

# Rotary International District 6890

## Bylaws

Approved July 8, 2021

### BYLAWS

#### OF ROTARY INTERNATIONAL DISTRICT 6890, INC.

Adopted as Rotary District 6890 Rules of Procedure at the 2002 District Assembly business meeting to take effect on July 1, 2002 and amended on xx/xx/2021; the pertinent Articles of Incorporation were filed and authenticated on June 28, 2017 with and by the Florida Department of State.

#### **Article I. Name and Address**

The name of the corporation is: Rotary International District 6890, Inc.

The mailing address of the corporation is:

P. O. Box 1610, Lake Placid, FL 33862

#### **Article II. Purpose and Intent**

1A. The purpose of these Bylaws is to:

- Promote effectiveness and efficiency in the management of District affairs by action of clubs within the District.
- Provide maximum simplicity and fairness in the operation of the affairs of the District.
- Define the various responsibilities of the Board of Directors and the District

Leadership Team, as defined under Board of Directors and District Leadership Team

1B. These Rules are intended to supplement and/or clarify the provisions of the Manual of Procedure of Rotary International and in no way shall interfere with or supersede the provision of that publication of Rotary International.

#### **Article III. Membership**

The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 6890 pursuant to the bylaws of Rotary International. The addition or removal of a

club or clubs from District 6890 pursuant to RI bylaws, Article 3, shall immediately and automatically result in a corresponding change in the membership of this corporation.

#### **Article IV. Board of Directors**

Section 1. Composition and Terms. This corporation shall have a Board of Directors consisting of seven (7) Directors. The number of Directors may be changed from time to time as appointed by the District Governor of District 6890 and voted on by the corporation, but in no case shall be less than five nor more than nine at any time. The directors shall be the current District Governor of District 6890, the immediate past District Governor of District 6890, the Governor-Elect of District 6890, the District Membership chair of District 6890, the District Foundation chair of District 6890, the Treasurer of District 6890 and the Secretary of District 6890. The District Governor shall serve as chair of the board of directors. Only Rotarians who are active members of clubs in District 6890 may serve as directors.

Section 2. Powers and Duties of Directors. The affairs of this corporation shall be governed by these bylaws not inconsistent with the articles of incorporation, adopted by a majority vote of its members at any annual meeting or special meeting called for that purpose, and such policies not inconsistent with these bylaws and the articles as may be adopted by the Board of Directors.

#### **Article V. Meetings and Quorum**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall take place during the first quarter of the Rotary (fiscal) year. The purpose of the Annual Meeting shall be for the Board of Directors to receive a report from the District Treasurer on behalf of the District Finance Committee on the financial status of the District, a report of the Past District Governor's expenses, and any other such matters that may need to be presented.

Section 2. Quarterly Meetings. The Board of Directors shall meet a minimum of once each calendar quarter at a time and place agreed upon by the members of the Board of Directors.

These meetings may be conducted online or in person.

Section 3. Special Meetings. Special meeting of the Board of Directors may be called at any time by the District Governor or by a majority of the Directors. At least five days' notice of time, place and agenda items shall be given by electronic mail or regular mail. During special meetings, no other issues can be decided upon if not mentioned in the agenda items, unless the meeting is plenary, and the decision is unanimous.

Section 4. Action Without Meeting. The Board of Directors may act without a meeting if prior or subsequent to such actions, each member of the Board of Directors shall consent in writing to such action. Such written consent shall be filed with the minutes of the meeting/action.

Section 5. Quorum. A majority not less than two-thirds shall constitute a quorum at the Annual Meeting. Unless specifically stipulated otherwise in these Bylaws, when a quorum is present at any meeting, the act of the majority present shall be the act of the Directors. Should an even number of Directors be present and the votes tie, then the vote of the Chairperson (District Governor) shall decide.

