shall meet, as provided in the bylaws, at a time and place suited to the convenience of ~~the its~~ members, with due regard for their school obligations.
2. Attendance may be in person, through online meetings, or using online connections for members whose attendance otherwise would be precluded. All online activities, such as the club website and social media pages, shall be operated in accordance with applicable law and regulations; sponsor ~~Rotary~~ club(s) shall obtain written consent of Interactors' parents or legal guardians in advance of Interact participation as necessary.
3. The board of directors shall meet as provided in the bylaws. No meeting of ~~the this~~ club or of the board shall be deemed official unless a member of the sponsor ~~Rotary~~ club(s) is in attendance.
4. Meetings of the club and of the board of directors may be cancelled during holiday or vacation periods at the discretion of the board of directors, with the approval of the sponsor ~~Rotary~~ club(s).

#### Article 6 — Committees

The president, with the approval of the board, may appoint standing or special committees as necessary or convenient for the administration of the club, citing their duties at the time of appointment. All special committees shall lapse upon the completion of their duties or upon discharge by the president.

#### Article 7 — Officers and Directors

1. The officers of this club shall be a president, vice president, secretary, treasurer, and such additional officer(s) as provided in the bylaws.
2. The governing body of this club shall be a board of directors composed of the president, vice president, secretary, treasurer and additional directors whose number shall be determined by this club with the approval of the sponsor ~~Rotary~~ club(s), all to be elected from among the members in good standing.

All decisions, policies and actions of the board and of ~~the this~~ club shall be subject to the authority of the sponsor ~~Rotary~~ club(s), the provisions of this constitution, and policy established by Rotary International.

If school-based, this club shall be subject to the same regulations and policies established by the school authorities for all student organizations and extracurricular activities of the school.

The board of directors shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a board of appeals from the rulings of all officers and actions of all committees.

3. Elections of officers and directors shall be held annually by methods compatible with local customs and procedures, as provided in the bylaws, but in no case shall more than a simple majority of the members present and in good standing be required for election.

The term of office of all officers and directors shall be one year, unless a shorter term is provided in the bylaws.

#### Article 8 — Activities and Projects

1. This club shall be responsible for planning, organizing, financing, and conducting its own activities and shall itself supply the money, labor, and creative imagination necessary thereto, except that in the case of joint projects or activities undertaken in cooperation with other organizations, such responsibility shall be shared with such other organization(s).
2. The club shall undertake among its activities at least two major projects annually, one designed to serve the school or community and the other to promote international understanding, and each shall involve all or most of the members of the club.
3. It is the responsibility of the club to raise the funds necessary to carry out its program. It should not solicit or accept more than occasional or incidental financial assistance from its sponsor ~~Rotary~~ club(s), other Rotary ~~and clubs~~, Rotaract clubs, or ~~other~~ Interact clubs. All funds raised for service projects must be expended for that purpose.

#### Article 9 — Fees and Dues

1. Fees, dues or assessments on the membership of ~~the this~~ club may be levied for the purpose of meeting the administrative costs of the club. Funds for activities and projects undertaken by ~~the this~~ club shall be raised apart from such fees, dues or assessments.

2. ~~The Sponsor Rotary~~ club(s) should establish financial guidelines for Interact clubs to ensure that all funds are managed in a responsible and transparent manner, including all monies collected to support service projects, consistent with laws and banking regulations in the country. This should include providing oversight for an adult signatory on all accounts, including plans for disbursement of funds should the Interact club disband or be terminated.

#### Article 10 — Acceptance of Constitution and Bylaws

Every member of this club, by acceptance of membership, thereby accepts the principles of Interact as expressed in its purpose and agrees to comply with the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of the club. No member shall be absolved from the observance of the constitution and bylaws on the plea that a copy of them has not been received.

#### Article 11 — Bylaws

This club shall adopt the “Recommended Interact Club Bylaws,” together with such amendments as are not inconsistent with this constitution and which may be deemed necessary or convenient for the governance of ~~the~~ this club, provided that such amendments are adopted in accordance with the amendment procedure prescribed in the “Recommended Interact Club Bylaws.”

