

**A-1. Minutes of the November 2008 Board Meeting**

**DECISION:** The Board approves the minutes of the November 2008 Board meeting as distributed.

**A-2. Ratification of Decisions Made by the President**

**DECISION:** The Board ratifies the decisions shown in Exhibit A-2 made on behalf of the Board by President Lee during the period 11 October through 31 December 2008.

**A-3. Ratification of Decisions Made by the General Secretary**

**DECISION:** The Board ratifies the decisions shown in Exhibit A-3 made by the general secretary on behalf of the Board during the period 11 October through 15 December 2008.

**A-4. Action Report on Board Decisions**

**DECISION:** The Board thanks the general secretary for his action report on the implementation of its decisions from the November 2008 meeting, as shown in Exhibit A-4.

**A-5. Tentative Future Agenda**

**DECISION:** The Board receives the tentative agenda for its June 2009 meeting.

**B-1. Report of the President**

**DECISION:** The Board thanks President Lee for his report.

**B-2. Report of the General Secretary**

**DECISION:** The Board thanks the general secretary for his report.

**B-3. Report of the Treasurer**

**DECISION:** The Board thanks the treasurer for his report.

**B-4. Communications from the Trustees**

**DECISION:** The Board

1. notes the following decisions from the January 2009 Trustees meeting:

- Item 5. Communications from the RI Directors
- Item 11. Report of RI/TRF Allocations Committee
- Item 12-g. Report of the International PolioPlus Committee: 2008-9 Program Awards Budget
- Item 16. Update on the 2009 Rotary World Peace Symposium

Item 17. Status Report on the 2009 and 2010 Rotary Alumni Celebrations

Item 21. 3-H Program Considerations for the RI/USAID Alliance

2. notes that the Trustees considered meal expenses and requested the general secretary to continue monitoring TRF expenses;
3. notes that the Trustees agreed that those districts in which current or past district governors have outstanding financial obligations to RI and/or TRF shall not be selected as pilot districts of the Future Vision Plan;
4. approves an increase in the 2008-09 PolioPlus program awards budget from US\$60,750,000 to US\$88,400,000;
5. approves a US\$25 registration fee for the 2010 Rotary Alumni Celebration in Montreal, Canada, and grants reduced convention registration fees for recent Foundation alumni for the entire pilot period for Rotary Alumni Celebrations, now continuing until the 2013 RI Convention;
6. thanks Trustee Ron Burton for his report to the Board and for his service as trustee liaison.

#### **B-5. Joint Committee Report**

**DECISION:** The Board

1. thanks the Joint Committee of Directors and Trustees for its report;
2. requests general secretary to prepare a cost estimate for a committee of directors and trustees to meet in 2009-10 to study the relationship between Rotarian Action Groups and RI/TRF, for report to the Board at its June 2009 meeting.

#### **B-6. Miscellaneous Communications**

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

1. requests the general secretary to follow-through on the miscellaneous communications received at this meeting in accordance with discussion at this meeting;
2. amends *Rotary Code of Policies* section 42.020.3. as follows:

42.020.3. Rights of Children

Following is a statement on RI's position on the rights of children:

Rotary International, recognizing that:

- 1) children, because of their vulnerability, need special care and protection;

2) in all countries of the world there are children who are living in exceptionally difficult conditions;

3) all children should be able to grow into adulthood in an environment of peace, dignity, tolerance, freedom and equality;

endorses and supports the rights of all children to food, shelter, health care, education, and freedom from abuse, ~~and violence,~~ and slavery. Rotary clubs around the world are committed to protecting these rights for all children, regardless of race, creed or nationality.

[text omitted]

**B-7. Updates to the *Rotary Code of Policies***

**DECISION:** The Board, to record the decisions that it has taken previously, amends the *Rotary Code of Policies* as found in Exhibits B-7-a and B-7-b, filed only with the official copy of these minutes.

**B-8. Status of Litigation**

**DECISION:** The Board thanks the general secretary for his report on litigation.

**B-9. Operations Review Committee Report**

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

**B-10-a. Board Council on Legislation Advisory Committee: Withdrawal of Proposed Legislation to the 2010 Council on Legislation**

**DECISION:** The Board rescinds its decision 44 November 2008, thereby withdrawing its proposed legislation titled: To clarify the ballot-by-mail specifications for governor.

**B-10-b. Board Council on Legislation Advisory Committee: To Amend the Terms of Reference for the Strategic Planning Committee**

**DECISION:** The Board amends its proposal “To amend the terms of reference for the Strategic Planning Committee” that it agreed to submit to the 2010 Council on Legislation pursuant to decision 39, November 2008, so that it reads as follows:

PROPOSED ENACTMENT 10-

To amend the terms of reference for the Strategic Planning Committee

Proposed by the Board of Directors of RI

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (page 238 MOP)

**Article 16 Committees**

**16.100. Strategic Planning Committee.**

The board shall appoint a strategic planning committee to be composed of six members, ~~each~~ four of whom shall serve a single term for a six-year period with two members appointed every ~~third~~ other year ~~and two of whom shall be members of the board appointed annually.~~ No member of the committee shall be a past president or current ~~member of the board or trustee of The Rotary Foundation~~ trustees. Membership shall be selected so that qualifications provide a balance in membership with Rotarians experienced in long-term planning, RI programs and activities, and financial management. The committee shall meet once per year at such time and place and upon such notice as may be determined by the president, the board or the chairman of the committee, and if deemed necessary by the president or the board, additional times during the year at such times and places and upon such notice as may be determined by the president or the board. The strategic planning committee shall develop, recommend and update a strategic plan for consideration by the board, survey Rotarians and clubs not less than every three years in discharge of its duties to review and make recommendations to the board pertaining to the strategic plan, review and counsel the president-elect on the program for the upcoming year to determine whether such program is consistent with the strategic plan, and undertake other duties assigned by the board; it shall take into account studies of the change in the number of potential Rotarians on each continent, including in countries that may open soon to expansion, in order to predict the impact of such change on the membership in each zone.

