

**BYLAWS OF THE  
ROTARY INTERNATIONAL DISTRICT 6960, INC.**

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**ARTICLE I CORPORATE REQUIREMENTS**

1.1. **Name.** The name of this corporation shall be Rotary International District 6960, Inc. It is also known as “Rotary District 6960,” “District 6960,” the “District,” the “district,” “D6960,” and the “Corporation” within these Bylaws.

1.2. **Purpose.** Rotary International District 6960, Inc. is a Florida not-for-profit Corporation with the purpose to strengthen and support Rotary clubs within the District as assigned by Rotary International (“RI”).

1.3. **Objectives.** The objectives of the Rotary International District 6960, Inc. are:

1.3.1. To engage in such activities as are permitted by Florida Statute Chapter 617 (generally referred to as the Florida Corporations Not For Profit Statute, as it may be amended from time to time, the “Statute”) and are consistent with the constitution, bylaws, and policies of RI.

1.3.2. To engage in any other permitted activity for corporations exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (as it may be amended from time to time), as permitted by the Statute and consistent with the constitution, bylaws, and policies of RI.

1.4. **Corporation Meetings.** For the avoidance of doubt and notwithstanding anything to the contrary contained herein, except as otherwise required by the Florida Statute, any meeting of the (a) Corporation, including the Annual Meeting of the Corporation, (b) Board of Directors, or (c) any committees, may be held through any electronic or other means using authorized communications equipment (as such term is defined in the Statute) through which all persons participating can hear each other, or in any other manner permitted under the Statute, and such participation shall constitute attendance at such meeting. Meetings of the Board of Directors shall occur at least quarterly.

1.5. **Federal Tax-Exempt Status.** Notwithstanding any other provision of these bylaws, the Corporation shall not pursue or conduct activities which would contravene its exemption from federal income tax under Section 501(c)(4) of the Internal Revenue Code (as it may be amended from time to time).

1.6. **No Dividends or Distributions.** The Corporation shall not pay dividends nor make similar distributions of its property or assets.

1.7. **Dissolution.** The Corporation shall immediately cease operations and begin dissolution activities upon directive of the RI Board or upon the approval of two-thirds (2/3) of the clubs in a vote at an Annual Meeting of the Corporation, district assembly, district conference, or special legislation meeting, or in a ballot-by-mail. The District Governor shall provide the RI Board of Directors notice of a decision by the District to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process.

## ARTICLE II MEMBERS, ANNUAL MEETING, AND FUNDING

2.1. **Members.** Members of the Corporation (“Members” or “Clubs”) shall be comprised of and limited to all Rotary clubs designated to be in Rotary International District 6960 pursuant to the constitution, bylaws, and policies of RI. The addition or removal of a club or clubs from District 6960 pursuant to the constitution, bylaws, and policies of RI shall immediately and automatically result in a corresponding change in the Membership of the Corporation (for clarity, members of a club or membership of a club shall be referenced in the lower case).

2.2. **Annual Meeting.** The Annual Meeting of the Corporation, also known as the District Annual Meeting, shall be held during the district training assembly, the district conference, or at such other date established by the Board of Directors. Only clubs deemed to be “functioning clubs” per the constitution, bylaws, and policies of RI shall be eligible to participate in the annual meeting. Written notice shall be sent to the clubs by personal delivery, mail or email of the date, place and time at least (30) days prior to the meeting date. Any amendments and/or resolutions to be proposed at the annual meeting must be originated by a club, the District Governor, the District Governor-elect, the District Governor-nominee, or the Board. Proposed resolutions shall be reviewed by the Board for recommendation to the clubs attending the annual meeting. The District Governor shall report to the clubs on the status of the District at the Annual Meeting.

2.2.1. **Quorum.** A quorum shall exist if a majority of the clubs in the district are represented at the Annual Meeting.

2.2.2. **Voting.** The following shall be the process for voting at the Annual Meeting except as may be otherwise required by the constitution, bylaws, and policies of RI. Individuals with voting rights are all Active Rotarians who are members in good standing in a Rotary club within District 6960, except where electors are required as outlined in section 2.2.2.1 below.

2.2.2.1. **Electors.** For voting at the annual meeting, electors representing each 25 members of a club or major fraction thereof shall be required for any vote on the:

- (a) election of a member and alternate of the nominating committee for RI Director;
- (b) composition and terms of reference of the nominating committee for governor;
- (c) election of the representative and alternate to the RI Council on Legislation and Council on Resolutions; and
- (d) amount of the per capita levy.

Each club shall select and certify at least one elector to the Annual Meeting. A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club

with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors, and so on. Membership is determined by the number of members in the latest RI club invoice before the vote, except that a suspended club has no vote.

**2.2.2.2. Elector Voting Qualifications.** Each voting elector must be an active member in good standing of a club in the district and must be present at the annual meeting in order to vote, unless voting electronically. To participate in any voting by electors, a club shall have paid the required district dues for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

**2.2.2.3. Proxies.** A club may issue a proxy to an elector who is not a member of that club, but must first obtain the consent of the current District Governor to issue such proxy and otherwise comply with the constitution, bylaws, and policies of RI. The proxy designation must be certified by the club president and secretary. The proxy shall be entitled to vote as proxy for, and as instructed by, the non-attending club represented, in addition to any other vote(s) the proxy may have. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

**2.2.2.4. Voting Procedures.** When voting on matters (a), (b), (c) and (d) in section 2.2.2.1. of these bylaws, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For items not identified in section 2.2.2.1. requiring electors allocated according to club membership, every active club member in good standing present at an annual meeting is entitled to vote on matters that come before the meeting. Any club member in good standing present may demand a poll on any matter presented to the meeting, even if that member cannot vote on the matter.

The District Governor shall determine the voting method to be used at least 90 days prior to the scheduled vote. Voting may be done electronically through a certified voting system contingent on:

- (a) the items to be voted on being provided to the clubs at least 30 days prior to the start of the voting period; and
- (b) during the 30-day period prior to the commencement of electronic voting, an in-person and/or online meeting to which all District Rotarians are invited shall be held to ensure the opportunity for discussion and debate of the proposed item.