#### **Article VI. DISTRICT GOVERNOR**

The District Governor (DG) is the District's only officer of Rotary International and functions under the general supervision of the Board of Directors of Rotary International with duties as outlined in the Bylaws of Rotary International. Governors shall make all District appointments relative to their year of office, except as otherwise provided, and shall name key appointees in advance, as required in these Bylaws. The DG is ex-officio, non-voting member of all District committees, except that neither the District Governor (DG), nor the District Governor Elect (DGE), nor the District Governor Nominee (DGN), shall be a member of the District Nominating Committee or of the College of Governors. The DG and DGE shall have the authority to delegate their powers under these Bylaws unless such delegation is otherwise prohibited.

## **Article VII. DISTRICT LEADERSHIP TEAM**

In addition to the District Governor, the Leadership Team of the District, operating under the direction and supervision of the Governor, shall be the Governor Elect (also known as Incoming Governor), the Governor Nominee, the Secretary, the Treasurer, the District Membership Chair, the District Foundation Chair, the District Public Image Chair, and the Assistant Governors. The members who hold these positions shall be collectively known as the District Leadership Team.

### **1A. DISTRICT SECRETARY**

The Secretary shall be named each year by the DGE prior to assuming office as Governor.

The Secretary shall be a Rotarian and may be compensated as provided in the approved budget.

Responsibilities of this office include assisting the DG with the administrative affairs of the District, keeping minutes of District meetings, maintaining District records and property, and managing all registrations for District-wide activities. The Secretary shall be an Officer and Director of this corporation and shall also serve as Assistant Treasurer. The same individual may not serve in this position for more than five (5) consecutive years.

### **1B. DISTRICT TREASURER**

The Treasurer shall be named each year by the DGE prior to assuming office as Governor.

The Treasurer shall be a Rotarian and may be compensated as provided in the approved budget.

Responsibilities of this office include chairing the District Finance Committee and preparing a budget, in coordination with the Governor-Elect, for presentation to the Finance Committee. The Treasurer shall pay all justifiable bills, maintain complete financial records, handle billing of District dues, and provide budget reports to the DG and the Finance Committee as needed. The Treasurer shall be an Officer and Director of this corporation, be bonded and shall also serve as Assistant Secretary. The same individual may not serve in this position for more than five (5) consecutive years.

#### 1C. DISTRICT MEMBERSHIP COMMITTEE/CHAIR

Under the direction of the governor, the committee will identify, promote, and implement membership strategies that will result in membership development and growth, and the formation and support of Rotary and Rotaract clubs within the District. The committee chair shall be appointed for a three-year term, subject to review, with documented agreement of the governor, governor-elect and governor-nominee for their term of service. The chair, and as many committee members as possible, should attend training meetings conducted by the District and/or Zone as appropriate. The District Membership committee is charged with the following:

- Establishing and identifying subcommittee chairs in the areas of Membership Leads, Alumni Network, and Club Extension
- Assisting Club Membership Chairs in carrying out their responsibilities of attracting new members and engaging existing members.
- Managing prospective members through the Manage Membership Leads page on MyROTARY.
- Assisting in organizing, establishing and supporting new and different types of clubs, where Rotary is currently not present, as well as in areas where Rotary is already active.
- Communicating committee progress, challenges, and opportunities with our District Governor on a regular basis.

#### 1D. DISTRICT PUBLIC IMAGE COMMITTEE/CHAIR

Under the direction of the governor, the committee will promote Rotary and foster understanding appreciation and support for the programs of Rotary. The committee should encourage clubs within our District to make public image a priority. The committee chair shall be appointed for a three-year term, subject to review, with documented agreement of the governor, governor-elect and governor-nominee for their term of service. The chair, and as many committee members as

possible, should attend training meetings conducted by the District and/or Zone as appropriate.

The District Public Image Committee is charged with the following:

- Promoting Rotary to the media, community leaders, and beneficiaries of Rotary's programs.
- Promoting Rotary's visual identity and voice.
- Communicating with the governor and the chairs of key committees to stay informed about District projects and activities.
- Seeking opportunities to speak to individual clubs about the importance of promoting the club's public image and activities.
- Establishing and identifying subcommittee chairs in the areas of Website, District Newsletter, District Historian, Social Media, and other such subcommittees as needed.
- Planning and conducting a Public Image Workshop in consultation with the governor and District trainer, as well as the District membership and Rotary Foundation chairs.