~~16.100.1. Liaison to Committee.~~

~~The president shall consider appointing a liaison from the board to such committee who shall serve for two years.~~

16.100.1 Interim provision relating to Section 16.100.

Amendments to section 16.100 adopted at the 2010 Council on Legislation pursuant to council enactment 10- shall be first applicable to the Strategic Planning Committee that serves in the 2011-2012 Rotary year.

(End of Text)

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Note: Material to be deleted is lined through and will not appear in the revised text. New material is underlined.

**B-10-c. Board Council on Legislation Advisory Committee: To Authorize the RI Board to Suspend or Terminate a Club that Fails to Comply With Stewardship Policies of The Rotary Foundation**

**DECISION:** The Board amends its proposal “To authorize the RI Board to suspend or terminate a club that fails to comply with stewardship policies of The Rotary Foundation” that it agreed to submit to the 2010 Council on Legislation pursuant to decision 29, point 11, November 2008, so that it reads as follows:

PROPOSED ENACTMENT 10-

To authorize the RI Board to suspend or terminate a club that fails to comply with stewardship policies of The Rotary Foundation

Proposed by the Board of Directors of RI

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (page 187 MOP)

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

**3.030.** *Board Authority to Discipline, Suspend, or Terminate a Club.*

3.030.3. Suspension or Termination for Failure to Comply with Foundation Stewardship Policies.

The board may suspend or terminate the membership of any club that retains in its membership any person who has misused funds from The Rotary Foundation or who otherwise has breached the stewardship policies of The Rotary Foundation.

(Subsequent subsections will be renumbered as appropriate)

(End of Text)

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Note: New material is underlined.

**B-10-d. Board Council on Legislation Advisory Committee: To Amend the Terms of Reference for the Audit Committee**

**DECISION:** The Board amends its proposal “To amend the terms of reference for the Audit Committee” that it agreed to submit to the 2010 Council on Legislation pursuant to decision 117, November 2008, so that it reads as follows:

PROPOSED ENACTMENT 10-

To amend the terms of reference for the Audit Committee

Proposed by the Board of Directors of RI

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (page 239 MOP)

## Article 16 Committees

### 16.110. *Audit Committee.*

The board shall appoint an audit committee to be composed of ~~six~~ seven members, each of whom shall be independent and financially literate. The members of the committee shall include three current members of the board appointed annually by the board and two current trustees of The Rotary Foundation appointed annually by the trustees. ~~In addition, the committee shall include two members appointed by the board who shall be neither members of the board nor trustees of The Rotary Foundation, and who shall serve single terms of six years with staggered terms.~~ ~~The three non-director members shall serve a single term of six years with one member appointed every other year to maintain a committee of six members.~~ The audit committee shall review and report to the board as appropriate on RI and Rotary Foundation financial reports, the external audit, the system of internal control, internal audit, and other matters connected therewith. The committee shall meet up to three times per year at such times and places and upon such notice as may be determined by the president, the board, or the chairman of the committee, and, if deemed necessary by the president or the chairman of the committee, additional times during the year at such times and places and upon such notice as may be determined by the president or the chairman of the committee. The chairman of the operations review committee or the chairman's designee shall serve as a liaison to the committee. The committee, which shall act only in an advisory capacity to the board and trustees, shall function under such terms of reference not in conflict with the provisions of this section, as may be prescribed by the board and trustees.

*Interim Provision Relating to Section 16.110.*

Amendments to section 16.110 adopted at the 2010 Council on Legislation pursuant to council enactment 10- shall be first applicable to the Audit Committee that serves in the 2011-2012 Rotary year.

(End of Text)

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Note: Material to be deleted is lined through and will not appear in the revised text. New material is underlined.

### **B-10-e. Board Council on Legislation Advisory Committee: To Increase the Minimum Number of Rotarians Per District from 1,000 to 1,200**

**DECISION:** The Board amends its proposal "To increase the minimum number of Rotarians per district from 1,000 to 1,200" that it agreed to submit to the 2010 Council on Legislation pursuant to decision 106, November 2008, so that it reads as follows:

#### PROPOSED ENACTMENT 10-

To revise the Board's authority to change district boundaries

Proposed by the Board of Directors of RI

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (page 230 MOP)

**Article 15 Districts**

**15.010. How Established.**

The board is authorized to group the clubs into districts. The president shall promulgate a list of such districts and their boundaries. Such action shall be at the direction of the board. The board may eliminate or change the boundaries of any district with fewer than ~~330~~ clubs or fewer than ~~1,000~~1,200 Rotarians. No change shall be made to the boundaries of any district with ~~330~~ or more clubs and ~~1,000~~1,200 or more Rotarians over the objection of a majority of the total number of clubs in the district. The board may eliminate or change the boundaries of a district only after consulting with and providing reasonable opportunity for the governors and clubs of the districts involved to provide a recommendation on the proposed change. The board shall take into account geographical boundaries, potential for district growth, and cultural, economic, language, and other relevant factors.

(End of Text)

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Note: Material to be deleted is lined through and will not appear in the revised text. New material is underlined.

**B-10-f. Board Council on Legislation Advisory Committee: Length of the 2010 Council on Legislation**

**DECISION:** The Board

1. notes that the 2010 Council on Legislation is tentatively scheduled for 25 April–30 April 2010;
2. recognizes that there may be reasons for adjusting the length of the 2010 Council, such as the number of items of legislation that will be transmitted to the 2010 Council;
3. authorizes the general secretary, with the concurrence of the president, president-elect, and the chair of the Council Advisory Committee of the Board, to act on the Board's behalf until the June 2009 meeting with respect to adjusting the dates of the Council, if necessary, and to adjust any related contracts as appropriate.

**B-10-g. Board Council on Legislation Advisory Committee: Authority of the President to Act on Behalf of the Board in Legislative Matters**

**DECISION:** The Board authorizes the 2008-09 president and president-elect, with the consent of the chair of the Council Advisory Committee of the Board, to act on its behalf until the June 2009 meeting with respect to all matters relating to the Council on Legislation, including amending Board-proposed legislation.

