

major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting.

**12.030.6. *Balloting Committee Meeting and Report.***

The balloting committee shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place no later than 5 March. The balloting committee shall certify its report of the results to the general secretary within five days thereafter.

**12.030.7. *Counting Ballots.***

The candidate for director receiving the majority of the votes cast shall be declared the nominee. The counting shall take into account the second and subsequent preferences in order to select the alternate director.

**12.030.8. *Announcement of Director-nominee.***

The president shall announce the name of the director-nominee selected by such ballot-by-mail no later than 10 March.

**12.030.9. *Tie Vote.***

Where a ballot-by-mail results in a tie for director-nominee, a second ballot-by-mail shall be conducted. The general secretary shall supervise preparation and mailing of such ballots. Such ballots shall contain the names of the candidates who received the tie vote in the first ballot-by-mail. The ballot shall be accompanied by biographical statements and photographs of such candidates. The ballots and other materials shall be mailed to each club in the zone or section by 15 March. Such ballot shall be mailed with instructions that the completed ballot must be returned to the general secretary at the World Headquarters of the Secretariat no later than the following 1 May. The balloting committee shall meet at a time and place determined by the president to examine and count the ballots. Such meeting shall take place by 5 May. The balloting committee shall certify its report of the results to the general secretary within five days thereafter. The president shall inform all clubs in the zone of the director-nominee no later than 10 May.

**12.030.10. *Extension of Time.***

The board shall have authority to alter the date(s) under this section as they may apply to the clubs in any zone where exceptional circumstances exist.

**12.040. *Nominations for Officers of RIBI.***

Nominees for president, vice-president, and honorary treasurer of RIBI shall be selected, proposed, and nominated pursuant to the bylaws of RIBI.

**Article 13 Nominations and Elections for Governors**

**13.010.** Selection of a Governor-nominee.

**13.020.** Nominating Procedure for Governor.

**13.030.** Selection Through Ballot-by-Mail of Governor.

**13.040.** Ballot-by-Mail Specifications.

**13.050.** Certification of Governor-nominee.

**13.060.** Rejection or Suspension of Governor-nominee.

**13.070.** Special Elections.

**13.010.** *Selection of a Governor-nominee.*

The district shall select a nominee for governor not more than 36 months, but not less than 24 months, prior to the day of taking office. The nominee shall assume the title of governor-nominee-designate upon selection and shall assume the title of governor-nominee on 1 July two years prior to assuming office as governor. The board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly. Nominees so elected shall serve a one-year term as governor-elect and assume office on 1 July in the calendar year following election.

**13.020.** *Nominating Procedure for Governor.*

13.020.1. *Method of Selection of Governor-Nominee.*

Except for those districts in RIBI, a district shall select its governor-nominee either by a nominating committee procedure as hereinafter provided or by a ballot-by-mail as provided in sections 13.030. and 13.040. or, alternatively, at the district conference as provided in subsection 13.020.13., the choice of which shall be decided by a resolution adopted at a district conference by a majority of the votes of the electors of the clubs present and voting.

13.020.2. *Nominating Committee for Governor.*

In districts adopting a nominating committee procedure for selection of governor-nominee, the nominating committee for governor shall be charged with the duty to seek out and propose the best available candidate for governor-nominee. The terms of reference of the committee, including the method for selecting members, shall be determined in a resolution adopted by the electors of the clubs present and voting at a district conference. Such terms of reference may not be inconsistent with the bylaws.

13.020.3. *Failure to Adopt Nominating Committee Procedure.*

Any district which has adopted the nominating committee procedure for selection of governor-nominee but fails to select members of a nominating committee as required in subsection 13.020.2. shall utilize the five most recent past governors who are still members of a club in that district as its nominating committee. The committee so constituted shall function in accordance with section 13.020. Where five past governors are not available, the president of RI shall appoint additional suitable persons from that district so that the committee contains five members.

13.020.4. *Suggestions by Clubs for Governor.*

In a district selecting its governor-nominee either by nominating committee procedure or at the district conference, the governor shall invite the clubs to submit their suggestions for nominations for governor. Where the nominating committee procedure is to be utilized, such suggestions shall be considered by the nominating committee so long as they reach the committee by the date established and announced by the governor. Such announcement shall be made to the clubs in the district at least two months before such suggestions must reach the nominating

committee. The announcement shall include the address to which suggestions shall be sent. The suggestions shall be submitted in the form of a resolution adopted at a regular meeting of the club naming the suggested candidate. The resolution shall be certified by the club secretary. A club may suggest only one of its own members as a candidate for governor-nominee.

13.020.5. *Nomination by Committee of Best Qualified Rotarian.*

The nominating committee for governor shall not be limited in its selection to those names submitted by clubs in the district. The committee shall nominate the best qualified Rotarian who is available to serve as governor.

13.020.6. *Notification of Nomination.*

The chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee.