#### Article 12 — Name and logo

The name and logo of Interact shall be used exclusively by Interact members. Each member of this club shall be entitled to wear or otherwise display the Interact name and logo in a dignified and appropriate manner during the period of membership. Upon termination of this club, all rights and privileges relating to the Interact name and logo shall be relinquished by the club and by its members individually and collectively. Such entitlement shall be relinquished upon termination of membership or termination of this club.

#### Article 13 — Duration

This club shall exist so long as it continues to function in accordance with the provisions of this constitution and policy relating to Interact established by Rotary International, or until it is terminated:

- a) by Rotary International, with or without the consent, approval or concurrence of the sponsor ~~Rotary~~ club(s), for failure to function in accordance with this constitution or for other cause,

- b) by the sponsor ~~Rotary~~ club(s); or
- c) by the Interact club itself upon its own determination.

#### Article 14 — Amendments

This constitution shall be amended only by the Board of Directors of Rotary International, and all amendments to this prescribed “Standard Interact Club Constitution” shall be automatically adopted by each Interact club.

[END]

\*

#### RECOMMENDED INTERACT CLUB BYLAWS

*Club bylaws supplement the Standard Interact Club Constitution and establish common club practices. The bylaws in this document are recommendations. Customize them to reflect your club’s practices, confirm that they are not in conflict with the Standard Interact Club Constitution and the current Rotary Code of Policies. The sponsor ~~Rotary~~ club(s) must approve these bylaws and any amendments.*

Bylaws of the Interact Club of

\_\_\_\_\_  
Adopted by the Interact Club of

on \_\_\_\_\_

Approved by the Rotary Club(s) of

\_\_\_\_\_  
[and if applicable] the co-sponsor Rotary and/or Rotaract club(s) of

on \_\_\_\_\_

#### Article 1 — Definitions

1. Board: The club’s board of directors
2. Director: A member of the club’s board of directors
3. Member: A member of the club
4. Quorum: The minimum number of participants who must be present when a vote is taken: majority of the club’s members for club decisions and a majority of the directors for club board decisions
5. RI: Rotary International
6. Sponsor: a Rotary or Rotaract club that sponsors an Interact club. An Interact club must have at least one Rotary club sponsor.
67. Year: The 12-month period that begins on 1 July

\_\_\_\_\_  
*Your club may choose how it defines a quorum for voting purposes.*

## Article 2 — Elections and Terms of Office

1. Election for the offices of president, vice president, secretary, treasurer, and directors shall be held annually prior to \_\_\_\_\_
2. One month before elections, nominations for president, vice president, secretary, treasurer, and any open director positions may be presented in writing and from the floor. Those candidates receiving a majority of the votes of the members present and in good standing shall be elected.
3. The method of election shall be \_\_\_\_\_
4. If any officer or director vacates a position, the remaining members of the board will appoint a replacement for the remainder of the term.
5. The terms of office for each role are:

President —           one year  
Vice President — \_\_\_\_\_  
Secretary — \_\_\_\_\_  
Treasurer — \_\_\_\_\_  
Director — \_\_\_\_\_

*The Standard Interact Club Constitution requires that your club's bylaws specify an election process, but in no case shall more than simple majority of the members present and in good standing be required for elections.*

## Article 3 — Duties of Officers

1. The president presides at all regular and special meetings of the club and the board of directors. The president, with the approval of the board, appoints all standing and special committees and fills vacancies in the board of directors by appointment until the next regular election of the club. The president is an ex officio member of all committees. The president maintains regular communication with the sponsor ~~Rotary~~ club(s).
2. The vice president succeeds the office of president in the event of the removal of the latter for whatever cause, and, in the absence of the president, presides at all meetings of the club and of the board.
3. The secretary maintains all club records, and records minutes of all meetings of the club and of the board.
4. The treasurer oversees all funds and provides an annual accounting of them. The treasurer shall make all disbursements under procedures determined by the board of directors. The treasurer shall make all records available for inspection by any club member or sponsor ~~Rotary~~ club(s) upon request.
5. The board of directors shall be the governing body of the club, as provided in the constitution. In the absence of the president or vice president, the board

of directors may select an officer or director to preside at the meetings of the club. It shall make an annual report to the club to apprise all members of the club's operations. It shall hold regularly scheduled meetings, which shall be open to the attendance of any club member in good standing. Members attending such meetings, however, shall not address the meeting except with the permission of the board.