**2.3. Special Meetings.** The Board may call a special meeting of the clubs. The Board shall send written notice by personal delivery, mail or email of the time and place of any special meeting at least thirty (30) days, but not more than sixty (60) days, before the date of such special meeting.

**2.4. Emergency Meetings.** The Board is authorized to adopt emergency regulations for the Corporation operative only during an emergency, as defined in Chapter 617.0303 of the Florida Statute. In addition, and notwithstanding any different provisions in the Statute that are not expressly stated to be operative during an emergency, the emergency regulations may make any provision that may be practical or necessary with respect to meetings, committees, vacancies, and temporary appointments of directors, and the rank and succession of officers, the same as may be done by Florida for-profit corporations pursuant to the Florida Statute.

**2.5. Funding for District Operations.** The Corporation shall establish a District Fund for the administration and development of the District, which shall be the “District 6960 Fund.” The District Fund

shall be maintained and managed in accordance with the constitution, bylaws, and policies of RI.

**2.6. Determination of Per Capita Levy (Dues).** The District Fund shall be financed by all clubs by way of per capita levy (dues) on members of those clubs.

**2.6.1. Approval of Per Capita Levy.** The amount of the per capita levy shall be set at:

(a) the Annual Meeting of the Corporation or district conference by a majority of the electors present and voting; or

(b) the district training assembly or at any other district meeting, as outlined in article 6 of these bylaws, by three-fourths (3/4) of the incoming club presidents, including any representatives designated under article 11, section 5(c) of the RI standard club constitution.

The voting procedures for approval of the per capita levy will be conducted according to the voting procedures delineated in 2.2.2. of these bylaws.

**2.6.2. Per Capita Levy (Dues).** The per capita levy is mandatory for all clubs in the district. The governor shall certify to the board any club that has not paid the levy for more than six months. The board shall suspend RI services to the club as long as the levy remains unpaid.

**2.7. Determination of Additional Levies.** Additional levies shall be determined from time to time as necessary for the operation of the District. These additional levies shall be set at the Annual Meeting of the Corporation or district conference by a majority of the electors present and voting; or at the district training assembly by three-fourths (3/4) of the incoming club presidents, including any representatives designated under article 11, section 5(c) of the RI standard club constitution, or at a special district legislation meeting as designated under Article VI of these Bylaws.

### ARTICLE III BOARD OF DIRECTORS

**3.1. Number and Qualifications.** A Board of Directors of 15 voting members shall oversee the business and affairs of the District. A Director shall be a member of a Rotary Club in District 6960 who has served as president of any Rotary club within Rotary International.

**3.2. Voting Members.** The voting members of the Board shall be as follows, each with one vote per person:

(a) District Governor, who shall serve as Chair,

(b) District Governor-elect,

(c) District Governor-nominee,

(d) District Treasurer,

(e) Vice Governor,

(f) the most immediate Past District Governor who is not serving as Vice Governor (provided the immediate Past District Governor continues to reside in and is an active member of a club in the District), and

(g) nine (9) at-large Directors, serving three-year staggered terms, such that three at-large Directors are appointed each year by the incoming District Governor-elect. Directors-at-Large shall have served as president of a club for at least one term.

**3.3. Chair, Vice Chair, and Ineligible Directors.** The District Governor shall serve as the Chair of the Board, and the District Governor-elect shall serve as the Vice Chair. A Director who becomes ineligible to serve because he or she is no longer an active member of a club within the District shall be removed by the

other Board members.

**3.4. Removal from the Board or Other Office.** The Board may, by a majority vote, remove any Director or Officer (except the District Governor, District Governor-elect, and District Governor-nominee), if they are no longer eligible to serve as set forth in 3.2 and 3.3 above or for cause. In the event the removed Director or Officer has submitted requests for reimbursement of expenses related to their conduct of District business, the District Treasurer or another member of the District Finance Committee shall review and, if satisfactory, pay the claim for reimbursement within a reasonable time period.

**3.5. Appointment of Replacement for Resigned or Removed Director.** In the event a Director serving on the Board by virtue of their District office resigns, is removed, or is otherwise unable to serve, the replacement Director shall be that person who is appointed to assume that vacated District office. In the event the Director being replaced is an at-large Director, then the District Governor may, at his or her sole discretion, appoint a replacement or leave the position vacant. In the event the District Governor is replaced, that position shall be filled by the Vice Governor per the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution, bylaws, and policies of RI.

**3.6. Board Meetings.** A minimum of four regular meetings of the Board shall be held annually, one of which shall be at the Annual Meeting of the Corporation, and the others at such time and place within or outside the District as called by the District Governor, as set forth herein, or as resolved by the Board and upon such notice, if any, as shall be provided.

**3.7. Special Meetings.** Special meetings of the Board of Directors shall be held at any time within or outside the District upon call by the District Governor, the District Governor-elect, or any three (3) Directors. Written notice by personal delivery, mail or email of the time, place and purposes of each such meeting shall be given to each Director at least five (5) business days before the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any regular or special meeting.

**3.8. Quorum.** A majority of voting Directors shall constitute a quorum for the transaction of business except for items requiring a larger vote as provided for in the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution, bylaws, and policies of RI. In the absence of a quorum, a majority of the Directors present may recess a meeting until a quorum is present. If a quorum is present when a meeting is convened, the Directors present may continue to transact business until adjournment, even though Directors formerly present leave the meeting, resulting in a number less than required for a quorum. If a meeting is recessed, notice of such recess need not be given to all Directors, if the time and place of the reconvened meeting are fixed and announced at the recessed meeting.

**3.9. Proxies.** Proxy voting is not authorized for actions of the Board of Directors.

**3.10. Action Without a Meeting.** Any action may be authorized or taken at a meeting of the Board or, if without a meeting, in a writing signed by a majority of the voting Directors. The written action of the Board shall be included in the records of the minutes of the Board. Transmission of authorized communications includes email, and such email regarding a vote of approval or disapproval by the Director is a signed writing for the purposes of this section. The date on which that transmission is sent is the date on which the writing is deemed signed.

