



## EXECUTIVE BRIEF ON “MOST RECENT SEMIANNUAL PAYMENT”

*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.

-- Article 13.040.1, RI Bylaws

For purposes of determining membership size and voting strength, “semiannual payment” refers to: (a) Payments of the *per capita* dues of the club’s full membership that fall due on the first day of July and January; plus (b) *pro-rata* payments for new members. The said semiannual and *pro-rata* payments should have been made not later than the date of the club vote as indicated in the club’s ballot.

-- II.B.1. Club Vote Revised and Expanded Guidelines

Nowhere in the RI Bylaws is it provided that a club’s voting strength in ballot-by-mail voting exercises shall be determined by the membership size reported in the club’s latest Semi Annual Report (SAR). Instead, Art. 13.040.1 specifically provides that voting strength is determined by “the number of members as of the date of the most recent semi annual **payment** preceding the date on which the vote will be made.” Thus, RI clearly intends that ***a club’s voting strength should be directly proportional not to its reported membership but to the number of members whose per capita dues it had actually paid for at the time it votes.***

In accordance with this intent, and in support of the district-wide membership drive, the Office of the Governor has officially interpreted the phrase ***semi annual payment*** to include ***prorated payments*** made for members who joined the club even after it had already filed its January 1, 2009 SAR, or even after it had already paid for the membership indicated in the said SAR *provided* that such payments are made not later than the date on which the club actually decides in whose favor it shall cast its vote/s, and *provided further* that the payments are properly documented.

In this regard, it should be noted that there is no rule anywhere in the constitutional documents of RI or in its Code of Policies specifically excluding prorated from semiannual payments. Indeed, the term “semi annual” is a characterization of the frequency or mode of payment rather than a precise description of the dues paid for.

As with the semi annual payments for old members, “prorated payments” made for new members are also *per capita* dues, and are also due and payable on a semiannual basis, on 1 July and 1 January. This similarity in treatment is apparent from the pertinent provisions of the RI Bylaws, to wit:

**17.040. Date of Payment.**

17.040.1. Due Date of Per Capita Dues.

Per capita dues shall be due and payable pursuant to subsection 17.030.1 on 1 July and 1 January of each year. Dues payable pursuant to subsection 17.030.2 shall be due and payable on 1 July.

17.040.2. Prorated Dues.

For each member who is elected into membership of a club, the club shall pay per capita dues in prorated amounts until the beginning of the next semiannual period for which dues are payable...The prorated per capita dues are due and payable on 1 July and 1 January...

Consequently, should a club decide to remit the *prorata* per capita dues of its new members even before the next semiannual period, but not later than the club vote, there is no substantive obstacle to considering such new members in determining the number of votes that may be cast. Any other interpretation would lead to a club’s under-representation or over-representation, and frustrate the intent of Article 13.040.1 of the RI Bylaws that a club’s voting strength should be directly proportional not to its reported membership but to the number of members whose per capita dues it had actually paid for at the time it votes.