The governor shall then publish to the clubs of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee. Publication of the announcement consists of a written notice by the governor by letter, e-mail or facsimile to the clubs in the district

13.020.7. *Committee Inability to Select Nominee.*

Where the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a ballot-by-mail as provided in section 13.040. Alternatively, the governor-nominee may be selected from among those candidates suggested to the nominating committee at the district conference in accordance with section 15.050.

13.020.8. *Challenging Candidates.*

Any club in the district which has been in existence for at least one year as of the beginning of that year may also propose a challenging candidate for governor-nominee provided this club has previously suggested such candidate to the nominating committee. A club in existence for less than one year as of the beginning of that year may propose a challenging candidate provided such candidate is a member of that club and the challenging candidate must have been duly suggested to the nominating committee. The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection for governor-nominee by the governor.

13.020.9. *Concurrence to Challenges.*

The governor shall inform all clubs through a form prescribed by RI of the name of any challenging candidate who has been proposed as specified above. The governor shall also inquire whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions must be filed with the governor by the date determined by the governor. Only challenges that have been concurred to by at least five other clubs which have been in existence for at least one year as of the beginning of that year or 10 percent of the total number of clubs as at the beginning of that year in the district which have been in existence for at least one year as of the beginning

of that year, whichever is higher, and only when such resolutions by the club were adopted at a regular meeting in accordance with the club bylaws as determined by the governor shall be considered valid. A club shall concur with only one challenging candidate.

**13.020.10. *Absence of Challenging Candidate.***

The governor shall declare the candidate of the district nominating committee to be the governor-nominee where no such challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within 15 days of the deadline.

**13.020.11. *Challenging Nominations.***

The governor shall notify, within seven days following the deadline, all clubs in the district where a valid challenging nomination has been received by the deadline. Such notice shall include the name and qualifications of each such challenging candidate, the names of the challenging and concurring clubs and state that such candidates will be balloted upon in a ballot-by-mail or alternatively at the district conference if the challenge remains effective up to the date set by the governor.

**13.020.12. *Lack of Valid Challenging Nomination.***

Where no valid challenging nomination is received, the governor shall declare the candidate of the district nominating committee as governor-nominee. The governor shall notify all clubs in the district of such nominee within 15 days.

**13.020.13. *Ballot at District Conference for Election of Governor-nominee.***

The ballot at the district conference will follow as closely as possible the provisions for a ballot-by-mail. All votes from a club with more than one vote shall be cast for the same candidate failing which the votes from such club shall be deemed to be spoiled votes. Each club shall designate one elector to cast all of its votes.

**13.030. *Selection Through Ballot-by-Mail of Governor.***

A district shall select its nominee for governor in a ballot-by-mail without the assistance of a nominating committee where circumstances require such action under subsection 13.020.1. or when permission is given by the board.

**13.030.1. *Procedure.***

The governor shall mail to the secretary of every club in the district an official call for nominations for governor. All nominations must be made in writing and signed by the president and secretary of the club. A club may suggest only one of its own members as a candidate for governor-nominee. Nominations must be in the hands of the governor by a date fixed by the governor. Such date shall be at least one month after the call for such nominations. No ballot shall be required and the governor shall declare such candidate to be the governor-nominee where only one candidate is suggested by a club.

**13.030.2. *Club Nomination of Two or More Candidates.***

Where there are two or more candidates, the governor shall notify all clubs in the district of the name and qualifications of each such candidate and that all such candidates for governor-nominee will be selected through a ballot-by-mail.

**13.040. Ballot-by-Mail Specifications.**

The governor shall prepare one ballot for each club, giving the name of any candidate selected by the district nominating committee. The ballot shall then list in alphabetical order the names of any candidates received by the governor. Where there are more than two candidates, balloting shall be by the single transferable ballot system. The governor shall mail a copy of said ballot signed by all members of the balloting committee to each club with instructions that the completed ballot be returned to and received by the governor. The ballots shall be returned by a date fixed by the governor. Such date shall be no less than 15 days or more than 30 days following the date of the governor's mailing of the ballots to the clubs.

**13.040.1. Club Voting.**

Each club shall be entitled to at least one vote. Any club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semiannual payment preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to participate in the voting. If a club is entitled to cast more than one vote, the club shall cast all votes for the same candidate. The name of the candidate for whom the club has cast its vote(s) shall be verified by the secretary and president of the club and forwarded to the governor in a sealed envelope provided therefor.

**13.040.2. Balloting Committee.**

The governor shall determine and announce the place, date, and time for counting of ballots and shall appoint a committee of three members to arrange a place and otherwise take charge of validating and counting the ballots. Validation of ballots shall be undertaken separately from the counting of the ballots. The committee shall make other arrangements to safeguard the secrecy of the ballots as necessary. Arrangements shall be made so that candidates or a representative of each of them may be present to observe the counting of the ballots. All sealed envelopes containing the ballots from each club shall be opened in the presence of the candidates or their representatives.

**13.040.3. Majority or Tie Vote.**

The candidate receiving a majority of the votes cast shall be declared governor-nominee for that district. If two candidates each receive 50 percent of the votes in an election and one of the candidates is the nominee of the nominating committee, the nominee of the nominating committee shall be declared the governor-nominee. If neither of the candidates is the nominee of the nominating committee, the governor shall select one of the candidates as the governor-nominee.