**3.11. Responsibilities.** The Board of Directors, holding ultimate fiduciary responsibility, shall serve as the governing body that oversees district operations and ensures the objectives of these bylaws are attained. They shall have the authority to adopt and amend a District Manual of Procedure, provided such manual, as

adopted or amended, does not in any way conflict with these bylaws or with any governing document, public laws, or the constitution, bylaws, and policies of RI. The Board may adopt policies on conflict of interest, whistle blower protection and document destruction and retention.

3.12. **Compensation.** Directors shall not be compensated for their duties as Directors.

## ARTICLE IV OFFICERS

4.1. **Eligibility.** Only an active member of a club in District 6960 shall be eligible to serve as an officer. Eligibility for officer positions in the District shall be consistent with the constitution, bylaws, and policies of RI.

4.2. **District Governor (DG).** The District Governor shall serve as President and Chief Executive Officer of the Corporation and of the District. The District Governor shall be elected for a one-year term and shall perform the customary duties of a president and a chief executive officer of a corporation and those assigned by the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution, bylaws, and policies of RI.

4.2.1. **Qualifications of the Governor.** Unless excused by the RI board, a governor, when taking office, must have attended the RI international assembly for its full duration, have been a Rotarian for at least seven years, and continue to possess the qualifications in section 4.4.1.

4.2.2. **Duties of the District Governor.** The governor is the officer of Rotary International in the district, functioning under the general control and supervision of the RI Board. The governor shall inspire and motivate the clubs in the district. The governor shall ensure continuity within the district by working with past, current, and incoming district leaders. The governor is responsible for:

- (a) organizing new clubs;
- (b) strengthening existing clubs;
- (c) promoting membership growth;
- (d) working with district and club leaders to encourage participation in a district leadership plan as developed by the board;
- (e) furthering the Object of Rotary by providing leadership and supervision of the clubs in the district;
- (f) supporting The Rotary Foundation;
- (g) promoting cordial relations among the clubs and Rotaract clubs and between the clubs, Rotaract clubs, and RI;
- (h) planning for and presiding at the district conference and assisting the governor-elect in planning and preparing the Presidents Elect Training Seminar (PETS) and the district training assembly;
- (i) conducting an official visit to each club, individually or in multi-club meetings, that maximizes the governor's presence to:
  - 1. focus attention on important Rotary issues,
  - 2. provide special attention to weak and struggling clubs,
  - 3. motivate Rotarians to participate in service activities,
  - 4. ensure that the club constitution and bylaws comply with the constitutional documents, especially following councils on legislation, and
  - 5. personally recognize the outstanding contributions of Rotarians in the district;
- (j) issuing a monthly communication to each club;

- (k) reporting promptly to RI as required by the RI president or the RI board;
- (l) providing the governor-elect, before the international assembly, full information about the condition of clubs and recommended action to strengthen them;
- (m) assuring that district nominations and elections comply with the constitutional documents and RI's established policies;
- (n) inquiring regularly about the activities of Rotarian organizations in the district;
- (o) transferring district files to the governor-elect; and
- (p) performing any other duties as are inherent of an RI officer.

**4.3. District Governor-elect (DGE).** The District Governor-elect shall serve as the First Vice President of the Corporation and of the District. The District Governor-elect shall serve in the manner set forth in the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution, bylaws, and policies of RI.

**4.4. District Governor-nominee (DGN).** The District Governor-nominee shall serve in the manner set forth in the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution, bylaws, and policies of RI.

**4.4.1. Qualifications of a Governor-nominee.** Unless excused by the RI board, the person selected as a governor-nominee shall at the time of selection:

- (a) be a member in good standing of a functioning club in the district;
- (b) have served as club president for a full term or as charter president for at least six months;
- (c) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 4.2.2. of these bylaws and section 16.030. of the RI bylaws;
- (d) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the RI bylaws; and
- (e) submit a statement to RI that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

**4.5. District Governor-nominee-designate (DGND).** The District Governor-nominee-designate shall be appointed in the manner set forth in the constitution, bylaws, and policies of RI, and these bylaws not in conflict with the constitution, bylaws, and policies of RI. Once selected the District Governor-nominee shall be a non-voting member of the Board of Directors and attend all board meetings.

**4.6. Vice Governor.** The District Governor-elect shall select a past governor who is a member of a Rotary club in District 6960 and residing in District 6960 to serve as Vice Governor during the District Governor-elect's term as District Governor. In the event the Governor becomes temporarily unable to perform the duties of Governor, dies while in office, or is removed from office, the Vice Governor shall assume the office of Governor for the remainder of the current Rotary year or until such time that the Governor can resume the duties of the office.

**4.7. Area Governors.** Area Governors shall be appointed by the District Governor-nominee by June 30 of the Governor-nominee's term in office, to serve during the Governor-nominee's term as District Governor, or as otherwise specified by the District Governor and as provided in the constitution, bylaws, and policies of RI, and these bylaws. Area Governors may serve up to three consecutive one-year terms at the discretion of each Governor and may not serve again without a two-year gap between terms. Area Governors are to inspire, counsel and assist the clubs in their area and work as a conduit for communication between the club presidents and district leadership. Each Area Governor will be assigned a group of clubs that may change from time to time as defined by district leadership.

**4.8. District Treasurer.** The District Treasurer shall be a member of a Rotary Club in District 6960 and a resident of District 6960. The Treasurer shall be appointed by the District Governor-elect by March 1 of the Governor-elect's term in office to serve during the Governor-elect's term as District Governor. On July 1 of the new Rotary year, all books and records shall be given to the new Treasurer (assuming there is a change of Treasurer). The Treasurer shall be responsible for all District funds, finances and tax filings. The District Treasurer shall attend the Annual Meeting of the Corporation (District Annual Meeting), Board of Directors meetings, the district training assembly, district conference and all other district business meetings as needed. The Treasurer's duties shall include:

- 4.8.1. Financial Accounts.** The District shall maintain separate operating accounts as follows:
- (a) a regular checking account for District operations in the name of "Rotary District 6960." Checks written on this account shall require two signatures.
  - (b) a reserve or interest-bearing account for funds over and above those for regular District operations and for reserve funds. The interest-bearing account will be separate from the regular operations account, and linked to the regular operations account to allow the transfer of funds between the two accounts to maximize interest earned on district funds.
  - (c) District Grant account identified as "Rotary District 6960 – District Grants." This account will receive funds directly from The Rotary Foundation (TRF). These funds are solely for the use of District Grants in the District. District Grants funds shall not be utilized for District operating expenses or to subsidize the District budget. Checks shall require two signatures to fund a District Grant or, in the case of funds not used, to return the funds to The Rotary Foundation.
  - (d) any other Board designated accounts as needed from time to time.