**B-11. Rotation of Directors from Revised Zone 13**

**DECISION:** The Board amends the director rotation schedule for revised Zone 13 so that the next director, to be selected in 2009-10 and serving on the RI Board in 2011-13, shall come from section A (The Netherlands), followed in order by sections B, A, C, A, B, A, and C.

**B-13-a. Constitution and Bylaws Committee Report: To Allow Clubs to Hold Additional Weekly Meetings**

**DECISION:** The Board agrees not to submit legislation to the 2010 Council on Legislation that would allow clubs to hold additional meetings, and rescinds accordingly its decision 92, November 2008.

**B-14. Election Review Committee Report**

**DECISION:** The Board

1. notes that the general secretary received a complaint concerning the election of the 2010-11 governor of District 3710 (Korea) since its November 2008 meeting;
2. in order to expedite the resolution of this complaint, authorizes its executive committee to act on its behalf to take any action on this complaint permitted by RI Bylaws section 10.060.3. upon receipt of the report of the RI Election Review Committee.

**C-1. Annual Review of Open World Program**

**DECISION:** The Board

1. thanks the general secretary for his report;
2. agrees to continue Rotary participation in the Open World Program in calendar year 2009 subject to the receipt of funding from the Open World Leadership Center sufficient to cover program expenses, including RI's administrative costs.

**C-2. Rotaract Committee Report**

**DECISION:** The Board

1. amends the *Standard Rotaract Club Constitution* as shown in Exhibit C-2-b to reflect gender neutral language throughout the document;
2. requests the general secretary to
  - a. collect information on Rotaract clubs interested in forming twin club relationships, similar to the information already collected for Rotaract clubs interested in home hosting, and to include this information in the *Worldwide Rotaract Directory*;
  - b. examine clubs started by former Rotaractors to identify best practices and trends;

- c. develop a CD containing the main Rotaract publications for distribution to Rotaract clubs;
  - d. create a Rotaract district best practices document based on input from District 4830 and other districts with strong Rotaract programs;
3. requests the president to consider sending a letter to district governors encouraging them to help fund district Rotaract representatives-elect (as outlined in *Rotary Code of Policies* section 41.020.7.) and other Rotaractors to attend the 2009 Rotaract Preconvention Meeting in Birmingham, England;
  4. extends its congratulations to the dedicated Rotaractors and Rotarians in Korea for their support of the INTEROTA meeting in Seoul, Korea, and offers its appreciation for their successful efforts;
  5. does not agree to change the name of the Rotaract Preconvention Meeting to the Rotaract Convention;
  6. does not agree to produce the *Guide for District Rotaract Representatives* as a print publication;
  7. encourages governors-elect to consider including information on New Generations programs (Rotaract, Interact, RYLA, and Youth Exchange) in their PETS programs.

### **C-3. RYLA Committee Report**

**DECISION:** The Board

1. requests the general secretary to investigate developing a district profile of youth service activities to be distributed to district governors, for report to the Board at its June 2009 meeting;
2. encourages district RYLA committee chairs to invite governors and governors-elect to RYLA events.

### **C-4. Youth Exchange Committee Report**

1. thanks the president for appointing the Youth Services Resource Group and for calling concurrent meetings of the Interact, Rotaract, RYLA, and Youth Exchange committees;
2. agrees to replace *Rotary Code of Policies* section 41.080. with the revised text as shown in Exhibit C-4-b, noting that the revisions do not substantively change existing policy on Youth Exchange;

3. agrees that host districts should determine the insurance provider and coverage amounts for Youth Exchange students and revises the *Rotary Code of Policies* accordingly as shown in new *Code* section 41.080.10. paragraph 3 of Exhibit C-4-b;
4. amends the *Rotary Code of Policies* to clarify the early-return process for Youth Exchange students as shown in new *Code* section 41.080.17. of Exhibit C-4-b;
5. agrees that Youth Exchange shall be represented by three program types: Long-Term Exchange, Short-Term Exchange, and New Generations Exchange;
6. requests the general secretary to develop a New Generations Exchange promotional brochure in 2009-10, and approves a 2009-10 budget allocation of US\$1,100 for this purpose;
7. does not agree to remove the district-specific notes from the Youth Exchange directory;
8. notes that *Rotary Code of Policies* section 21.040.2. is duplicated under the revised *Code* section 41.080. and, therefore, agrees to delete section 21.040.2.

#### **C-5-a. Interact Committee Report**

**DECISION:** The Board

1. does not agree to request conveners of Rotary institutes to emphasize Interact and other youth and young adult programs (Rotaract, RYLA, and Youth Exchange) either through program time or booth space;
2. does not agree to include an emphasis on youth and young adult programs in membership training modules at GETS and the International Assembly;
3. encourages Interact clubs to participate in Model UN programs;
4. amends *Rotary Code of Policies* section 41.010. as shown in Exhibit C-5-b.

#### **C-6. Update on Rotary's US\$200 Million Challenge**

**DECISION:** The Board

1. receives the report on Rotary's US\$200 Million Challenge and the status of The Bill and Melinda Gates Foundation Challenge Grant, and notes that Rotary has received cash and commitments of US\$73 million, US\$62 million of which is cash, and US\$11 million in commitments from individuals, clubs, and districts;
2. thanks Chairman John Germ for his excellent leadership in Rotary's US\$200 Million Challenge;

3. thanks and applauds Rotarians and non-Rotarians worldwide for their continued support to eradicate polio.

#### **C-7. Joint Meeting of the Interact, Rotaract, RYLA, and Youth Exchange Committees**

**DECISION:** The Board

1. thanks the Interact, Rotaract, RYLA, and Youth Exchange Committees and the general coordinators of the Youth Services Resource Group for their collaborative efforts to promote Interact, Rotaract, RYLA, and Youth Exchange;
2. does not recommend the creation of a new district youth service committee to oversee the district Interact, Rotaract, RYLA, and Youth Exchange committees;
3. encourages district Interact, Rotaract, RYLA, and Youth Exchange chairs to conduct joint activities in support of cross-promotion and in the enhancement of the Rotary experiences for youth and young adults.

