

Rotary International District 7305 BYLAWS



Created as a result of the October 30, 2018 Rotary International directive that Rotary Districts 7300 and 7330 merge to become new Rotary District 7305 effective July 1, 2019

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Article I NAME, OBJECTIVE, MEMBERSHIP, SUBORDINATION TO OTHER GOVERNANCE DOCUMENTS

Section 1.01 The name of this organization shall be District 7305 of Rotary International (RI).

Section 1.02 The object of the organization shall be to provide structure and procedures for the clubs assigned to this District by Rotary International, through which the District Conference, other projects and activities of the District, and support of the programs of The Rotary Foundation may be conducted.

Section 1.03 The membership of the District shall consist of the Rotary Clubs assigned thereto by Rotary International.

Section 1.04 These Bylaws shall in no way conflict with the Constitution and Bylaws of Rotary International, the Rotary International Manual of Procedure, the standard Club Constitution and Bylaws, and the Rotary International Code of Policies and direction of the Board of Directors of Rotary International. These Bylaws are subordinate to the aforementioned documents.

Article II DISTRICT GOVERNOR and VICE GOVERNOR

Section 2.01 A. The District Governor is the chief executive officer of the District and shall have the duties and responsibilities set forth in the Bylaws of Rotary International, including Article 16, Section 16.030 and the Rotary Code of Policies Section 19.010. He or she is nominated and elected as prescribed in the Bylaws of Rotary International, including Article 12 and the Rotary Code of Policies Section 19.030. The qualifications of a District Governor Nominee and a District Governor are specified in Sections 16.010 and 16.020 of the Bylaws of Rotary International and the Rotary Code of Policies Section 19.020. The District Governor is a member of every committee of District 7305. All committee Chairmen shall notify him or her of all committee meetings.

B. The District Governor shall be selected annually in such manner as set forth by Rotary International and Articles III and V of these Bylaws.

Section 2.02 A. The role of the Vice Governor is to replace the District Governor in case of temporary or permanent inability to serve. The District Governor Elect will propose one or more past District Governors for the position of Vice-Governor to the Council of Governors and the Council of Governors shall approve one such candidate for Vice-Governor before the Annual District Conference to serve for the ensuing Rotary year as Vice-Governor subject to that name needing to be presented to the Chair of the currently existing Nominating Committee and being then submitted to the Nominating Committee for the purpose of the Nominating Committee selecting the Vice-Governor (see Article V of these Bylaws); upon selection the name will hopefully be able to be announced at the District Conference. The District Governor Elect and Council of Governors may wish – in the interest of time and convenience for all - to also propose and approve an alternative designee for Vice-Governor (in the event the original proposed and approved Vice-Governor candidate is not selected by the Nominating Committee or to replace the first Vice-Governor that is selected by the Nominating Committee in case of temporary or permanent inability to serve if such alternate Vice-Governor is approved by the Nominating Committee). The Vice-Governor must be a member (other than Honorary) in good standing of a Rotary Club in District 7305 at all pertinent times.

B. The purpose of permitting, but not mandating, selection of any alternate Vice-Governor is not intended to be in contravention of the Rotary International Bylaw 16.060 that provides for the selection of one available past governor to be named Vice-Governor.

Section 2.03 Any question or issue that arises about whether the District Governor or Vice-Governor is truly unable to serve will be resolved by a majority vote of the Council of Governors.

Article III DISTRICT GOVERNOR ELECT, DISTRICT GOVERNOR NOMINEE, AND DISTRICT GOVERNOR NOMINEE DESIGNATE

Section 3.01 The District's selection for District Governor shall be called the "District Governor Elect" for the period within one year before taking office as District Governor, the "District Governor Nominee" for the period from one to two years before taking office as District Governor, and the "District Governor Nominee Designate" for the period from selection until two years before taking office as District Governor.

Section 3.02 The District Governor Nominee Designate is nominated and elected as prescribed in the Bylaws of Rotary International for District Governor Nominee, including Article 14, and following the procedures set forth in these Articles (being the Bylaws of Rotary District 7305) in Article V.

Section 3.03 The District Governor Elect, District Governor Nominee, and District Governor Nominee Designate are ex-officio members of every committee of District 7305. All committee Chairs shall notify them of all committee meetings.

Section 3.04 In the event a vacancy in the office of District Governor Elect, District Governor Nominee, and/or District Governor Nominee Designate occurs, the vacancy shall be filled in accordance with the Bylaws of Rotary International, including Article 6, Section 6.120 and Article 14, as appropriate.