The District is the only entity that shall operate bank accounts for Rotary International District 6960. The Finance Committee shall determine the financial institution or institutions where the District accounts will be maintained to ensure all such deposits are fully insured by the Federal Deposit Insurance Corporation (FDIC).

**4.8.2. District Dues.** District dues will be paid by each club semi-annually coinciding with the payment of Rotary International Dues. RI Dues are based on the number of active Rotarians on July 1 (first semi-annual payment) and on January 1 (second semi-annual payment) as calculated on the Semi-Annual Report (SAR). District per capita dues shall be determined during the development of the District operating budget and shall be set according to the total of all line items in the approved district budget divided by the number of active Rotarians on January 1 of the prior Rotary year.

The District Treasurer will provide instructions to the clubs for the proper filing and payment of both Rotary International and District dues and will conduct a seminar at the district training assembly, or equivalent training, for incoming club secretaries and treasurers on the RI and District financial and reporting responsibilities of each club.

Semi-annual district dues payments are due on July 1 and January 1 of each year. All District dues payments shall be sent to the District Treasurer. Each club shall pay dues for a minimum of 10 active members. Nonpayment of Rotary club dues to the District will be treated in the same manner as nonpayment of Rotary club dues to Rotary International; a club may be suspended and lose its charter for nonpayment of District dues.

**4.8.3. Financial Reports.** The Treasurer will provide monthly financial reports to the Finance Committee including:



- (a) Income Statements for the current month and year-to-date for the operating account including budget versus actual income and expenses;
- (b) a Consolidated Balance Sheet for the operating and interest-bearing accounts;
- (c) transactions for the interest-bearing account;
- (d) Balance Sheet of the District Grants Account;
- (e) Income Statements for the current month and year-to-date for the District Grants Account, and
- (f) the above for any additional accounts that may be established.

The Treasurer shall reconcile all bank accounts on a monthly basis and make the reconciliation reports available at all Finance Committee meetings or whenever requested for review by the Finance Committee.

For security/transparency reasons, bank statements will be sent to the District Governor and reviewed by the District Governor before being transferred to the District Treasurer.

**4.8.4. Federal Income Tax Return.** Rotary District 6960 is a 501(c)4 organization, a Federally Exempt Tax Organization, and is required to file a federal tax return. The Treasurer will provide financial reports to a CPA (approved by the Finance Committee) to file the annual tax return.

**4.8.5. Annual Statement and Report of District Finances.** The Treasurer will assist the CPA in developing the Immediate Past District Governor's Annual Statement and Report of the District Finances. The annual statement shall include, but not be limited to, all:

- (a) sources of the district's funds (RI, TRF, district, and club);
- (b) funds received by or on behalf of the district from fundraising activities;
- (c) grants received from TRF or TRF funds designated for use by the district;
- (d) financial transactions of district committees;
- (e) financial transactions of the governor by or on behalf of the district;
- (f) expenditures of district funds; and
- (g) funds received by the governor from RI.

**4.9. District Secretary.** The District Secretary shall be a member of a Rotary Club in District 6960 and a resident of District 6960. The District Secretary shall be appointed by the District Governor-elect by March 1 of the Governor-elect's term. On July 1 of the new Rotary year, all books and records shall be given to the new District Secretary (assuming there is a change of Secretary). The District Secretary shall be responsible for all district property and administrative records. The District Secretary's duties shall be to:

- (a) maintain the District's liability insurance policy, including a record of coverage and claims;
- (b) attend and record the minutes of the Annual Meeting of the Corporation (District Annual Meeting), Board of Directors meetings, the district training assembly, district conference, district finance committee, district nominating committee, and all other district business meetings as needed;
- (c) maintain records of actions taken by said committees and business meetings; and
- (d) email copies of the committee minutes to each committee member within ten (10) days after the meeting.

**4.10. District Learning Facilitator.** The District Learning Facilitator shall, in conjunction with the District Governor-elect and District Committee Chairs, assist in the planning, programming, and determination of the logistical details of the district training assembly, PETS training, SHARE committee training, and others as deemed appropriate by the Governor and Governor-elect.

**4.11. Additional Officers.** Additional Officers of the District may be appointed as provided by the constitution, bylaws, and policies of RI, and these bylaws to the extent not in conflict with the constitution,

bylaws, and policies of RI.

## ARTICLE V COMMITTEES

**5.1. Appointment of District Committees.** The District Governor-elect shall appoint District Committees as needed to operate and fulfill the needs of the District and as prescribed by the constitution, bylaws, and policies of RI. Additional committees not enumerated in these bylaws may be created by the District Governor or District Governor-elect on an as-needed basis.

**5.2. District Finance Committee.** The District shall maintain a District Finance Committee to review and approve the financial operations of the district.

**5.2.1. Finance Committee Composition.** The Finance Committee shall consist of the same individuals as the District Board of Directors per Article III, Section 3.2 of these Bylaws, each with one vote per person. The Finance Committee Chair shall be selected by the Board from the current 1<sup>st</sup> or 2<sup>nd</sup> year at-large directors, and voted on at the 4<sup>th</sup> quarter meeting of the Finance Committee prior to July 1.

**5.2.2. District Operating Budget Process.** A proposed zero-based District operating budget shall be prepared annually using line-item budgeting. The aggregate amount of all budget line items shall total the proposed district expenses for the Rotary fiscal year for which the budget is prepared. The per capita levy (dues) shall be the total of all line items in the proposed budget divided by the number of Rotarians in the District as of January 1. With prior Board approval, the District Governor may transfer funds from one line item to another and/or expend funds in excess of the approved annual budget.