#### **C-8. Youth Protection for District-Organized Events and Travel of Youth**

**DECISION:** The Board

1. revises the approval process for multidistrict Interact meetings, clarifies the insurance requirements for Interact activities at the club, district, and multidistrict level, and amends *Rotary Code of Policies* sections 41.010.9. and 41.010. as shown in Exhibit C-8;
2. agrees that clubs and districts should require that parents of Interactors provide travel insurance for their children when traveling outside their local community for RI programs or activities, and amends accordingly *Rotary Code of Policies* sections 41.010. and 41.010.8., as shown in Exhibit C-8;
3. agrees to enhance youth protection requirements for Rotary club and district-sponsored travel by minors and adds new section 2.110.4. to the *Rotary Codes of Policies* as shown in Exhibit C-8;
4. requests the general secretary to make recommendations for incorporating specific guidance on participation of minors in convention activities to the RI Convention Committee and Host Organization Committee in the *Manual for Conventions* for report to the Board at its June 2009 meeting.

#### **C-9. Microcredit Advisory Committee Report**

**DECISION:** The Board

1. thanks the committee and notes that the proposers of the following resolutions: “To request the RI Board to consider providing additional support to Rotarian Action Groups” and “To

request the Trustees to consider providing the same method for funding World Community Service for Rotarian Action Groups as it does for Matching Grants projects” have been encouraged to submit them as memorials to the Board;

2. refers the suggestions to investigate “website-based online learning systems” (including PowerPoint as appropriate) for use by all Rotarians and to publish a Microcredit e-Learning module to the Leadership Education and Training Committee for its consideration and recommendations;
3. encourages RI leadership to coordinate and promote high profile Rotarian Microcredit events.

#### **D-1. Status Report on 2011 (New Orleans) Convention**

**DECISION:** The Board

1. thanks the general secretary for the update on the status of the 2011 RI (New Orleans) Convention;
2. agrees that District 6800 shall become part of the Host Organization Committee and host area for the 2011 New Orleans Convention, in addition to districts 6190, 6200, 6820 and 6840;
3. requests the general secretary to report on the status of the 2011 (New Orleans) Convention at its November 2009 meeting.

#### **D-2. 2017 Convention Site Selection**

**DECISION:** The Board

1. looks with favor on the 2017 RI Convention being held in Canada, France, Mexico, or the USA east of the Mississippi River;
2. requests the general secretary to invite Rotary districts in Canada, France, Mexico, and the USA east of the Mississippi River, that have cities with the facilities and services needed to hold a convention, to submit a proposal for hosting the 2017 RI Convention;
3. requests the general secretary to report to the Board at its November 2009 meeting on the status of proposals received for 2017.

#### **D-3. Convention Logo Design and Approval**

**DECISION:** The Board

1. agrees that beginning with the 2015 RI Convention, the primary responsibility for designing convention logos shall rest with RI, with input and mutual cooperation between RI and the local host organization;

2. amends accordingly *Rotary Code of Policies* sections 57.020.7., 57.140.6., 57.160., and 57.180.3. and the *Manual for Conventions* as shown in Exhibit D-3.

#### **D-4. Birmingham Convention Financial Forecast**

**DECISION:** The Board

1. requests the Birmingham Convention Committee, in cooperation with the general secretary, to take immediate steps to minimize any expenses related to the Birmingham convention, while giving consideration to maintaining the service levels and expectations of the registrants;
2. requests an update on the status of the convention at its June 2009 meeting.

#### **D-5. Birmingham Convention RIBI Registration Fees**

**DECISION:** The Board

1. does not authorize the general secretary to offer to Birmingham convention registrants from RIBI a registration rate of US\$200 for Rotarians, non-Rotarian spouses, spouses of deceased Rotarians, Rotary club/district employees, guests age 19 or older, and TRF Alumni up to 2001-02;
2. authorizes the general secretary to offer to RIBI Rotarian convention volunteers a non-refundable “House of Friendship Only” registration at a reduced rate of GBP£25 until 30 May 2009, in accordance with the procedures shown in Exhibit D-5.

#### **E-1. Discussion Topics for Rotary Institutes in 2009-10**

**DECISION:** The Board approves the following topics for discussion at the 2009-10 Rotary institutes:

- PolioPlus Status Report
- 2009-10 Presidential Emphases and Citation
- RI Strategic Plan
- Future Vision Plan

#### **E-2-a. District 2450 (Armenia, Bahrain, Cyprus, Egypt, Georgia, Jordan, Lebanon, Sudan, and United Arab Emirates)**

**DECISION:** The Board

1. regroups the clubs in District 2450 into two new districts, Districts 9060 and 2460, (Zone 20, Section B), effective 1 July 2011 as follows:

District 9060 – The countries of Republic of Egypt and Sudan.

District 2460 – The countries of Armenia, Bahrain, Cyprus, Georgia, Jordan, Lebanon, and the United Arab Emirates.

2. requests the director (and/or immediate past director) from Zone 10 (new Zone 20 in 2009-10) to work closely with these two new districts to cultivate the district leadership and strengthen club membership;
3. requests the general secretary to notify the clubs in District 2450 of this decision.

**E-2-b. District 1910 (Austria, Slovenia, and Croatia)**

**DECISION:** The Board

1. regroups the clubs in District 1910 into three new districts, districts 1910, 1912, and 1913 (Zone 19), effective 1 July 2011 as follows:

District 1910 – Part of Austria (the provinces of Burgenland, Carinthia, Lower Austria, Styria, and Vienna), and the country of Bosnia-Herzegovina.

District 1912 – Slovenia

District 1913 – Croatia

2. requests the director from Zone 14 (future Zone 19) to work closely with these two new districts 1912 and 1913 to cultivate the district leadership and strengthen club membership;
3. requests the general secretary to notify the clubs in the above district of this decision.

**E-2-c. Districts 2420 and 2430 (Turkey)**

**DECISION:** The Board

1. does not approve the proposal of districts 2420 and 2430 to create a third district because it does not meet Board policy requiring new districts to have at least 60 clubs and 2,100 members;
2. encourages the districts to continue their efforts to increase and sustain membership;
3. requests districts 2420 and 2430 to consider options with neighboring areas and districts in future redistricting proposals;
4. invites districts 2420 and 2430 to submit a revised proposal once membership totals in the proposed new districts reach at least 60 clubs and 2,100 Rotarians.