#### 1E. THE ROTARY DISTRICT FOUNDATION COMMITTEE/CHAIR

Under the direction of the governor, the District Rotary Foundation Chair and committee provide guidance, direction, and support to District officers, committee chairs; provide advice and assistance to the club leaders and club Foundation Chairs in the promotion of and contributing to the Rotary Foundation. The committee chair (usually a Past District Governor) shall be appointed for a three-year term, subject to review, with documented agreement of the governor, governor-elect and governor-nominee for their term of service. The chair, and as many committee members as possible, should attend training meetings conducted by the District and/or Zone as appropriate.

The District Foundation committee is charged with the following:

- Establishing and identifying subcommittee chairs and committees in the areas of TRF Grants, TRF Paul Harris Society, TRF Polio Plus, TRF District Peace Fellowship and other such subcommittees as needed.

- Assisting the DG in educating, motivating, and inspiring Rotarians to participate in Foundation programs and fundraising activities in the District.
- Serving as a liaison between The Rotary Foundation and the club members of the District.
- Conducting Foundation seminars to educate members of the Grant process and the benefits of participating in Global and District Grants from The Rotary Foundation.
- Encouraging clubs to achieve 100% participation for Every Rotarian Every Year (EREY) Sustaining Club, 100% participation level in the Annual Giving – Share program, and 100% participation level in giving to the Polio Plus programs.
- Encouraging District members to increase the number of Paul Harris Fellows, Major Donors, and Bequest Society members.

#### Section 1. District Designated Funds (DDF)

District Designated Funds (DDF) are those funds that Rotary International returns to the Districts from donations to the Annual Fund-Share from three years prior. Our District is among the few that allocates those funds to qualifying clubs to use for projects and grants. Clubs must have given \$100 per capita or a minimum of \$2,500 to the Annual Fund-Share three years prior to participate in the DDF grant program. Those clubs that do not qualify, may TRANSFER their amount of DDF to collaborate with another club that does qualify on a District Grant or Global Grant. In addition to the required participation in the Annual Fund-Share, clubs must:

- Complete the Grant Management Seminar online
- Sign the required Memorandum of Understanding
- Submit the proper Application and/or Transfer Form for District Grants by the stated deadline
- Submit the proper Application and/or Transfer Form for Global Grants by the stated deadline

#### 1F. ASSISTANT GOVERNORS

Assistant Governors (AGs) as provided for in the District Leadership Plan, shall be named by the DGE at least 6 months prior to assuming office as Governor in order that they may receive appropriate training and help the DG to plan club visitations and other District activities. Assistant Governors must have attended the President-Elect Training Seminar (PETS), the District Assembly, and the AG Training Program, applicable to each year in which they will serve. Assistant Governors (AGs) shall have duties and responsibilities as defined in the District Leadership Plan. In addition, they shall implement the requests, policies, and programs of the DG. When visiting clubs as representatives of the Governor, AGs should be accorded the same courtesies that would be extended to the DG were the Governor there in person.

#### 1G. DISTRICT PARLIAMENTARIAN

The Parliamentarian shall be named each year by the DGE prior to assuming office as Governor. The Parliamentarian shall advise the District Governor and members of the District Leadership Team of these District Bylaws, the RI Constitution and Bylaws, and established procedures to ensure compliance with those rules.

#### 1H. DISTRICT TRAINER

Annually, and based on the recommendation of the DGE, the DG shall appoint a Rotarian as the Trainer, to serve for a calendar year. Upon appointment, the Trainer shall be responsible to the DGE. The same individual may not serve as Trainer for more than three (3) one-year terms. The Trainer shall be instructed by the DGE on training needs for the current Rotary year related to PETS, the District Assembly, the District Team training seminar, and AG training. Working in conjunction with the DG, the Trainer is responsible for developing and conducting training for the District seminars, Rotaract Leadership Training,

and other training events as appropriate. The Governor, based on the recommendation of the DGE, may also appoint Assistant Trainers who shall have responsibilities assigned to them by the Trainer.