**5.2.3. District Operating Budget Approval.** Voting on the approval of the district operating budget shall follow the procedures outlined in this Article and in section 2.2.2. above. The District Treasurer, in conjunction with the District Governor-elect, shall present the proposed District operating budget for the next Rotary year to the Finance Committee for their review sixty (60) days prior to the Annual Meeting (which may be held at the district training assembly, district conference or at some other date, as determined by the Board of Directors per section 2.2 of these bylaws). Upon approval by the Finance Committee, the budget shall be provided to all District clubs no less than thirty (30) days prior to the Annual Meeting, and/or no less than 30 days prior to the start of an electronic voting period. The District Treasurer shall present the proposed budget and answer any questions at the Annual Meeting. A majority approval by club electors at an Annual Meeting held at the district conference or some other district business meeting, or three-fourths (3/4) approval of the club presidents-elect at an Annual Meeting held at the district training assembly, including any representatives designated under article 11, section 5(c) of the RI standard club constitution, is required to approve the budget. The budget approval vote may be compiled by electronic form, with votes cast within 30 days prior to the Annual Meeting, with a tool consistent with validating votes.

**5.2.4. District Dues.** Proposed District Dues for the coming year shall be part of the proposed District operating budget and approved by the Finance Committee prior to submission of the proposed budget to the clubs.

**5.2.5. District Checking Account Signatories.** The District Finance Committee shall identify signatories authorized to sign checks on the District checking account on or close to the beginning of the Rotary Year. Signatories shall include the District Governor, District Governor-elect, District

Governor-nominee and District Treasurer. No signatory may sign for their own reimbursements, and all checks require two signatures of authorized signors.

**5.2.6. Reserve Account.** The District Treasurer shall maintain a separate interest-bearing account for reserve funds that is at least 50% but no more than 75% of the running five-year average of district dues received. The Treasurer may, at his or her discretion, transfer excess general operating funds from the checking account to the interest-bearing account on an interim basis as needed. All such transfers shall be reported in monthly District Financial Reports.

The Reserve Account is to assist the District in meeting its normal operating requirements if a catastrophic event should occur that would hamper the District in receiving its normal operating funding through club dues. Use of the Reserve Account must be approved by the Finance Committee. If an event occurs that requires the District to use some or all of the Reserve Account, the District will begin to reestablish the account in a timely process, recognizing it may take multiple years to completely rebuild this account.

**5.2.7. Finance Committee Meetings.** The Finance Committee shall meet quarterly, but no later than December 30 in order to review the financial condition of the District and again at least 60 days prior to the Annual Meeting to review and recommend the upcoming Rotary Year budget. Additional Finance Committee meetings shall be held on an as needed basis to evaluate the District's financial position. The date and place of all Finance Committee meetings will be determined by the Chair. The Chair shall set the agenda for each Finance Committee meeting and provide all members an agenda and other correspondence at least fifteen (15) days prior to the meeting.

**5.2.8. Annual District Financial Statement and Report.** The Immediate Past District Governor shall provide an independently reviewed Annual Statement and Report of the District Finances to District clubs by September 30 of each year. The Annual Statement must be reviewed by a CPA, selected by the Finance Committee, and include an opinion from the CPA that the financial report and financial statements fairly and accurately represent the financial condition of the District based upon generally accepted accounting principles.

**5.2.9. Emergency and/or Extraordinary Expenses.** All expenditures deemed "Emergency" and/or "Extraordinary" not in the previously approved District operating budget must be approved by the Finance Committee.

**5.3. District Nominating Committee.** The District shall maintain a District Nominating Committee to select a Governor-nominee between 24 and 36 months before his or her proposed term as District Governor.

**5.3.1. Nominating Committee Composition.** The Nominating Committee shall be composed of the following:

- (a) The Chair of the Committee, who shall serve a three-year term and shall be selected by the Governor-Elect. The Chair must be a Past District Governor and shall have no vote unless to break a tie.
- (b) the District Governor, District Governor-elect, and District Governor-nominee, all of whom shall be nonvoting members of the committee, and
- (c) a total of nine (9) club past presidents, consisting of three voting members serving staggered three-year terms from three area groups. The District Governor-nominee-designate shall select one past president from each of the three designated area groups whose representatives will be

vacated in the following Rotary year. The selection of the representatives shall rotate among the areas within each group. The Nominating Committee shall determine the allocation of the district areas into the three groups and the rotation of the groups.

- (d) No member may serve two consecutive three-year terms. Vacated positions may be reappointed by the District Governor with the appointee serving the remainder of the vacated term.

5.3.2. **Nomination Process.** The nomination process shall proceed as follows:

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

5.3.2.2. **Nomination by Committee of Best Qualified Rotarian.** The Nominating Committee shall review the qualifications and interview each proposed candidate prior to voting. No proxy voting is permitted; however, members of the Committee may attend Committee meetings via teleconference or video conference. The committee shall nominate the best qualified Rotarian who is available to serve as governor and not be limited to those names submitted by clubs in the district.

5.3.2.3. **Notification of Nomination.** The chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. Within three days of the receipt of the notice, the governor shall notify the clubs in writing of the name and club of the nominee.

5.3.2.4. **Committee Inability to Select Nominee.** If the nominating committee cannot agree upon a candidate, the governor-nominee shall be elected in a club ballot as provided in section 12.050. or at the district conference in accordance with section 15.050. of the RI bylaws. In either case, only those candidates suggested to the nominating committee may participate.

5.3.2.5. **Challenging Candidates.** Any club in the district in existence for at least one year as of the beginning of that Rotary year may also propose a challenging candidate for governor-nominee, but only if it previously suggested the candidate to the nominating committee. A club in existence for less than one year as of the beginning of that Rotary year may propose a challenging candidate if the candidate is a member of that club and was already suggested to the nominating committee. The name of the challenging candidate shall be submitted by a resolution of the club adopted at a regular meeting and filed with the governor by the date set by the governor, which shall be within 14 days of notification of the selection for governor-nominee.