Article IV DISTRICT OFFICERS

Section 4.01 The officers of the District shall consist of sixteen or more Assistant Governors, a Treasurer, a Secretary, a Parliamentarian, a Youth Protection Officer, and such associates as the District Governor may appoint.

Section 4.02 All District officers, according to the Manual of Procedure, shall be appointed by the District Governor for his or her year. They shall take office on the first day of July coinciding with the term of the District Governor appointing them, and shall serve for the duration of his or her term or until a successor shall have been appointed.

Section 4.03 Absent necessitous and compelling circumstances (as to be determined by the District Governor appointing them), an officer should not serve in a particular office for more than three (3) years consecutively. The purpose of this provision is to encourage different Rotarians being chosen to serve but it is also appreciated that at some times, some particular positions are best discharged by having people with past experience serve in such positions such that each District Governor can best be in the position to determine how to balance the desire to get different Rotarians regularly involved while – in certain limited instances - still retain, as needed, past knowledgeable and experienced Rotarians as Officers for more than three consecutive years.

Section 4.04 REQUIREMENTS AND DUTIES OF OFFICERS

A. ASSISTANT GOVERNOR(S)

(1) Assistant Governors shall serve as the District Governor's direct contact with the clubs of a geographic area specified by the District Governor and shall be responsible for assisting the District Governor in the execution of tasks and duties such as the following:

(a) To meet with the President, Secretary, and other members of each assigned club's Board of Directors at least one week prior to the District Governor's Official Visit to review the club's "Plans And Objectives" with them, to discuss club strengths and weaknesses, to obtain information or data sought by the District Governor, and to otherwise prepare for the Official Visit; if the District Governor cannot make an Official Visit each year due to the size of the District or other compelling reason, then the District Governor may arrange for the pertinent Assistant Governor or other representative to undertake the Official Visit on behalf of the District Governor;

(b) To attend the District Governor's Official Visit for each of the assigned clubs; attend at least one regularly scheduled meeting of each of the assigned clubs each quarter,

(c) To attend at least one regularly scheduled meeting of each of the assigned clubs each quarter,

(d) To contact the President of each of the assigned clubs at least monthly,

(e) To serve as a resource for each assigned club to provide them with information and advice and to put them in touch with District committees or other resources to assist each club in achieving their plans and objectives,

(f). To serve as a liaison between each assigned club and the District Governor, other District Officers, and District Committees and other District Leaders and to help promote club programs and activities, programs within the District, and activities and programs of The Rotary Foundation and Rotary International, and

(g). To undertake such other duties and responsibilities as requested by the District Governor.

(2) All Assistant Governors shall have the following minimum qualifications prior to assuming office:

(a). Be a knowledgeable and well-respected Past President of a Rotary Club who served a full term,

(b) Have held membership, other than honorary, in good standing in a Rotary Club for at least the immediate past three (3) years,

(c) Have actively participated on a District level and attended District meetings, and

(d) Have received training as an Assistant District Governor.

(3) The District Governor may also select **additional Assistant Governors-at-Large** to serve as liaisons to key district committees or for special assignments.

B. TREASURER

(1) The Treasurer shall serve as Chair of the Finance Committee, shall have custody of all District funds, shall prepare financial statements on a quarterly basis in a format acceptable to the Finance Committee, and, subject to the approval of the Finance Committee, shall pay all bills of the District within the framework of the budget as approved by the Finance Committee and the incoming Club Presidents at the District Assembly or Presidents-Elect Training Seminar (or, if not accomplished at one of these two events, then by the clubs at the Annual Business Meeting at the District Conference). Any bills over the budgeted amount must be presented to the Finance Committee for approval prior to payment. The quarterly financial statement shall be published by the District Governor in his or her newsletter. The Treasurer shall maintain all records of financial matters that were conveyed to the Treasurer by the predecessor Treasurer as well as maintain records of all financial matters and Finance Committee meetings during the term of office of the Treasurer. Upon completion of the term of office, the Treasurer shall promptly turn over to his or her successor all funds, books of accounts, or any other District property in his or her possession. The Treasurer shall be governed by the Financial Guidelines set forth in Article VIII, Section 8.04.

C. SECRETARY

(1) The Secretary shall handle all secretarial matters of the District (except those as the District Governor may elect to be handled by the office of District Governor), and shall issue such reports as may be required by the District Governor to the Clubs of the District and to the Historian, and shall assist the District Governor in making arrangements for District meetings, handling correspondence as directed, compiling minutes of District meetings, and in keeping and maintaining records including any resolutions. Upon completion of the term of office, the Secretary shall promptly turn over to his or her successor all District records in his or her possession.