#### **Article VIII. DISTRICT COMMITTEES**

Section 1. Administrative Committees. The District shall have the following active administrative committees: A Nominating Committee, a Finance Committee, a Disaster Relief Committee, and a Strategic Planning Committee, each with composition and functions as established in these Bylaws. In addition, there shall be such other committees as the DG shall deem necessary for the effective and efficient administration of the District.

Section 2. Leadership Committees. The District shall have the following committees in conjunction with Club Leadership Plan: Public Image, The Rotary Foundation, Service Projects, Club Administration, and Membership Development. In addition, there shall be such other committees as the DG shall deem necessary for the effective and efficient development of Rotary within the District. Prior to the District Assembly and except as otherwise provided in these Bylaws, the RI Constitution, or the RI Bylaws, the DGE shall name the chairperson of all committees relative to their year of office as Governor, and the committee members selected in consultation with the named chairperson. Every effort should be made to ensure that there is some continuity in all committees, with new leadership brought in for training and experience, by staggering their terms of office, with no committee chairperson holding such position for a consecutive period of more than 3 one-year terms. Such terms of office shall be printed in the District Directory to ensure continuity. Committees shall consist of at least three members (including the chair).

**Article IX. COLLEGE OF GOVERNORS**

The College of Governors shall consist of all Past District Governors who are members of a Rotary club in District 6890, including those who may have served in other Districts. Its purpose is to assist the DG in any way the Governor may request. The Chancellor of the College shall be the Immediate Past District Governor (IPDG).

Section 1. Required Meetings. The Chancellor shall call a meeting of the College at least once in a year and at any time requested by the Governor. The Chancellor shall also convene the College at the written request of three or more members, stating a common purpose for such meeting. The College shall invite the attendance of the DG and may invite the attendance of the DGE and DGN at its meetings where such attendance is deemed desirable for the proper conduct of its business.

**Article X. DISTRICT NOMINATING COMMITTEE**

Section 1. Qualifications of Candidates and Committee Members. The District Nominating Committee shall seek out and propose the best available candidate for District Governor. The Rotarian selected by either the District Nominating Committee, or in case of a challenge, selected as set forth in section (I) below, shall be known as the District Governor Nominee designate (DGND). Upon the District Governor Elect (DGE) assuming the office of District Governor, the District Governor Nominee (DGN) shall then be known as the District Governor Elect (DGE), and the District Governor Nominee designate (DGND) shall then be known as the District Governor Nominee (DGN). This committee shall consist of seven (7) Rotarians, four (4) of whom shall be Past District Governors (PDGs). The PDGs shall be the three (3) most recent PDGs able to serve, plus one other selected by the DG. The three other Rotarians shall be selected by the DG to reflect the diversity of the District. The IPDG shall serve as chairperson.

Section 2. Timeline and Procedures for Nominations. A call for candidates shall be published in the District Governor's Newsletter in June, July, August, and September inviting clubs to submit, not later than October 31 of that year, names of candidates eligible under the terms of the current RI Bylaws. The eligibility criteria, nomination procedures and required candidate information will be printed in the newsletter with each call for nominations. Candidate names submitted must be approved in a resolution adopted at a regular meeting of the candidate's club, properly certified by the club secretary. The resolution must be accompanied by a statement, signed by the candidate, listing their Rotary classification and affirming that the candidate has read and understood those portions of the white pages of the Manual of Procedure entitled "The District" and particularly those sections covering the status, qualifications, responsibilities and duties of Governor, Governor Elect, and Governor Nominee. This statement shall also affirm that the candidate is fully qualified, willing and able to accept and execute all of the duties and responsibilities set forth therein and will attend the Zone Institute and International Assembly for training, as required by the Board of Rotary International. The club's nominating resolution must also be accompanied by a resume of the candidate's Rotary, civic and business activities.