5.3.2.6. **Concurrence to Challenges.** The governor shall inform all clubs through a form prescribed by RI of any challenging candidate and ask whether any club concurs with the challenge. In order to concur, a club must adopt a resolution at a regular meeting and file it with the governor by the date set by the governor. A valid challenge requires concurrences by either:

- (a) 10 other clubs, or
- (b) 20 percent of the total number of clubs which have been in existence for at least one year

as of the beginning of that year in that district, whichever is higher. A club shall concur with only one challenging candidate.

**5.3.2.7. Challenging Nominations.** Within seven days after the deadline, the governor shall notify clubs that there is a valid challenging candidate. The notice shall include the name and qualifications of each challenging candidate, the names of the challenging and concurring clubs, and state that the candidates will be voted on in a club ballot or at the district conference, if the challenge remains valid for 30 days after the notice by the governor.

**5.3.2.8. Lack of Valid Challenging Candidate.** If there is no valid challenging candidate, the governor shall declare the committee's candidate as the governor-nominee. The governor shall notify all clubs in the district of the nominee within 15 days.

**5.3.3. Certification and Election of Governor-nominee.** The governor shall certify the name of the governor-nominee to the RI general secretary within 10 days of declaring the nominee. The nominee will be elected at the RI convention in the year before the nominee will attend the international assembly, if such an election is needed under the provisions of section 6.010. of the RI bylaws.

**5.4. Council of Past Governors.** The District shall maintain a Council of Past Governors, consisting of all Past Governors who are members of District clubs. The Council of Past Governors shall serve as an advisory group to the Governor and Governor-elect. The Chair of the Council of Past Governors shall be the Vice Governor. The Council shall meet at least once in each Rotary year and on call from the Chair or from three Past Governors.

**5.5. District Conference Committee.** The Governor shall appoint a District Conference Committee to plan, promote and implement a District Conference during his or her year as governor. The conference should promote Rotary fellowship, recognize Rotary service, address proposed resolutions and amendments to be submitted to the Councils, and conduct official Rotary business as necessary.

**5.6. Membership Development and Extension Committee.** The committee will identify, market and implement membership development strategies within the District. In order to accomplish this, the Committee Chair will serve as the liaison with the District Governor, the Regional RI Membership Coordinator, and/or the RI Membership Zone Coordinator (or their successor positions), and the clubs in the District with respect to membership issues. Consideration for Chair should be given to Past District Governors or the District Governor-nominee. Consideration for committee membership should be given to Rotarians who have served as club membership chairs.

**5.7. Public Image Committee.** The Committee shall assist clubs and Rotarians with effective public image strategies to help communities understand what Rotary does and how we're making a difference. The Committee shall promote Rotary to the public and foster understanding, appreciation, and support for our programs.

**5.8. Rotary Foundation Committee.** The District Rotary Foundation Committee shall assist the District Governor in the promotion of the goals and objectives of The Rotary Foundation (TRF), and serve as a liaison between The Rotary Foundation and those clubs and individuals who are supporting the activities of The Rotary Foundation. The Rotary Foundation Committee Chair (DRFC) shall be appointed to a three-year term and should be personally active in Foundation Giving. A new Chair is appointed by the District Governor-elect serving in the third year of a DRFC's term for the upcoming Rotary year. Subcommittees of the District Foundation Committee may consist of the following:

- a) Major Gifts, which shall promote the donation of Major Gifts to The Rotary Foundation;
- b) Paul Harris Society, which shall promote membership in the Paul Harris Society;
- c) Global Grants, which shall assist clubs in the development and management of Global Grants;
- d) District Grants, which shall assist clubs in the development and management of District Grants;
- e) Polio Plus, which shall promote the donation of gifts to TRF's Polio Plus Program;
- f) Annual Giving, which shall promote donations to TRF's Annual Fund;
- g) District Legacy Gifts, which shall promote bequests and legacy gifts to TRF;
- h) District Endowment, which shall promote gifts to TRF's Endowment;
- i) SHARE Committee, which shall develop and manage the district's policies and procedures for the management of District Designated Funds; and
- j) Other TRF subcommittees on an as-needed basis.

5.8.1. **SHARE Committee.** The District 6960 SHARE Committee's role is to establish and manage the district's policies and procedures utilized in managing District and Global Grants. Particularly in regards to District Grants, success is dependent on a thorough level of understanding by participating Rotarians and Clubs on how to effectively plan, budget, implement and conclude District Grants utilizing Rotary Foundation District Designated Funds (DDF). The SHARE committee shall set club requirements for qualification for District Designated Funds for Global Grants. The District Rotary Foundation Chair shall chair the SHARE committee meetings.

5.8.1.1. **SHARE Committee Voting Members.** The voting members of the SHARE Committee shall consist of the:

- a) District Governor (DG);
- b) District Governor-elect (DGE);
- c) District Governor-nominee (DGN);
- d) District Rotary Foundation Chair;
- e) District Global Grants Chair;
- f) District Grants Chair; and
- g) nine Club Representatives, serving three-year staggered terms.

5.8.1.2. **SHARE Committee Nonvoting Members.** Nonvoting members of the SHARE Committee shall be the Immediate Past District Governor (IPDG) and the District Governor-nominee-designate (DGND).

5.8.1.3. **Club Representative Selection Criteria.** The goal of the selection process is to ensure broad representation of members across the District. Each year, a club representative shall be designated from each of three area groups, with the selection of the representatives rotating among the areas within each group. The SHARE Committee shall determine the allocation of the district areas into the three groups and the rotation of the groups.

The designated representative from each area shall be from the club with the highest averaged per-capita Annual Programs Fund giving for the three years preceding the selection period. Calculation of the most recent past year's per-capita shall be based on donations reported as of July 15th to TRF to ensure speedy selection to start the new Rotary Year.

5.8.1.4. **Quorum/Majority.** A meeting of eight voting members of the SHARE Committee shall constitute a voting quorum, with only one vote per person in attendance. No proxy voting is allowed.

5.8.1.5. **Vacancy.** A vacancy in a Club Representative position shall be filled for the remaining portion of the original three-year term by the club the former Club Representative was from. If a Club chooses, for any reason, not to appoint a member, it may be passed to the next highest per-capita giving club in that Area for that same selection/giving period.