D. PARLIAMENTARIAN

(1) The Parliamentarian or any Rotarian approved by the Parliamentarian, subject to approval by the District Governor, shall serve as the Chair of the Annual Business Meeting of the District and shall serve as Chair of any committee established by the District to review and amend these bylaws (he/she may defer to the appointment of another Chair but still be a member of any such committee). He/she shall be familiar with the documents and procedures governing Rotary International and District 7305. He/she shall advise the District Governor on procedural matters. The Parliamentarian may establish a Parliamentarian Committee and/or have an Assistant Parliamentarian appointed by the District Governor.

E. YOUTH PROTECTION OFFICER

(1) The Youth Protection Officer is responsible for supervising and ensuring implementation of any District Youth Programs, Sexual Abuse and Sexual Harassment Prevention Policy.

Section 4.05 VACANCIES

In the event a vacancy occurs in any of the offices in Article IV, the District Governor shall appoint a new officer to fill the vacancy in that office for the remainder of his/her term.

Article V NOMINATION AND SELECTION OF DISTRICT GOVERNOR POSITIONS

Section 5.01 DUTIES OF THE DISTRICT NOMINATING COMMITTEE

The Nominating Committee shall seek out and propose the best qualified Rotarian for District Governor Nominee Designate in accordance with the provisions of the Bylaws of Rotary International applicable to the selection of a District

Governor Nominee, including Articles 12 & 16. The Nominating Committee is also responsible for selecting the choice of Vice-Governor as proposed by the District Governor Elect and as approved by the Council of Governors in accordance with Sections 2.02 A. and B. of these Bylaws.

Section 5.02 DISTRICT NOMINATING COMMITTEE

The District Nominating Committee shall consist of nine members, eight of them representing the eight Areas made up of the clubs listed below, whose sole purpose is to nominate the District Governor Nominee Designate. The Chair of the District Nominating Committee shall be the immediate Past District Governor and will be the ninth member of the Nominating Committee. If the immediate Past District Governor is unavailable or unable to so serve as Chair, the sitting District Governor at the time the eight members of the District Nominating Committee are elected shall appoint another Past District Governor as Chair of the District Nominating Committee and being the ninth member of the Nominating Committee. The designation of the Chair of the Nominating Committee is hopefully to be determined by the time the other eight members of the Nominating Committee are elected at the Annual Business Meeting at the District Conference so that the name of the Chair can be announced at the time of the election of the members from each of the eight areas of the District. If this cannot occur, the designation of the Chair shall take place within thirty (30) days following the District Conference and be announced to all clubs in the District and to the eight members elected to the Nominating Committee.

The eight Areas shall have approximately the same number of club members. Any new club may be added to any area at the discretion of the District Governor in order to maintain membership balance. If and when any existing Rotary club shall have a name that is approved by Rotary International, the listing of the name of that club in Section 5.02 will be deemed to be amended to comport with the then-current, approved name of that Rotary club as on record with Rotary International. Should any Rotary Club cease operations and become defunct, they shall be deemed removed from the listing of clubs. The composition of the eight Areas shall be periodically reviewed.

Area 1

Ambridge
Beaver
Beaver Falls
Beaver Valley South
Carnegie-Collier
Crafton-Ingram
Greater McKees Rocks
Moon Township
New Brighton
North Boroughs
Northern Allegheny
Parkway West
Quaker Valley

Area 2

Bethel Park
Bethel-St. Clair
Bridgeville-South Fayette
Dormont-Mt. Lebanon-Castle Shannon
Pittsburgh
Pittsburgh's North Side
Upper St. Clair-Bethel Park
E-Club of Rotary District 7305

Area 3

Burrell and New Kensington Area
Fox Chapel Area
Green Tree
Hampton Township
Highlands Area
Lawrenceville
Oakland
Oakmont-Verona
Penn Hills
Pittsburgh East
Shaler Area
Sharpsburg-Aspinwall

Area 4

Braddock
Churchill-Wilkins
Elizabeth
Forest Hills
Monroeville
Pleasant Hills
Plum
Steel Valley
Swissvale
Turtle Creek Valley
Wilksburg-Regent Square

WhiteOak

Area 5

Conemaugh Township
Ebensburg
Indiana
Indiana- Midday
Johnstown
Johnstown Sunset
Northern Cambria
Portage
Rockwood
Somerset

Area 7

Blairsville
Delmont-Salem
Greensburg
Latrobe
Ligonier
Mountainview
Murrysville-Export
Norwin
Westmoreland