Section 3. Interviews. The committee shall hold a meeting in November to interview all candidates for DGN. The quorum necessary for action shall be a majority of the total committee. The committee shall interview all nominated candidates at its November meeting. The committee shall not be limited in its selection to the names submitted by clubs in the District. The committee shall nominate the best qualified Rotarian who is available to serve as District Governor. The chairperson shall notify the DG of the committee's selection as soon as possible after the closure of its meeting. Upon receipt of notification from the chairperson of the nominating committee, the DG shall forthwith publish the committee selection to all clubs, and shall publish, in December

issue of the District Governor's Newsletter, the name of the person selected. Club approval of the candidate will be assumed if no club takes the actions outlined in paragraph (3A).

3A. Challenges. Any club which submitted a candidate in accordance with the above procedures may propose its original nominee as a challenging candidate by notifying the DG of its intention to do so, in accordance with the requirements of RI Bylaw 13.020.20 within fifteen (15) days after initial publication of the nominating committee's selection.

3B. Challenge Procedures. In the event of a valid challenge under paragraph (3A) above, the DG shall follow the procedures set out in RI Bylaws 13.020.20, allowing 15 days for clubs to concur with any valid challenge. In the event such challenge remains valid, it shall be at the sole discretion of the DG to decide if an election shall be conducted during the Business Meeting at the District Conference, or if there shall be a ballot by mail as specified in RI Bylaw 13.030.

3C. Notifications. Immediately upon being notified of the final outcome of the selection process, the DG shall certify the name of the DGND to the General Secretary of Rotary International and declare the name of that Rotarian to the clubs of the District.

## **Article XI. DISTRICT FINANCE COMMITTEE**

Section 1. Purpose and Composition. The District Finance Committee shall manage and authorize the distribution of all District funds and recommend the District budget for adoption.

Written authorization from an additional authorized signer on the District 6890 checking account must be obtained for any check or other form of payment in excess of \$1000.00. This written authorization may be in the form of an email to the Treasurer. (This excludes any funds received from The Rotary Foundation which must be disbursed according to the Terms and Conditions of The Rotary Foundation.) The committee shall have no more than nine (9) members, three (3) of whom shall be the Immediate Past District Governor, the District Governor Elect, and the District Treasurer who shall serve as chairperson. The remaining six (6) members shall serve for three

years with two (2) retiring each year to be replaced by Rotarians selected by the Governor. In making appointments to this committee, the DG shall strive to maintain balance by appointing members to represent the diversity of the District.

Section 2. Meetings. A meeting shall be held within sixty days prior to the District Business Meeting held in conjunction with the District Assembly and shall be attended by both the new and retiring members of the committee. The DGN and DGND shall be invited to attend as observers. A quorum of the committee shall consist of five (5) members.

Section 3. Fiscal Year. The fiscal year shall extend from July 1 of each year to June 30 of the following year. The budget of projected income and expenditures for each year shall be prepared by the incoming committee and presented for review, together with the dues structure for the year, during Florida PETS, and presented for approval at the Business Meeting held in conjunction with the District Assembly. The planned expenditures of a given year shall not exceed the receipts thereof, except by specific authorization of the Committee. The Committee shall meet on a quarterly basis to review the income and expenditures for the previous quarter. The Committee shall maintain a reserve fund approximately equal to 50% of the prior year's expenditure budget.

Section 4. Excess Revenue. In the event that at the end of the fiscal year, the net income for the corporation is a positive amount and the reserve fund is in excess of the 50% of the prior year's expenditure budget, the excess revenues shall be transferred to District 6890 Foundation, Inc. to be designated for Disaster Relief.

Section 5. Annual Dues. Dues will be billed to each club in the District for its share of the budget. Payment is due on or before August 10, based on the active membership of the club as of July 1. Clubs may elect to pay half before August 10 and the remainder by February 15. The latter should be based on membership as of January 1.