**13.040.4. Report of Balloting Committee.**

The balloting committee shall promptly report the results of the ballot to the governor as soon as a candidate receives a majority vote. The report shall contain the number of the votes cast for each candidate. The governor shall promptly notify the candidates of the results of the ballot. The balloting committee shall retain all ballots cast for a period of 15 days following the governor's notification to the candidates. Such ballots shall be open to inspection by a representative of any club

during such period. The chairman of said committee shall destroy such ballots following the 15-day period.

**13.050. Certification of Governor-nominee.**

The governor shall certify the name of the governor-nominee to the general secretary within ten days after such nominee has been declared the nominee.

**13.060. Rejection or Suspension of Governor-nominee.**

**13.060.1. Failure to Meet Qualifications.**

Any nominee for governor who does not meet the prescribed qualifications and requirements shall be rejected and shall not be presented by the general secretary to the convention for election.

**13.060.2. Suspension of Nomination.**

Notwithstanding the receipt of a signed statement from a governor-nominee, the board may suspend such nomination where it has cause to believe that the nominee would be unable to fulfill satisfactorily the duties and responsibilities of the office as provided in the bylaws. The governor and nominee shall be informed of such suspension and the nominee shall be given an opportunity to submit to the board, through the governor and the general secretary, additional information with reference to the nominee's ability to assume the duties and responsibilities of the office of governor. The board shall consider all pertinent circumstances including such information as may be submitted by the nominee and either reject the nomination of the nominee by a two-thirds vote or withdraw the suspension.

**13.060.3. Rejection of Nominee.**

The general secretary shall advise the governor of the district concerned where the nomination of the nominee has been rejected by the board. The general secretary shall provide the reasons for such rejection and the governor shall so advise such nominee. Where time permits, the governor shall conduct a ballot-by-mail in the district to select another nominee for governor in accordance with the provisions of the bylaws. Where a district fails to select an acceptable and qualified nominee for governor, such nominee shall be selected in accordance with section 13.070.

**13.070. Special Elections.**

Where a district fails to select a nominee for governor or where a nominee for such office becomes disqualified for election or otherwise becomes unable or unwilling to serve and another nominee is not selected by the district prior to the annual election of officers at the convention, the governor shall reinitiate the nominating procedures in accordance with section 13.020. Similarly, where a district's nominee is elected at the convention, but becomes disqualified or otherwise unable or unwilling to serve at least three months prior to the international assembly, the governor shall reinitiate the nominating procedures starting with section 13.020. In either event, the board shall elect the Rotarian so nominated to serve as governor-elect. Thereafter, if a governor-elect becomes disqualified or unable or unwilling to serve the board shall elect a Rotarian qualified under section 15.070. to fill the vacancy. Provided, however, if either a governor-elect or governor-nominee becomes unable or unwilling to serve as governor, and the selection process for his or her successor has been duly completed by the district, then the

successor shall automatically fill the vacancy if he or she is willing to do so, subject to the required election either by the convention or the board.

**Article 14 Administrative Groups and Administrative Territorial Unit**

**14.010.** Board Authority.

**14.020.** Supervision.

**14.030.** Administrative Territorial Unit (RIBI).

**14.010.** *Board Authority.*

Wherever clubs are administered by the direct supervision of a governor in a constituted district, the board may authorize such committees, councils, or other assistants to the governor as the board may deem necessary and advisable.

**14.020.** *Supervision.*

The board may establish a method of supervision in addition to the supervision of the governors of the clubs within any area composed of two or more geographically contiguous districts. In such cases, the board shall prescribe such rules of procedure it deems advisable. Such rules must be approved by the clubs in such districts and by a convention.

**14.030.** *Administrative Territorial Unit (RIBI).*

The clubs located in RIBI shall be organized and operated as an administrative territorial unit of RI. RIBI shall operate pursuant to its constitution as approved by the council on legislation. It shall also act on behalf of the board to admit clubs in RIBI, as a districting committee of RI, in RI financial matters as provided in the bylaws, and as may be authorized by the board.

14.030.1. *Constitution of RIBI.*

The constitution of RIBI shall be in conformity with the spirit and provisions of the constitution and bylaws of RI. The constitution and bylaws of RI and of RIBI shall include specific provisions relating to the unit's internal administration.

14.030.2. *Amending Constitution of RIBI.*

The provisions of the RIBI constitution which prescribe the unit's internal administration in carrying out its powers, purposes, and functions may be amended only by action of the annual conference of RIBI with the approval of the council on legislation. Where the council on legislation amends the constitutional documents of RI in matters not related to internal administration, correlative amendments necessary to maintain the constitutional documents of RIBI in conformity with the constitutional documents of RI shall be effected *ipso facto* in the constitutional documents of RIBI.

14.030.3. *Amending Bylaws of RIBI.*

The RIBI bylaws may be amended as provided in its constitution and the constitutional documents of RI. Such amendments shall be consistent with RIBI's constitution and the constitutional documents of RI.