**E-2-d. District 2230 (Poland, Belarus and Ukraine)**

**DECISION:** The Board

1. does not approve District 2230's proposal to split into three new districts because it does not meet Board policy requiring new districts to have at least 60 clubs and 2,100 members;
2. encourages the district to continue its efforts to increase and sustain membership;
3. requests District 2230 to consider options with neighboring areas and districts in future redistricting proposals;
4. invites the district to submit a revised proposal once membership totals in the proposed new districts reach at least 60 clubs and 2,100 Rotarians.

**E-2-f. Small Districts 4300, 4450, and 4460 (Peru)**

**DECISION:** The Board

1. grants a fourth and final deadline extension for District 4450 to reach 1,000 members by 31 December 2009;
2. agrees that if District 4450 does not meet the requirement in point 1 above, the Board will take action to consolidate the district as outlined in their consolidation plan, effective 1 July 2010.

**E-2-g. Small Districts 9450, 9460, and 9470 (Australia)**

**DECISION:** The Board

1. regroups the clubs in districts 9450, 9460, and 9470, into two new districts in Zone 7 (new Zone 8 in 2009-10) effective 1 July 2010, as follows:

District 9455 – Australia – Western Australia, that portion bounded on the west by the Indian Ocean; on the north by that ocean and the Timor Sea; on the south by the Swan River from its mouth at Fremantle, thence following the centre of the river easterly until it intersects with the Windan Bridge, thence south along the Graham Farmer Freeway, continuing along Orrong Road until its intersection with the Roe Highway, thence following Welshpool Road East until its intersection with Canning Road, thence south-easterly and then south along Canning Road to its intersection with the Brookton Highway. Follow the Brookton Highway south-easterly to Brookton, thence following the Brookton-Corrigin Road to Corrigin, thence following the Bruce Rock-Corrigin Road to Bruce Rock. From Bruce Rock following the Bruce Rock-Merredin Road to Merredin. From Merredin following the line of the Trans Australian Rail Line easterly to the eastern boundary of Western Australia, and on the east by that boundary to the Timor Sea.

District 9465 – Western Australia, the portion bounded on the west by the Indian Ocean, on the south by the Southern Ocean to the eastern boundary of Western Australia, thence northerly to the intersection of that boundary with the Trans Australian Rail Line. On the north by the Trans Australian Rail Line westerly until it reaches Merredin. Then follow

the Bruce Rock-Merredin Road to Bruce Rock, thence the Bruce Rock-Corrigin Road to Corrigin, thence the Brookton-Corrigin Road to Brookton, thence the Brookton Highway north-westerly to its intersection with the Canning Road. Then follow the Canning Road north and then north-westerly until its intersection with the Welshpool Road East, thence following Welshpool Road East until its intersection with the Roe Highway, thence north-westerly along Orrong Road, continuing along the Graham Farmer Freeway until the Windan Bridge. From the intersection of the Windan Bridge and the Swan River following the centre of the river westward until it joins the Indian Ocean at Fremantle.

2. requests the director from Zone 7 (new Zone 8 in 2009-10) to work closely with these two new districts to cultivate the district leadership and strengthen club membership;
3. requests the general secretary to notify the clubs in the above districts of this decision.

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Director Lawrence requested his negative vote be recorded.

**E-2-h. Small Districts 1360 (Iceland), 3850 and 3870 (Philippines), 4690 (Bolivia), and 7370 (Pennsylvania, USA)**

**DECISION:** The Board congratulates districts 1360, 3850, 3870, 4690 and 7370 for surpassing the minimum size for districts of 30 clubs and 1,000 Rotarians, and encourages the districts to continue their membership growth.

**E-2-i. District 2270 (Norway)**

**DECISION:** The Board

1. requests District 2270 to submit a consolidation plan to the Board no later than 1 July 2009;
2. advises District 2270 that it must reach the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2009, or the Board will take action to consolidate the district effective 1 July 2010;
3. requests the general secretary to work with the chair of the Norwegian District Forum and the district leadership on a redistricting plan for all of Norway, for submission to the Board by 1 July 2009.

**E-2-j. Request for Transfer from District 1410 to District 2350, from the Rotary Clubs in the Aland Islands**

**DECISION:** The Board

1. requests the Rotary clubs of Godby and Mariehamn, Aland Islands, to conduct official club votes regarding the potential transfer of their clubs from District 1410 to District 2350;

2. agrees that, should the two clubs vote in favor of this transfer, the governors of districts 1410 and 2350 are requested to conduct a vote of all clubs in the districts to determine the wishes of the majority regarding this transfer.

**E-2-k. Districts 4180 and 4200 (Mexico)**

**DECISION:** The Board

1. agrees that districts 4180 and 4200 must submit a consolidation plan by 1 July 2009;
2. advises districts 4180 and 4200 that they must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2009, or the Board will take action to consolidate the districts, effective 1 July 2010.

**E-2-l. Districts 4280 and 4290 (Colombia)**

**DECISION:** The Board

1. agrees that districts 4280 and 4290 must submit a consolidation plan by 1 July 2009;
2. advises districts 4280 and 4290 that they must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2009, or the Board will take action to consolidate the districts, effective 1 July 2010.

**E-2-m. District 4360 (Chile)**

**DECISION:** The Board

1. agrees that District 4360 must submit a consolidation plan by 1 July 2009;
2. advises District 4360 that it must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2010, or the Board will take action to consolidate the district, effective 1 July 2011.

**E-2-n. District 9270 (South Africa)**

**DECISION:** The Board

1. agrees that District 9270 must submit a consolidation plan by 1 July 2009;
2. advises District 9270 that it must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2010, or the Board will take action to consolidate the district, effective 1 July 2011.

**E-2-o. District 7250 (New York, USA)**

**DECISION:** The Board

1. agrees that District 7250 must submit a consolidation plan by 1 July 2009;
2. advises District 7250 that it must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2009, or the Board will take action to consolidate the district, effective 1 July 2011.