Area 6

Belle Vernon
Brownsville
California
Canonsburg Houston-Southpointe
Charleroi
Donora
McMurray
Monessen-Rostraver
Monongahela
Washington
Waynesburg

Area 8

Connellsville
Mount Pleasant
Point Marion
Scottdale
Smithfield
Uniontown
West Newton

Section 5.03 At least thirty (30) days before the District Conference, the Club Presidents in each Area shall be notified that, at the Annual Business Meeting at the District Conference, each area shall nominate no less than two candidates from the Rotarians of each Area for the Nominating Committee. The candidates shall be Rotary Club Past Presidents, excluding Past District Governors. The certified Club Electors shall then select, by Area, by written ballot, at the District Conference, one person from each Area to serve on the District Nominating Committee. In the event that any Area fails to select a member from their Area to serve on the Nominating Committee, or an elected member is unable to serve, the District Governor shall appoint a replacement member of the Nominating Committee from that Area. If desired, voting by electronic means is permissible.

Article VI DISTRICT REPRESENTATIVES TO THE ROTARY INTERNATIONAL COUNCIL ON LEGISLATION/COUNCIL ON RESOLUTIONS

Section 6.01 A. In the year two years preceding the next Council on Legislation – or when the District Governor of our District is so notified by Rotary International of the need to now select the Delegates - the Council of Governors shall act as a nominating committee to nominate a delegate, and at least one alternate delegate, to represent the District on the next Council of Legislation and to represent the District on the Council of Resolutions that meets annually. These nominations from the Council of Governors will be received by the District clubs and the District shall elect, at the Annual Business Meeting at the District Conference, a delegate and at least one alternate after nominations for other candidates are allowed prior to or at the Annual Business Meeting at the District Conference to be in compliance with Rotary

International Bylaw 9.070. Election shall be by duly designated and credentialed electors from the clubs, which shall consider the Rotary Code of Policies, Section 59.040.1 in their selection process. The delegates must meet the requisite qualifications as determined by Rotary International Bylaw 9.020 and be committed to discharging the duties of a delegate pursuant to the Rotary International Bylaw 9.030.

B. In compliance with the provisions of the By-laws of Rotary International, the nominees for the Representative (delegate) and Alternate delegate shall have served a full term as an officer of RI at the time of election.

C. The Representative to the Rotary International Council on Legislation and Council on Resolutions shall be chosen in accordance with Article 9 of the By-laws of Rotary International.

D. The delegate will attend to all matters pertaining to the Council on Legislation as defined by RI.

E. The delegate shall receive such reimbursement for expenses as budgeted, or as alternatively approved by the Finance Committee to the extent such expenses are not covered by Rotary International.

Article VII DISTRICT COMMITTEES

Section 7.01 GENERAL

A. Committees shall be named according to the timetable dictated by RI to the extent practicable.

B. The list of the District committees and their leadership shall be published on the District website or via whatever then-current means of communication is then in common usage

Section 7.02 FINANCE COMMITTEE

A. The District Finance Committee shall consist of nine members, the Treasurer as Chair and eight members with staggered two-year terms such that four members' terms expire each year. The Finance Committee members shall be elected by Area at the same meeting at which the District Nominating Committee is elected, using the same areas set forth in Article V, Section 5.02, of these Bylaws. Areas 1, 3, 5 and 7 shall elect members for two year terms in odd numbered years. Areas 2, 4, 6, and 8 shall elect members for two year terms in even numbered years. All newly-elected members shall take office on July 1 following their election. If any vacancies occur, the immediate Past District Governor shall appoint a committee member to fill the unexpired term from the Area in which the vacancy has occurred.

B. The District Finance Committee shall be governed by the Financial Guidelines set forth in Article VIII, Section 8.04.

C. The District Finance Committee shall convene at least quarterly and review and study the necessary expenses of District administration. The District Governor Elect, in consultation with the District Governor and District Finance Committee, shall prepare a budget of District expenditures for the year in which he/she shall serve as District Governor. The District Finance Committee shall review and approve this budget. After approval by the District Finance Committee, the budget shall be submitted to the Clubs at least thirty (30) days prior to the District Assembly and approved at a meeting of the Incoming Club Presidents at such District Assembly. The District Governor Elect or his/her designee shall present the budget at this meeting. The affirmative vote of a majority of those Presidents or their written designees present and voting shall constitute approval. At the option of the District Governor Elect, the budget may be presented at the Presidents Elect Training Seminar in lieu of presentation at the District Assembly provided that the notice of presentation provided for herein is given. A quorum of 50% of the incoming Club Presidents is required for the meeting at which approval of the proposed District budget is sought. If such a quorum cannot be obtained at either the Presidents Elect Training Seminar or the District Assembly, voting on the proposed budget may

take place at the Annual Business Meeting or by mail or by electronic means. A quorum of 50% of the incoming Club Presidents must vote by mail or electronic means for the vote to be valid if done by mail or electronic means.