Section 6. Recordkeeping and Authorized Activities. The Committee shall keep a complete record of its transactions and shall require bond on the Treasurer in an amount not less than 25% of the corporation's liquid assets. The Committee shall instruct the Treasurer to pay all properly presented bills or vouchers for budgeted items without further specific instructions or authorization. Except as authorized by the Committee in urgent and unforeseen circumstances, District funds shall not be used to subsidize the cost of attendance of any person at more than one International Convention. The total sum of the budgeted expenses shall not be exceeded, nor shall any new areas of expense be added, without the prior approval of the Committee. Complete records shall be kept by the Treasurer, who shall give the Committee and the District Business Meeting full, accurate and complete reports of all activities and finances.

Section 7. Annual Review. The Board of Directors, or its designee, shall conduct its own review of the financial statements prior to their presentation at the annual meeting of the Board of Directors.

## **Article XII. STRATEGIC PLANNING COMMITTEE**

Section 1. Duties and Responsibilities. The Strategic Planning Committee shall develop and maintain an ongoing three-to-five-year plan for the District with respect to goals and activities to include, but not limited to, the RI Foundation, the District Conference, training meetings, membership development, and other items of importance for the District and its members.

Section 2. Members. The makeup of the Committee shall be as follows: A chairperson, nominated by the DGE, the DGE, the DGN, the IPDG, the DG, the District Treasurer, the District Secretary, and one member from each AG group within the District. Upon being declared by the Governor, the DGND shall also become a member of this Committee. The Committee shall meet at least once

annually to consider the need to draft new programs, or modify existing ones, and to monitor progress towards established goals.

Section 3. Annual Review. The Strategic Plan, which shall be established and maintained in concert with Rotary International and Rotary Foundation Goals, Objectives, and Procedures, shall be updated annually and presented at the annual Business Meeting for discussion and approval. The approved plan shall be given to each candidate for the Office of District Governor, prior to the interview, and shall form, in part, the basis for the interview process.

### **Article XIII. DISTRICT DISASTER RELIEF COMMITTEE**

Section 1. Purpose. The District Disaster Relief Committee's responsibility is to gather and disseminate information to members and clubs in our District whenever a disaster strikes, and initiate recovery and relief operations to alleviate human suffering caused by disasters that may impact people locally, primarily, but also regionally or worldwide.

Section 2. Composition of Members. The committee shall have a minimum of five members, three of whom shall be the District Governor, the District Foundation Chair and the Disaster Relief Chair as appointed by the District Governor. At least two "At-large" members serving two-year terms shall be chosen by the Disaster Relief Chair and approved by the District Governor each year. The same individual may not serve as District Disaster Relief Chair for more than three (3) one-year terms.

Section 3. Procedure. Whenever a disaster strikes, the committee shall report as soon as possible using all methods of communication, including social media, our website and via email to all Club members of our readiness to take action. This Information shall provide members of the District how they can assist and donate by including our District Foundation mailing and website addresses.

#### **Article XIV. VACANCIES IN OFFICE**

The DG shall fill any vacancy in officers and committees. Such appointments shall be made for the unexpired term of the vacancy. In filling a vacancy which extends beyond the current year, the DG shall consult with the DGE, and if appropriate, the DGN and DGND before making such appointments.

#### **Article XV. PRESIDENT-ELECT TRAINING SEMINARS (PETS)**

Section 1. Training Sessions. The training of incoming club Presidents and Assistant Governors shall consist of 3 mandatory sessions, in accordance with guidelines issued by Rotary International. They are PETS 1, 2, & 3. The first training session, or PETS-1, will be conducted in District and will lay the foundation for the PE's and AGE's to attend the second session, PETS-2.

Section 2. PETS-2. The District shall participate in the multi-district PETS, otherwise known as ALL FLORIDA PETS for its second session or PETS-2, for the purpose of training the President-Elect of each club and Assistant Governors. The seminar shall take place after the International Assembly, and shall be conducted by the District Trainer, under the guidance of the DGE, and in coordination with the DG and the Florida PETS Board. All club Presidents-Elect and Assistant Governors-Elect must attend Florida PETS unless the DGE shall have excused their attendance and approved alternative representation and report-back arrangements.