5.8.1.6. **Responsibilities of SHARE Committee Representatives.** Club Representatives should understand this is a three-year opportunity to serve and that they shall be asked to:

- a) Be an ambassador to support the District with The Rotary Foundation.
- b) Commit to educate themselves on The Rotary Foundation Grant programs and procedures by doing the following courses within the Rotary Learning Center: Rotary Foundation Basics, District Rotary Foundation Committee Intermediate, Online Grant Management Seminar.
- c) Be the voice of the general membership of Rotary as they execute the procedures.
- d) Help educate others within the District about this process.
- e) Be prepared to do club presentations when needed.
- f) Attend all SHARE committee meetings.
- g) Attend all District Foundation Seminars and Foundation Education meetings.

5.9. **Bylaws, Rules and Procedures Committee.** The Committee shall advise and counsel the District Governor, District officers, and club presidents on matters of parliamentary procedure, amendments to the District bylaws, the development and maintenance of a District Procedures Manual, and review and administer proposed changes to the Rotary International Manual of Procedure as amended by the Council on Legislation. The Chair shall be the District Council on Legislation Representative.

5.10. **Disaster Committee.** The Committee shall develop and maintain a district disaster preparedness, relief, and relief finances plan as needed to keep current relevant information required for a disaster involving a large portion of the District's clubs and geographic area.

## ARTICLE VI DISTRICT MEETINGS

6.1. **District Annual Meeting.** The District Annual Meeting shall be the Annual Meeting of the Corporation, as noted in section 2.2. of these bylaws, and shall be held annually in the latter half of the Rotary year, preferably in March, April or May, for the purpose of conducting district business. The business of the Annual Meeting shall include but not be limited to operational and financial reporting by the district leadership to the members of the district, approval of the next Rotary year per-capita dues and district operating budget, any proposed resolutions and any proposed amendments to these bylaws. Other business that may be considered at the Annual Meeting is the election of a member and alternate member of the nominating committee for RI Director biannually, the composition and terms of reference of the nominating committee for governor, and/or the election of the district's council on legislation representative and alternate representative in the year immediately after the last council on legislation. Preferably, the District Annual Meeting is held at the district training assembly, but may also be held at the district conference or at some other date established by the Board of Directors. Voting shall be conducted in the manner outlined in section 2.2.2. of these bylaws.

6.2. **Presidents-elect Training Seminar (PETS).** A district (or multidistrict) PETS shall be held annually, preferably in February or March, to orient and train presidents-elect in the district as determined by the board. The District Governor-elect shall plan, conduct, direct, and supervise the PETS.

6.3. **District Training Assembly.** A district training assembly shall be held annually in March, April, or

May, to develop club leaders (specifically incoming club presidents, club secretaries, club treasurers and club membership, PR and TRF Committee Chairs). The District Governor-elect shall plan, conduct, direct, and supervise the district training assembly, and may offer this training electronically. In special circumstances, the board may authorize a district training assembly at a date other than those specified here.

**6.4. District Conference.** A district conference shall be held annually according to the RI Bylaws, Article 15, section 15.040. The conference dates shall not conflict with the district training assembly, the international assembly, or the international convention. The conference should promote Rotary fellowship, recognize Rotary service, address proposed resolutions and amendments to be submitted to the Councils, and conduct official Rotary business as necessary in accordance with the RI constitution and bylaws and the spirit and principles of Rotary.

**6.4.1. Time.** A district conference shall be held annually at a time agreed upon by the governor and the presidents of a majority of the clubs. The District Governor-nominee may begin planning the conference when selected and certified to the general secretary. The conference dates shall not conflict with the district training assembly, the international assembly, or the international convention. The RI board may authorize two or more districts to hold their conferences together.

**6.4.2. Site Selection.** The District Governor-nominee and a majority of the current club presidents must agree on the site for the conference. Alternatively, the board may approve that the governor-nominee and a majority of those who will serve as club presidents during the same year may select the site of the conference. If a club has not selected its future president, its current president shall vote on the site.

**6.4.3. Conference Secretary.** After consulting the president of the host club, the District Governor shall appoint a conference secretary, who shall cooperate with the governor in planning the conference and recording its proceedings.

**6.4.4. Conference Report.** Within 30 days after the conference, the District Governor or acting conference chair, along with the secretary, shall prepare a report of the conference proceedings and send it to the RI general secretary and each club secretary in the district.

**6.5. District Legislation Meeting.** A district legislation meeting may be held at the district training assembly, district conference, or some other date established by the Board of Directors.

**6.5.1. District Legislation Meeting Actions.** A district legislation meeting may adopt recommendations on matters important to the district, in accordance with the RI constitution and bylaws and the spirit and principles of Rotary. Each legislation meeting shall consider and act on all matters submitted.

**6.5.2. Required Notice for the District Legislation Meeting.** All clubs shall receive 21 days' prior notice of the time and place set for any district legislation meeting. If a majority of the clubs request a district legislation meeting, specifying the items to be discussed, the District Governor shall convene the meeting within eight weeks of the request.

**6.5.3. District Legislation Report.** Within 30 days after the legislation meeting, the District Governor or acting chair, along with the secretary, shall prepare a report of the meeting proceedings and send it to the RI general secretary and each club secretary in the district.



**6.6. Voting at the District Annual Meeting, Training Assembly, District Conference and District Legislation Meetings.** The following shall be the process for voting at an annual meeting, training assembly, district conference and district legislation meeting, except as may be otherwise required by the constitution, bylaws, and policies of RI. Individuals with voting rights are all Active Rotarians who are members in good standing in a Rotary club within District 6960, except where electors are required as outlined in section 6.6.1 below.

**6.6.1. Electors.** For voting at the district annual meeting, training assembly, district conference or any district legislation meeting, electors representing each 25 members of a club or major fraction thereof shall be required for any vote on the:

- (a) election of a member and alternate of the nominating committee for RI Director;
- (b) composition and terms of reference of the nominating committee for District Governor;
- (c) election of the representative and alternate to the Council on Legislation and Council on Resolutions; and
- (d) amount of the per capita levy.