D. The amount of any per capita dues on clubs for a District Fund shall be included in the District budget and shall be voted on at the meeting of the incoming Club Presidents at the District Assembly or at the Presidents Elect Training Seminar as hereinbefore provided, or the vote can be undertaken at the Annual Business Meeting. Any increase in the per capita dues shall require the affirmative vote of 3/4 of the incoming Presidents or their written designees present and voting. In the event that such a vote cannot be achieved, the per capita levy on clubs shall remain at the rate in effect during the then current budget year, and the proposed budget must be adjusted and approved accordingly. Payment of the per capita levy is mandatory on all clubs of the District. The same quorum requirement as stated in paragraph B. above applies here.

E. All District funds shall be held in one or more bank (or similar) accounts in the name of the District subject to withdrawal or disbursement by the joint signatures of the District Governor and the Treasurer ; for the purpose of convenience or unavailability of either the District Governor and/or Treasurer, the District Governor and Treasurer may jointly authorize up to three additional Rotarians in Rotary District 7305 to also be authorized signatories to meet the requirement of having joint signatures for any withdrawal or disbursement of funds from accounts, provided the authorization of any such person(s) is approved by the Finance Committee; in the instance of such a vote of the Finance Committee, no member of the Finance Committee needs to recuse themselves from the vote if they are a person asked to also be an authorized joint signatory for the withdrawal or disbursement of any funds from such District accounts. If there is any such authorization and approval, as above, of joint signatories in addition to the District Governor and Treasurer, the name of such Rotarians shall be published to all the clubs in the District. No committee or subcommittee of the District shall maintain a separate bank account or separate bank accounts with the exception of the District Committee for The Rotary Foundation and the Youth Exchange Committee. Any committees holding separate checking accounts will provide financial reports to the Treasurer and the Finance Committee on December 1, June 1, and 30 days after the end of the Rotary year ending on July 1. The Rotary District 7300 Foundation is a separate corporate entity so their banking and investment activity is not subject to the Bylaws of this District.

F. The Treasurer shall keep proper records of income and expenditure. No expenditure shall exceed the budgeted line item amount without approval of majority vote of the full Finance Committee. The Finance Committee shall meet and review these records at least once every quarter (every three months). All Finance Committee meetings shall be open to all District 7305 Rotarians, and it is recommended that the same be announced in the Governor's Newsletter and/or via e-mail or other electronic means in then-current usage at least ten (10) days prior to the meeting.

G. The District Governor or his/her designee shall present a report on the District's financial status at the Annual Business Meeting of the District Conference.

H. All Clubs are to submit a copy of their completed IRS Form 990, 990EZ or 990N to the District Treasurer for safe keeping with the financial records of District 7305 and with a copy to be given to the District Secretary. This report is required to be filed with the IRS within 5 months after each fiscal year ending June 30 to maintain the club's Section 501 C. (4) non-profit status. The District Treasurer shall share all matters relevant to the IRS 990 filing with the Finance Committee and provide the Finance Committee with the opportunity to review, comment upon, and approve the IRS Form 990 before it is filed with the IRS in a timely fashion. The Treasurer is to submit a copy of the completed IRS 990 Form that was filed to both the District Governor and the Past District Governor as well as to the District Secretary.

I. The Rotary District 7300 Foundation, an IRS-approved Section 501 (c) (3) Corporation, is requested to submit a copy of their completed IRS Form 990 or 990 EZ to the District Treasurer and the District Secretary for safekeeping even though it is not subject to these Bylaws. This report is required to be filed with the IRS within 5 months after each fiscal year ending June 30 to maintain the Foundation's Section 501 C. (3) Charitable Organization status.

Section 7.03 DISTRICT SERVICE FUND COMMITTEE

The District Governor shall, if needed, appoint a committee of not less than eight Rotarians, designating one as Chair, who will plan and carry out any District-wide service projects. The District Governor shall be an ex officio member of this Committee.

The Committee shall undertake only those projects approved by the District Governor and the Finance Committee. When authorized by the District Governor, a separate service fund shall be established and maintained by the Treasurer or as otherwise may be appropriate (e.g. if donations are provided to ultimately go to The Rotary Foundation such as for a Global Grant). Any such District fund shall be administered by the Service Fund Committee, which may develop these resources by memorial or other activities and assist any recipient of funds from The Rotary Foundation.