Section 3. District Training Assembly/PETS-3. The District Assembly and PETS 3 is held to provide motivation, Rotary knowledge, and instruction in administrative duties to the incoming Club Presidents, Secretaries, Treasurers, and such Rotarians as the RI Board of Directors or the DGE may designate. The time and place of the Assembly shall be determined by the DGE in coordination with the DG and should be announced as early as possible after the beginning of the Rotary year. The DGE shall be the General Chairperson of the Assembly. The District Trainer and assistants

appointed with the concurrence of the DGE, shall conduct the instruction sessions, under the guidance of the DGE and in coordination with the DG.

Section 4. Training Date Conflicts. No club shall hold an event in conflict with ANY of the PETS Training seminars that would prohibit the incoming District & Club officers and Directors from attending.

#### **Article XVII. DISTRICT CONFERENCE**

Section 1. Annual District Conference. A District Conference shall be held each year at such time and place as shall be selected by the DGE and agreed upon, not less than one year in advance, by the incoming presidents of the majority of clubs at a District Business Meeting. The purpose of the Conference is to properly discharge the specific requirements of RI Bylaws 7.030, 16.040, 16.050, and 16.060(b), with which nothing herein shall conflict.

Section 2. Timing of Conference. The date chosen shall not conflict with the District Assembly, International Assembly, International Convention, Council on Legislation, Rotary Institute, or any other event organized by Rotary International.

Section 3. Conflict of Club Events. No club shall hold an event in conflict with the District Conference.

Section 4. Reporting. The Conference Secretary or District Secretary shall cooperate with the DG in planning the Conference and recording the proceedings thereof. Within thirty (30) days of the adjournment of the Conference, the DG shall prepare a written report of the Conference proceedings to RI according to RI Bylaws 15.040.5.

Section 5. Business Meeting. The Conference shall consider such business as may be required by the Manual of Procedure of Rotary International, decisions of the Board of Directors of RI, District

Bylaws, a properly presented resolution from a club; and such other business as the DG shall approve for presentation of the Conference.

Section 6. Conference Resolutions. No adopted resolution of the Conference shall conflict with the requirements of the Manual of Procedure of Rotary International, or with the spirit and intentions of Rotary, or with any provision of these Bylaws. In order to be properly presented, a resolution from a club shall, in its final form, be delivered to the DG not later than two (2) calendar months in advance of the first day of the Conference, provided that the absence of such delivery shall not preclude the reading of a courtesy resolution from the floor.

Section 7. Timeline. No later than two (2) weeks prior to the opening of the Conference, the DG shall cause to be distributed to all clubs in the District an agenda for the Business Meeting, which identifies the order of business, provides such information on each item as the DG deems adequate to enable all clubs to have informed discussion of the business to be considered by their representatives, and identifies such time restrictions on speeches as the DG may approve as being appropriate for the orderly conduct of business.

Section 8. Consideration of Club Proposals. With the exception of a club proposal intended for subsequent consideration by the next meeting of the Council on Legislation, the DG shall have absolute discretion, to permit the consideration of a club proposal which could not reasonably have been provided by the due date. Consideration of such late proposal shall be permitted only if the club provides to the Conference Secretary, prior to the day of the Business Meeting, sufficient copies of the full and final text of the proposal for distribution to all Rotarians in attendance.

Section 9. Conference Program. The program of the Conference shall contain adequate provision for a Business Meeting at which all business may be appropriately discussed and acted upon. In planning the program for a Conference to be held in the year prior to a Council on Legislation, the DG shall make adequate time allocation for the proper consideration and discussion of club proposals required to be reviewed by the Conference in accordance with RI Bylaw 7.030.

Section 10. Club Electors. In accordance with the requirements of the Bylaws of RI, it shall be the duty of each club in the District to select and certify Electors, whom they shall send to the Conference. Certification of Electors shall be in such manner as may be prescribed by the Conference Committee. The number of Club Electors shall be determined by the most recent semi-annual dues payment prior to the Conference, based on one Elector per 25 members, or major portion thereof. No Elector may act on behalf of a club which, at the time of the Conference, has any outstanding indebtedness to RI or the District.