**E-2-p. District 2220 (Western Russia)**

**DECISION:** The Board

1. agrees that District 2220 must submit a strategic plan for sustainable membership growth by 1 July 2009;
2. advises District 2220 that it must meet the minimum size of 30 clubs and 1,000 Rotarians by 31 December 2009, or the Board will take action.

**E-2-q. Quarterly Updates to Directors**

**DECISION:** The Board

1. requests the general secretary to provide quarterly updates to each director listing those districts in his or her area that are near or have fallen below 33 clubs and/or 1,200 Rotarians;
2. requests those directors who receive such a list to work with the regional Rotary International membership coordinators serving the district and district leadership to develop a broader, long-term strategy for possible redistricting and for increasing membership growth in the region;
3. requests the Districting Committee to consult with those directors when reviewing districting issues.

**E-3. Extension of Rotary – Middle East and Mediterranean Countries Committee Report**

**DECISION:** The Board

1. receives the report of the Extension of Rotary—Middle East and Mediterranean Countries Committee, and congratulates the committee for its efforts;
2. agrees to the proposed new model of operations for the work of the committee as outlined in its report;

3. encourages Rotarians in these areas to pursue opportunities for extension.

#### **E-4. Report on Meeting Frequency Pilot Program**

**DECISION:** The Board

1. thanks the general secretary for the Meeting Frequency pilot program Baseline Performance report;
2. requests the general secretary to provide an update on the pilot program at the Board's November 2009 meeting.

#### **E-5. Possible Membership Slogan**

**DECISION:** The Board

1. agrees to the use of the membership slogan "Each One, Reach One" pending review by the general secretary on the use of this slogan by other organizations;
2. authorizes the Executive Committee to approve the use of this slogan, if required;
3. approves a 2008-09 budget variance of US\$2,000 for the design of the new membership slogan.

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Director Branum requested his negative vote be recorded.

#### **E-6. Issues in District 2481**

**DECISION:** The Board

1. recognizing the unique political and cultural challenges in southeast Europe, agrees to grant a special exception to its policies and divide District 2481 into two districts, one comprising the clubs in Serbia and Montenegro and one comprising the clubs in northern Greece, effective 1 July 2011 as follows:

District 2483 - Zone 20, section B: SERBIA- national boundaries of Serbia and MONTENEGRO – national boundaries of Montenegro

District 2484 – Zone 20, section B: Greece, that part of Greece including the provinces of Preveza, Arta, Karditsa, Larissa, Volos, Magnysia, Thesprotia, Ioannina, Grevena, Kozani, Kastoria, Florina, Pella, Imathia, Peiria, Kilkis, Thessaloniki, Chalkidiki, Agionoros, Serres, Kavala, Drama, Xanthi and Rodopi, as well as the following islands: Skiathos, Skopoleos, Alonnisos, Peristera, Kyra Panagia, Gioura, Piperi, Thassos, Limnos, Samothraki, Lesvos and Agios Efstratos until the Turkish border

2. requests the general secretary to notify the clubs in the districts of this decision;

3. defers a decision on districting clubs in Kosovo and FYROM until its June 2009 meeting and requests the general secretary, working in conjunction with the current governor of District 2481, to recommend future placement of these clubs at that time;
4. thanks President Lee, Past Director Balkan, Past Governor Hinov, Governor Theodoropoulos, and the incoming and past officers of District 2481 for sharing their thoughts with the Board on this matter.

#### **E-7. Change to Club Naming Policy**

**DECISION:** The Board makes no change to club naming policy as shown in *Rotary Code of Policies* sections 3.010., 3.010.1., and 18.050.3.

#### **E-9. Future Vision Pilot District Training Program**

**DECISION:** The Board

1. agrees that the training for Future Vision pilot districts shall be held two days immediately before the 2010 International Assembly;
2. agrees to reduce the 2010 International Assembly and training leaders seminar to five days each;
3. agrees to allocate to The Rotary Foundation up to one-half of the savings realized in reducing the International Assembly to five days, to help offset its costs for Future Vision training;
4. authorizes the general secretary to transition to a five-day International Assembly program in future years, preceded by a four-day training leaders seminar as contract negotiations permit;
5. authorizes the president and president-elect to waive selected provisions of *Rotary Code of Policies* Article 58, "International Assembly," as requested by the president-nominee in preparing and conducting the 2010 International Assembly, and requests a report on these waivers at its June 2009 meeting.

#### **E-10. Membership Development Strategy**

**DECISION:** The Board

1. thanks Vice-president Audenart and Executive Committee Chairman Netzel for submitting the Guiding Principles and Strategy for Membership, outlined in exhibits E-10-a and E-10-b;
2. adopts the Guiding Principles in Exhibit E-10-a in support of the association's long-term membership strategy;
3. adopts the new member sponsor and retention recognition program as shown in Exhibit E-10-b effective 1 July 2009, and allocates US\$500 to the 2009-10 budget for this purpose;

4. affirms its intention to establish additional recruitment recognition programs for Rotarians who commit to sponsor at least one new member into Rotary each year, as noted in Exhibit E-10-b, and requests the 2008-09 RI Membership Development and Retention Committee to meet via correspondence and consider this issue and additional elements of the membership strategy noted in Exhibit E-10-b, for recommendation to the Board at its June 2009 meeting.

**F-1-a. Communications Committee Report: Amendments to the Rotary World Magazine Press Certification Agreement**

**DECISION:** The Board

1. agrees that the certification process for Rotary World Magazine Press magazines shall be conducted every four years and amends *Rotary Code of Policies* sections 51.020.7. and 51.020.8. accordingly;
2. requires Rotary World Magazine Press magazines to publish a minimum of six times per year and amends *Rotary Code of Policies* sections 51.020.1. and 51.020.8. accordingly;
3. extends the provisional status of *Rotary Bulgaria* and *Rotarianin* (Poland) for one more year to allow time for the publications to meet qualifications for certification.

**F-1-b. Communications Committee Report: Membership Focus Groups in North America**

**DECISION:** In light of the current economic climate, the Board defers a decision on conducting membership focus groups in North America during 2009-10 to its June 2009 meeting.