The Committee shall annually account to the District Treasurer and Finance Committee for its financial and service activities as well as be sure to be part of the financial report presented by the Treasurer at the Annual Business Meeting.

Section 7.04 YOUTH EXCHANGE COMMITTEE

A. The District Governor shall appoint a Chair

B. The Youth Exchange Committee is responsible to assure that District 7305 is in compliance with all required regulations for youth exchange programs by RI, US Dept. of State and ESSEX (Eastern States Student Exchange, the multi-district District organization of which District 7305 is a member).

C. The Youth Exchange Committee shall have the responsibility to assist clubs with Youth Exchange matters.

D. The Youth Exchange Committee shall meet at least twice per year and at least once with the District Governor.

E. The Youth Exchange Committee shall provide the current Treasurer with a financial report by December 1, June 1, and within sixty (60) days of the end of the Rotary year.

F. The Committee shall promote Youth Exchange activities throughout the District.

Section 7.05 INTERACT COMMITTEE

A. The District Governor shall appoint a Chair.

B. This Committee shall administer the District 7305 Interact Program and encourage the expansion of Interact.

C. Provide any other appropriate activity that will promote and strengthen the Interact movement.

Section 7.06 ROTARACT COMMITTEE

A. The District Governor shall appoint a Chair.

B. This Committee shall administer the District 7305 Rotaract Program and encourage the expansion of Rotaract.

C. Provide any other appropriate activity that will promote and strengthen the Rotaract movement.

Section 7.07 ROTARY YOUTH LEADERSHIP AWARDS (RYLA)

A. The District Governor shall appoint a Chair to enlist Rotarians to join the RYLA Committee to coordinate RYLA activities.

B. The Committee shall organize and operate an annual leadership training program for District 7305 high school students selected by the clubs or, if clubs provide funding without designating the student(s) to be participating, then the Committee will obtain students to attend RYLA.

C. Select a conference site and arrange an appropriate week to conduct the RYLA Conference.

D. Prepare a program and training material for the conference.

E. Prepare a conference budget and establish fees to provide the necessary funds for this program. Select staff and provide training for them. Communicate with the clubs to secure and sponsor students to attend the conference and oversee the operation of the conference. Evaluate the conference each year and make recommendation for improvements.

Section 7.08 DISTRICT TRAINER(S)

The District Governor Elect shall appoint one or more District Trainers to develop and help to conduct all major District training meetings.

Duties and responsibilities include assisting the District Governor and District Governor Elect in developing and conducting District training and planning meetings, including: District Leadership Training Seminar/Meeting, Presidents Elect Training Seminar, District Assembly, Assistant District Governor Training, and other sessions and meetings as may be needed.

Section 7.09 DISTRICT TECHNOLOGY COMMITTEE

The District Governor may appoint a District Technology Committee to create awareness through the use of technology and thus further enhance the ability to communicate with and to educate Rotarians.

The Committee shall consist of members appointed by the Governor.

Section 7.10 DISTRICT STRATEGIC PLANNING COMMITTEE

A. The District Strategic Planning Committee shall be appointed by the District Governor. In addition, the District Governor, the District Governor Elect, the District Governor Nominee, the District Governor-Nominee Designate and the immediate Past District Governor shall be members of the Committee along with no less than five Rotarians in good standing in the District who are not Past District Governors. Additional members may be appointed, whether PDGs or not, as long as they are Rotarians in good standing in the District.

B. The Chair of the Committee shall be appointed by the District Governor.

C. The purpose of the Committee shall be to study issues and topics and to prepare recommendations for the District Governor. The recommendations shall be in the form requested by the District Governor and shall be submitted in accordance with a timetable established by the District Governor. The issues and topics to be studied shall be selected by the District Governor.

D. To the extent it does not interfere with assignments made by the District Governor, the members of the Committee, including ex officio members, may study other issues and topics which are selected by them and approved by the Committee Chair and prepare recommendations for the District Governor.

E. The Committee shall meet at least once a year and also present a report at the District Conference regarding what is needed for implantation of any strategic plan.

Section 7.11 DISTRICT 7305 COMMITTEE FOR THE ROTARY FOUNDATION

A. The District 7305 Committee for The Rotary Foundation shall consist of:

(1) Chair - will be selected by the members of the Committee to serve a single three (3) year term. The Chair cannot succeed him/her self.

(2) The District Governor,

(3) The District Governor Elect,

(4) The District Governor Nominee,

(5) Two (2) Past District Governors to be appointed by the District Governor to serve for a one (1) year term.