Section 11. Voting polls. Any Elector may demand a poll upon any matter presented to the Conference, and in each such case, voting shall be restricted to properly certified Electors. No proxy votes shall be permitted on any matter unless the Conference is held outside the land boundaries of the United States of America.

#### **Article XVIII. GOVERNOR'S NEWSLETTER**

A copy of the District Governor's Newsletter shall be sent no later than the 5th day of each month to all Rotarians in the District. Where possible, the use of e-mail shall be the preferred method of delivery, with each club President responsible for producing copies for distribution to club members without e-mail access.

#### **Article XIX. DISTRICT DIRECTORY**

Section 1. Distribution and Access. Prior to June 1, the DGE shall cause to be compiled and printed, if requested, at District expense, a District directory for the upcoming year. This directory shall be made available online through DACdb and available to all active members, and to such other Rotarians as the DGE shall deem advisable.

Section 2. Contents. The directory shall provide data pertaining to District 6890, its committees, personnel, club and District meetings, and other information that should promote the smooth operation of District affairs.

**Article XX. DISTRICT AND CLUB DATABASE (DACdb)**

Club Presidents and club Secretaries shall ensure that the on-line District and Club Database (DACdb) is current and kept up to date with club members' information.

**Article XXI. DISTRICT HISTORIAN**

The DG shall appoint a District Historian, who shall maintain District archives and the history of the District from materials furnished by the DG and clubs. The Historian shall facilitate the orientation of the DGN and DGND by offering access to the archives, records, and history of the District. Each holder of the office of District Historian shall ensure the orderly and timely transfer of all archives and records to their successor.

**Article XXII. COUNCIL ON LEGISLATION REPRESENTATIVE**

In the Rotary year two (2) years preceding that in which the Council on Legislation is to meet and not less than three (3) months prior to the District Conference, the DG shall solicit nominees for election as the District representative to the RI Council on Legislation. Responses shall be required not later than one month following the publication of the call for nominees and the list of nominees will be published in the District Governor's Newsletter immediately preceding the District Conference. Except as provided by RI Bylaw 9.080 (Ballot by Mail), the representative and alternate representative to the Council of Legislation shall be elected by club Electors at the District Business Meeting held at the District Conference. The election procedure shall be as set

forth in RI Bylaw 9.070. No District representative shall serve more than twice in succession in this capacity.

### **Article XXIII. RULES OF PROCEDURES AT DISTRICT MEETINGS**

At official District meetings, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters not otherwise specified in these Bylaws or the Manual of Procedure of Rotary International.

### **Article XXIV. VOTING**

Section 1. Voting Members. Each member, other than an Honorary Member, in good standing in a club within the District who is present at the Business Meeting, shall be entitled to vote on all matters submitted for a vote, except for:

- (1) election of a governor nominee
- (2) election of a member and alternate member of the nominating committee for RI Director
- (3) election of a representative and alternate representative to the RI Council on Legislation
- (4) deciding upon the composition and terms of reference of the nominating committee for Governor
- (5) any matter on which an Elector shall have demanded a poll.

Section 2. District Budget. Approval of the District budget and of the per capita levy to defray the expenses of such budget shall be conducted at the District Business Meeting held in conjunction with the District Assembly. Voting thereon shall be in accordance with the provisions of RI Bylaw 16.060.2(a).

Section 3. District Conference Approval. Approval of the time, place and site for the next District Conference shall be conducted at the District Business Meeting held in conjunction with the District Assembly and voting shall be in accordance with the provisions of RI Bylaw 16.040.

Section 4. Notice. Clubs shall be notified at least thirty (30) days in advance, with appropriate supporting information, concerning matters to be voted upon under “2” or “3” above.

**Article XXV. AMENDMENTS**

Any part of these Bylaws may be amended, by resolution at a District Business Meeting, by a majority of those present and entitled to vote, provided such proposed amendment has first been referred to the DG in accordance with the requirements of Article XXVII, Section 7 of these Bylaws.