**F-1-c. Communications Committee Report: District Governor-Nominee Training**

**DECISION:** The Board requests the 2009-10 Leadership Development and Training Committee to consider amendments to district governor-nominee training at GETS to ensure appropriate coverage of RI's public image.

**G-1. Status of Investments**

**DECISION:** The Board amends *Rotary Code of Policies* section 69.010.15. as follows:

69.010.15. Status of RI Investments

The General Secretary shall ~~report on the status of RI investments at each Board meeting.~~ post to the directors' secure Web site the status of RI investments as soon as it becomes available.

**G-2. RI Funds on Deposit in Restricted Currency Countries**

**DECISION:** The Board rescinds point D of decision 177, January 1968, thereby eliminating the requirement for an annual report on RI funds on deposit in restricted currency countries.

**G-3-a. Audit Committee Report: Evaluation of Independent Auditors**

**DECISION:** The Board receives the RI Audit Committee's annual performance assessment of the independent auditor.

**G-3-b. Audit Committee Report: Proposed Revisions to the *Rotary Code of Policies***

**DECISION:** The Board defers consideration of proposed amendments to *Rotary Code of Policies* section 58.040.10. to its June 2009 meeting.

**G-3-c. Audit Committee Report: Policies Relating to Convention Host Organization Committees' Financial Assistance from and Financial Reporting to RI**

**DECISION:** The Board

1. receives the report of the RI Audit Committee, as shown in Exhibit G-3-c, filed only with the official copy of these minutes, and thanks PDG Peter Wan for his review of RI's policies and procedures relating to the Host Organization Committee's financial assistance from and financial reporting to RI;
2. refers this matter to the 2009-10 Meetings Review Committee for further study, for later report to the Board;
3. requests the general secretary to develop a standardized financial reporting format and process from Convention Host Organization Committees to RI.

**G-3-d. Audit Committee Report: RI Travel Insurance**

**DECISION:** The Board agrees to provide travel insurance coverage for all Rotarians and their spouses traveling on Rotary-funded business at the president's request, and authorizes a 2008-09 budget variance not to exceed US\$1,000 for this purpose.

**G-3-e. Audit Committee Report: Proposed Per Capita Dues Increase**

**DECISION:** The Board amends its decision 112, November 2008 and agrees to submit to the 2010 Council on Legislation the following

Proposed ENACTMENT 10-

To increase per capita dues

Proposed by the Board of Directors of RI

IT IS ENACTED by Rotary International that the BYLAWS OF ROTARY INTERNATIONAL be and hereby are amended as follows (pages 240 - 241 MOP)

## Article 17 Fiscal Matters

### 17.030. Dues.

#### 17.030.1. Per Capita Dues.

Each club shall pay to RI per capita dues for each of its members as follows: ~~US\$23.50 per half year in 2007-2008, US\$24.00 per half year in 2008-2009, US\$24.50 per half year in 2009-2010, and US\$25.00 per half year in 2010-2011, US\$26.00 per half year in 2011-2012, US\$27.00 per half year in 2012-2013, and US\$28.00 per half year in 2013-2014~~ and thereafter; provided that each club shall pay semiannually to RI a minimum of US\$235.00 in 2007-2008, US\$240.00 in 2008-2009, US\$245.00 in 2009-2010, US\$250.00 in 2010-2011, US\$260.00 in 2011-2012, US\$270.00 in 2012-2013, and US\$280.00 in 2013-2014 and thereafter. Such dues shall remain constant until changed by the council on legislation.

#### 17.030.5. Percentage Retained by RI.

The amount of the per capita dues paid each half year as provided in subsection 17.030.4., by the clubs in RIBI to be retained by RI, shall be determined annually by the board and shall be applicable to per capita dues payable by the clubs in the next succeeding year. Such determination by the board shall be made on the basis of the amount of RI expenditures in the year immediately preceding that in which the determination is made, on behalf of the clubs in RIBI, including their proportionate share of the general administration expenses of RI in furthering the program of Rotary worldwide. To the amount so determined shall be added ~~US\$1.00~~US\$1.25 each half year in 2010-2011, US\$1.75 each half year in 2011-12, US\$2.25 each half year in 2012-2013 and US\$2.75 each half year in 2013-2014 and thereafter as a contribution to the unrestricted net assets of RI. This additional amount shall be subject to review no less often than every six years to ascertain whether such amount should be increased, remain the same, or be reduced, taking into account experience in the immediately preceding year, the current situation, and circumstances in the foreseeable future.

(End of Text)

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Note: Material to be deleted is lined through and will not appear in the revised text. New material is underlined.

### **G-4. Payment of Per Capita Dues to RI in 2009-10 by Clubs in RIBI**

**DECISION:** The Board

1. agrees, on the basis of RI expenditures in 2007-08 on behalf of the clubs in Great Britain and Ireland, including their required contribution towards the unrestricted net assets of RI, that the amount of US\$12.88 of the per capita dues paid each half year by clubs in Great Britain and Ireland shall be retained by RI for the fiscal year beginning 1 July 2009;

2. requests the general secretary to communicate the amount of the per capita dues paid each half year by clubs in Great Britain and Ireland to be retained by RI for the fiscal year beginning 1 July 2009.

#### **G-5. Joint RI/TRF Allocations Committee Report**

**DECISION:** The Board

1. receives the report of the RI/TRF Joint Allocations Committee;
2. approves the administrative services agreement for 1 July 2009 through 30 June 2012;
3. notes the Trustees' approval of the administrative services agreement at their January 2009 meeting;
4. requests the RI president, the Trustee chairman and the general secretary to sign the agreement;
5. requests the general secretary to seek outside counsel to review the agreement during the next three years to ensure that it continues to meet all regulatory requirements and to minimize any risk to both organizations.

#### **X-1. Gates Challenge Grant**

**DECISION:** The Board

1. notes that its June 2008 decision B-4-c concerning the potential supplemental challenge grant from the Bill and Melinda Gates Foundation was to be kept confidential until the execution and announcement of a final agreement between the parties;
2. notes further that this grant was officially announced at the 2009 International Assembly in San Diego, California, USA;
3. requests the general secretary, therefore, to release the June 2008 decision as a supplement to the minutes of that meeting.