*Additional officer's duties and terms of office may be included here.*

## Article 4 — Committees

The president, with the approval of the board of directors, may appoint the following standing committees, additional committees, or special committees as necessary or convenient for the administration of the club, citing their duties at the time of appointment:

1. *International Understanding.* This committee shall identify opportunities to enhance international understanding among the members and in the school and community in order to plan and implement at least one major activity annually designed to enhance international understanding, involving all or most of the club membership.
2. *Service.* This committee shall plan and implement at least one major service project annually designed to directly benefit the local or school community, involving all or most of the club membership.
3. *Finance.* This committee shall devise ways to finance any and all club activities requiring funds, in cooperation with the appropriate committee.
4. *Club.* This committee shall be responsible for tracking attendance, developing membership, promoting activities and other matters as appropriate.

*Additional standing committees and their duties may be included here.*

## Article 5 — Meetings

1. An annual meeting of this club, the board of directors, and sponsor ~~Rotary~~ club(s) is held no later than \_\_\_\_\_ each year for the purpose of discussing plans and objectives for the year and/or upcoming year, and reaffirming the responsibilities and commitment of the sponsorship relationship.
2. This club meets as follows: \_\_\_\_\_ Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

3. Each member of this club shall attend at least - \_\_\_\_\_% of this club's regularly scheduled meetings.
4. The board meets as follows:  
\_\_\_\_\_. Special meetings of the board are called with reasonable notice by the president or upon the request of two board members.
5. One or more members of the sponsor Rotary club(s) should attend all regular and special meetings of the club and of the board, and shall attend no fewer than \_\_\_\_\_ regular meetings of the club annually,  
  
and no fewer than \_\_\_\_\_ regular or special meetings of the board of directors annually.
6. Any member absent from a regularly scheduled meeting of the club may make up for an absence in the following ways:  
\_\_\_\_\_; or
  - b) attend and participate in a club service project or a club-sponsored community event; or
  - c) attend a convention or preconvention of RI, a Rotary or Interact district or multi-district conference or training seminar, or other meeting authorized by the board.
7. A majority of the members in good standing shall constitute a quorum at any regular or special meeting of the club. Any four members of the board, one of whom must be the president or vice president, shall constitute a quorum at any meeting of the board.

#### **Article 6 — Fees and Dues**

1. The admission fee for new members shall be \_\_\_\_\_. Annual dues shall be \_\_\_\_\_ per member.
2. All fees and dues must be paid before a member will be considered in good standing.

#### **Article 7 — Method of Admitting Members**

1. A member may propose a candidate, a prospective member may make a request, or another club may propose one of its transferring or former members to join this club. The method of admitting new members of school-based Interact clubs shall have the approval of the appropriate school authorities.
  2. The club should approve or reject a candidate's membership within \_\_\_\_\_ days and notify the candidate of its decision.
  3. The membership of this club may be all male or all female at the discretion of the sponsor club(s), and, for school-based Interact clubs, the approval of the appropriate school authorities.
- 

*Additional qualifications or procedures for admitting new members may also be included here. A process to address objections raised by current members may also be included here.*

#### **Article 8 — Amendments**

1. These bylaws may be amended by majority vote of the members in good standing at any regular or special meeting of the club at which a quorum is present, provided notice of intention to call such a vote is given at least fourteen days earlier at a meeting of the club at which a quorum is present, and provided such amendment is approved by the sponsoring Rotary club(s).
2. Changes to these bylaws must be consistent with the Standard Interact Club Constitution and the Rotary Code of Policies.

[END]

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\* *Filed only with the official copy of these minutes*