(6) No less than three Rotarians-at-large (they may or may not be PDGs) appointed by the District Governor to serve on the Committee.

B. The Committee shall assist the District Governor in educating, motivating and inspiring Rotarians to participate in Foundation programs and fundraising activities within the District.

C. The Committee shall serve as the liaison between The Rotary Foundation and Rotarians in the District.

D. The Committee shall allocate and distribute District Designated Funds (DDF); where, however, such DDF monies have been previously committed in writing, the Committee will honor the allocation.

E. The DG shall appoint other Foundation subcommittees with Chairs as directed by RI or as deemed appropriate, but should include a Treasurer for the District 7305 Committee for The Rotary Foundation (TRF) to handle monies being provided for Global Grants and subcommittees for: Annual Giving to TRF, District Grants, Global Grants, Global Grant Scholarships, Endowments, Polio Plus/Polio Eradication Program, the Paul Elder Chapter of the Paul Elder Society, Public Relations, Rotary Peace Fellows, the Permanent Fund, and, if applicable, Group Study Exchange. If any Regional Rotary Foundation Chairs or Assistant Chairs are from our District, then they must be included on the Committee.

F. The District Grants Subcommittee and Global Grants Subcommittee shall - in addition to maintaining accurate records regarding DDF allocations and grant applications and approvals and assisting in the preparation of the same, and certifying when grant applications are complete, eligible and accurate prior to their submission to The Rotary Foundation - provide information and training to Rotary clubs and Rotarians that will enhance their ability to successfully apply for Global Grants or District Grants (or whatever terminology is then in current usage with regard to funding methodology from The Rotary Foundation) as well as educating and assisting clubs in developing international service projects (including even those projects that may not qualify for a Global Grant) or local projects that could utilize a District Grant so as to inform the clubs of the grant money available from The Rotary Foundation that comes to our District each year as DDF monies based upon prior giving to TRF.

G. The Committee shall work with club and District officers to ensure the full utilization of all DDF.

H. The Committee shall maintain accurate records of DDF allocations and grant approvals.

I. The Committee shall provide information and training to Rotary clubs that will enhance their ability to successfully apply for grant funds from The Rotary Foundation.

J. The Committee shall encourage the highest levels of stewardship of Foundation funds.

K. The Committee shall promote the timely submission of required reports for all approved grants to the Foundation.

L. The Global Grant Scholarship Subcommittee and Rotary Peace Fellow Subcommittee shall:

1. Solicit and select candidates for Rotary Scholarships.
2. Provide support and counseling for Rotary Scholars assigned to District 7305.
3. Provide all necessary administrative support to the program.

M. The Treasurer of this Committee shall be permitted to open a bank account separate and apart from District 7305 monies for the purpose of receiving DDF monies or other funding from The Rotary Foundation for distribution and receiving funds from clubs and others that are participating in Global Grants and for similar legitimate purposes. All checks must be countersigned by the Treasurer and Chair of the Committee or Subcommittees involved in the monetary distributions.

A report of the financial dealings shall be made periodically, but not less than semi-annually, to the District Governor and to the District Finance Committee c/o the District Treasurer as well as be made part of, or supplement to, the Financial Report presented by the Finance Committee at the Annual Business Meeting. The District Committee for TRF and/or Treasurer for the same shall also report all financial transactions in accord with Section 7.02 E. of these Bylaws such that the Committee will provide financial reports to the Treasurer and the Finance Committee on December 1, June 1, and 30 days after the end of the Rotary year ending on July 1 regarding any bank account and disbursements made; in this fashion all financial transactions can be included in the IRS 990 Tax Return filing for the District as well as be officially reported for reconciliation of the year ending financial records of the District.

N. If it is decided by the Committee to participate in Group Study Exchange (GSE) then a subcommittee shall be established to include at least 9 Rotarians with one from each of the eight Areas of the District and a Chair.

Section 7.12 COUNCIL OF GOVERNORS

All Past District Governors of Rotary Districts 7300, 7330, and 7305 who remain as Rotarians in good standing with any Rotary Club in Rotary District 7305, and have served a full term as District Governor, will comprise the Council of Governors. The District Governor Elect, District Governor Nominee, and any District Governor Nominee Designate will be non-voting members of the committee.