#### **X-2. 1923 Statement on Community Service**

**DECISION:** The Board amends its decision 156, January 2008, concerning Rotary's 1923 Statement on Community Service as follows:

**DECISION:** The Board requests the general secretary to

1. include the 1923 Statement on Community Service in its entirety in the white pages of future editions of the *Manual of Procedure* ~~as an historic document~~;
2. include a reference to the 1923 statement in the *Rotary Code of Policies* stating that it is in the *Manual of Procedure* because of its historical value.

**X-3. Secretariat Support at Rotary Institutes**

**DECISION:** The Board refers this matter to its Programs Committee, for consideration and recommendation to the Board at its June 2009 meeting.

**X-4. Committee to Study Survey Results on Current Peace Projects and Future Plans in the Balkans and Middle East Report**

**DECISION:** The Board

1. thanks the Committee to Study Survey Results on Current Peace Projects and Future Plans in the Balkans and Middle East for its report;
2. does not authorize a second in-person meeting of the committee, but encourages the committee to meet by correspondence;
3. recommends that the 2009-10 president appoint a 2009-10 “Reach Out for Peace” Committee of the Board, with the trustee liaison to the Board assigned as a liaison to the committee, such committee to meet in conjunction with other previously scheduled meetings at no cost to RI;
4. agrees that the new “Reach Out for Peace” committee, if appointed, will review the initiatives recommended by the “Committee to Study Survey Results” and produce as a legacy a model that could be used wherever conflicts arise.

**X-5. Regional Advisory Committees**

**DECISION:** The Board

1. requests the president, where necessary, to appoint regional advisory committees to help club and district leadership consider redistricting proposals in their regions and address long-term districting and membership strategies, such committees to work at no cost to Rotary, for report to the Board at their earliest opportunity;
2. requests as appropriate the directors from the regions to work with the regional Rotary International membership coordinators and the districts to develop a long-term strategy for redistricting and sustainable membership growth.

**X-7. Termination of Rotary Clubs in District 3260 (India)**

**DECISION:** The Board

1. reaffirms its decision 29, point 13-a, November 2008, authorizing the general secretary to terminate the following Rotary clubs in District 3260 (India) as a result of non-payment of dues or other financial obligations:

- Rotary Club of Bhubaneswar Cosmopolitan
  - Rotary Club of Cuttack Midtown
  - Rotary Club of Niali
  - Rotary Club of Konark
  - Rotary Club of Vyasaganagar
2. reaffirms its decision 29, point 13-b, November 2008, authorizing the general secretary to terminate any club in District 3260 that remains in financial arrears or fails to meet other requirements under the RI constitutional documents;
  3. authorizes the general secretary to direct any club in District 3260 to take appropriate steps to terminate the membership of any Rotarian who has been found to have misused, misappropriated, or mismanaged funds from The Rotary Foundation, including matching grant funds, or has otherwise been found to have abetted the misuse, misappropriation, or mismanagement of funds from The Rotary Foundation, including matching grant funds;
  3. authorizes the general secretary to terminate the membership of any club that fails to follow the direction outlined above.

#### **X-8. Youth Exchange Students Incident**

**DECISION:** The Board

1. extends its deepest condolences to the families of the Youth Exchange students killed or injured in the recent tragic incident in Portland, Oregon, USA;
2. expresses its appreciation to the local Rotarians for the immediate response and outstanding assistance they provided to the students and their families in the wake of this tragedy.

#### **X-9. Fiscal Year 2008-09 Cost Reductions**

**DECISION:** The Board

1. rescinds point 2 of decision 298, June 2007 that authorized a 2008-09 budget expenditure of up to US\$70,000 to fund support for district consolidation;
2. agrees that the Extension of Rotary - Cuba Committee's plans for extension to Cuba will continue at no cost to Rotary International;
3. approves a 2008-09 positive budget variance of US\$80,000 based on the remaining 2008-09 budget for points 1 and 2 above.

**X-10. Board Discussion on RI Strategic Plan**

***DECISION:*** The Board

1. emphasizes the importance of its role in establishing, promoting, and monitoring long-term priorities and goals of Rotary International;
2. requests the general secretary to
  - a. allow for adequate time on future Board agendas for discussion on strategic issues, challenges, or opportunities;
  - b. provide semi-annual updates on the most current strategic plan, in coordination with the RI Strategic Planning Committee, at its November and June meetings.

**G-Last. Modifications to the Budget in 2008-09**

**DECISION:** The Board

1. notes no modifications to the 2008-09 budget as approved through January 2009:

2008-09 Budget

Revenues	US\$86,402,757
Expenses	<u>86,274,653</u>
Change in Net Assets	US\$128,105

2. approves budget variances for 2008-09 as indicated below:

Expenses:

E-5. Possible Membership Slogan	2,000
G-3-d. Audit Committee Report: RI Travel Insurance	1,000
X-9. Fiscal Year 2008-09 Cost Reductions	<u>(80,000)</u>
<b>Total January 2009 Meeting Variances</b>	<b>(77,000)</b>

3. approved budget variances for 2008-09 as indicated below:

Approved Budget Variances for June 2008 Board Meeting	94,200
Approved Budget Variances for November 2008 Board Meeting	<u>90,000</u>
<b>Total Variances 2008-09</b>	<b>\$107,200</b>

4. note the following decisions at this meeting impacting future years:

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>
Expenses:				
Item G-3-d. Audit Committee Report: RI Travel Insurance	1,000	1,000	1,000	1,000
Item G-5. Joint RI/TRF Allocations Review Committee Report - <i>item 11 - Report of RI/TRF Allocations Committee from Jan-09 Trustee's Meeting</i>		12,000		
Item X-9. Fiscal Year 2008-09 Cost Reductions	<u>(80,000)</u>			
<b>Additional financial impact on future years</b>	<b>\$(79,000)</b>	<b>\$ 13,000</b>	<b>\$1,000</b>	<b>\$1,000</b>