Each club shall select and certify at least one elector to the district annual meeting, training assembly, conference or legislation meeting. A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Membership is determined by the number of members in the latest RI club invoice before the vote, except that a suspended club has no vote. Each elector shall be a member of the club. Electors must be present at the annual meeting, assembly, conference or legislation meeting in order to vote, and clubs shall have paid the required district levy for the Rotary year in which the voting is taking place and not be indebted to the district to participate in voting. The financial status of the club is determined by the District Governor.

Regarding item (d), the amount of the per capita levy may also be set at the training assembly or the PETS by three-fourths (3/4) of the incoming club presidents, including any representatives designated under article 11, section 5(c) of the standard club constitution.

**6.6.2. Voting Procedures.** Every club member in good standing present at an annual meeting, assembly, conference or legislation meeting is entitled to vote on all matters, except for those items identified in section 6.6.1 which require electors allocated according to club membership. Any club member in good standing present may demand a poll on any matter presented to the meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on matters (a), (b), and (c) in section 6.6.1, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

The District Governor shall determine the voting method to be used at least 90 days prior to the scheduled vote. Voting may be done electronically through a certified voting system contingent on:

- (a) the items to be voted on being provided to the clubs at least 30 days prior to the start of the voting period; and
- (b) during the 30-day period prior to the commencement of electronic voting, an in-person and/or online meeting to which all District Rotarians are invited shall be held to ensure the opportunity for discussion and debate of the proposed item.

6.6.3. **Proxies.** If the governor approves, a club may designate a proxy for an absent elector, who may be a member of any club in the district. The proxy designation must be certified by the club president and secretary. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

6.6.4. **District Club Ballot.** Any decision or election authorized at an annual meeting, conference, training assembly or legislation meeting may be the subject of a club ballot. A club ballot shall follow the procedures in section 12.050. of the RI Manual of Procedure as nearly as possible.

## ARTICLE VII INDEMNIFICATION

7.1. **Qualifications for Indemnification.** Except as may be insured against through a liability policy maintained by the District or the member or members involved in the matter, to the full extent permitted by the Statute, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threat, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation for such person's related expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall only be available to the extent a person described herein acting in good faith in a manner the person reasonably believed to be in or not opposed to the best interest of the District, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that person's conduct was unlawful. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, administrators, successors and assigns of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of these Bylaws. The District will directly pay or reimburse premiums payable to cover the directors and officers of the District in addition to and as a supplement for any coverage provided by RI under its general liability insurance. The status, terms and conditions of liability coverage provided to the District may be requested from the District Secretary. In the event a club is planning an activity which may require additional coverage, the club must consult with RI and the District's current insurance provider at least sixty (60) days prior to the activity to determine whether the activity is included or excluded under the District coverage.

7.2. **Blanket Liability Insurance.** The District will make provision for Director and Officer Insurance to the extent not available through RI. The District Secretary shall have on file and will make available upon request, information regarding coverage and claims.

## ARTICLE VIII MISCELLANEOUS

8.1. **Compliance Policy and Conflict of Interest Policy.** The Board of Directors shall create and approve a Compliance Policy and a Conflict-of-Interest Policy to ensure the District and the Corporation comply with all Federal and State of Florida laws and regulations required of nonprofit corporations.

8.2. **Conformity with RI Articles of Incorporation and Bylaws.** These bylaws are intended to supplement the Articles of Incorporation and Bylaws of RI. If any provisions in these bylaws conflict with constitution, bylaws or policies of RI, as amended, then the terms of the constitution, bylaws or policies of RI shall prevail unless a different result is required by Florida or federal law, in which case the provision required by law shall prevail. Following each meeting of the RI Council on Legislation these bylaws shall be reviewed and revised as needed.

8.3. **The Articles and Bylaws Supersede Prior Bylaws and Legislation.** The Articles of Incorporation of Rotary International District 6960, Inc. filed on the 20th day of July, 2016, and these revised bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire governing rules and regulations of the administration of the District and shall therefore replace any and all governing rules and regulations previously enacted.

8.4. **Fiscal Year.** The fiscal year of the Corporation shall be from July 1st through June 30th.

8.5. **Principal Office.** The business office address of the District shall be a Post Office box established by the District Secretary, subject to the approval of the District Governor.

## ARTICLE IX AMENDMENTS

9.1. **Amendment Process.** These Bylaws may be amended as follows:

9.1.1. **At the Annual Meeting, District Training Assembly, a District Legislation Meeting, or Ballot-By-Mail.** These bylaws may be amended upon the approval of two-thirds of the clubs of the District at the Annual Meeting of the Corporation during the district training assembly, the district conference, a district legislation meeting called by a majority of the clubs, the District Governor, or three (3) directors, or in a ballot-by-mail, provided no amendment shall be considered unless it has been submitted in writing to the District Governor at least sixty (60) days before the Annual Meeting, district training assembly, or district legislation meeting, and provided further the District Governor, District Secretary or the proposing club(s) shall give written notice to all clubs by personal delivery, mail or email of such proposed amendment at least thirty (30) days before the Annual Meeting, district training assembly, district legislation meeting, or the deadline for a ballot-by-mail to be postmarked. The District Governor shall determine the method of voting and voting shall be conducted according to the section 2.2.2. of these bylaws.

9.1.2. **Eligible Proposer.** Any active club in the District, the District Governor, the District Governor-elect, or the Board may propose an amendment to these Bylaws. When a club proposes an amendment, the matter must have been submitted by the club's board of directors to its membership for adoption. It then will be forwarded to the District Secretary with a letter signed by the club's president and secretary certifying it has been adopted by the club.

9.1.3. **Proposed Amendments.** Proposed amendments published in accordance with the above may be amended by approval of two-thirds of those present and voting. Voting must be in person at the meeting by a qualified delegate who is authorized by their club to do so.

9.1.4. **Effective Date.** Amendments to the Bylaws shall be effective on July 1<sup>st</sup> following the Annual Meeting at the district training assembly, district conference or district legislation meeting at which

they were adopted, unless otherwise specifically stated in such amendment.

9.1.5. **Amendment Limitation.** Unless Florida or federal law requires it to do so, the District may not adopt any amendment to these bylaws that conflicts with the constitution, bylaws, and policies of RI.