Meetings will be periodically scheduled by the District Governor but participation is entirely voluntary; accordingly, there is no quorum needed for meetings called with at least two weeks' notice and a majority vote of those present shall be sufficient to pass any action of recommendation, resolution, or nomination/selection for consideration. For example, the Council of Governors has obligations as set forth throughout these Bylaws, including the need to approve a proposal by a District Governor Elect for any Vice Governor so designated to be then tendered for consideration for selection to the Nominating Committee (Article II, Section 2.02), determination of whether the District Governor or Vice Governor is unable to serve (temporarily or permanently) in the event any question or difference of opinion exists on that issue (Article II, Section 2.03), and nomination of a Delegate and at least one alternate Delegate to the Councils on Legislation and Resolutions to be then considered and voted on at the Annual Business Meeting of the District (Article VI, Section 6.01).

The Council of Governors shall be an advisory body to help provide the benefit of their experience by sharing the same with the officers, committees, and other Rotarians of Rotary District 7305 in accordance with the Rotary Code of Policies Section 19.060.

The Council of Governors may, upon their acceptance of any request by the District Governor or other Rotary District 7305 officer, undertake any assignment as long as it is not in contravention of these Bylaws or the Constitution and Bylaws of Rotary International.

The experience that the members of the Council of Governors have as a result of having continued to be Rotarians

and having served previously a full term as District Governor is desired to be utilized by having the Council of Governors in existence. The Council of Governors is permitted to invite non-Past District Governors to any of their meetings if desired for the purpose of obtaining guidance or information.

Section 7.13 OTHER COMMITTEES.

The District Governor shall appoint such other committees as he/she deems to be required for the orderly administration of the District.

Section 7.14 SERVICE ON COMMITTEES.

All District Committee Chairs shall be Rotarians. A Rotarian may not be named to serve as Chair of the same District committee for more than three years consecutively absent necessitous and compelling reasons as to be determined by the District Governor appointing them. Both Rotarians and non-Rotarians may be named as members of committees.

Article VIII FISCAL MATTERS

Section 8.01 FISCAL YEAR

The District 7305 year shall begin on July 1 and end on June 30.

Section 8.02 DUES

Each Club shall pay per capita dues to District 7305 for each Active member of the club. No dues shall be paid for Honorary members. The amount of the dues, including any increase thereof, shall be approved and ratified as provided in Article VII, Section 7.02 of these bylaws.

Section 8.03 DATES OF PAYMENT of DUES

One half of the Dues shall be payable on August 1, based on the number of members reported to Rotary International the preceding June 30. One half of the Dues shall be payable on February 1, based on the number of members reported to Rotary International the preceding December 31. Each month the District Governor may publish the names of all Clubs delinquent thirty (30) days or more in payment of per capita dues.

Section 8.04 FINANCIAL GUIDELINES.

A. Purpose

The purpose of these guidelines is to provide for the orderly administration of the finances of District 7305. The objective is to achieve the prudent management of funds to ensure their timely disbursement to meet expenses and to provide for the investment of reserves.

B. Since income and expenditures vary from year to year, it is recommended that a balance of approximately one year's operating expenses (calculated based on the dues received during the most recent full Rotary year) be maintained in a "District Fund" and invested as designated by the District Governor or his appointee in consultation with the Finance Committee. To the extent possible, the term of any investment should not exceed the term of the District Governor who authorized it. In the event it is necessary for the District Governor to invest funds for a period extending beyond his/her term of office, the Governor shall do so only in consultation with, and with the concurrence of, the District Governor Elect. These reserve funds shall be a restricted fund. No reserve funds shall be committed or spent without an affirmative vote of 3/4 of the sitting Club Presidents or their written designees present and voting. A quorum of 50% of the Club Presidents is required for any meeting to approve such use of the reserve funds. A minimum of ten (10) days' notice must be given of such a meeting. If such a quorum cannot be obtained, voting on such a proposal may take place by mail or electronic communications. A quorum of 50% of the Club Presidents must vote by mail or electronic communications for the vote to be valid.

C. The District Governor and any person who has signatory authority on a District checking account shall be bonded for the maximum anticipated balance in all District accounts and investments for the full Rotary Year to which the individual has access. All money of the District shall be deposited in the following accounts:

(1) The District Fund.

The District Fund will receive all of the per capita dues received from the respective clubs. The District Fund may also receive funds from other sources and shall be credited with the income earned from any investment. The District Fund shall be used for the expenses as included in the District Governor's budget or budget revisions as submitted to and approved by the Finance Committee.

(2) Restricted District Funds

Restricted funds represent funds received by the District for a specific project or activity; however, if the announcement for a special project or activity states the residual of any such funds may be redirected; the use of such funds for another purpose is permissible. If no such announcement is made, any net balance shall be directed to the District Fund as set forth in Section 8.04 C.(1) above.

(3) District 7305 Committee for The Rotary Foundation Funds

As permitted pursuant to Article VII, Section 7.11 M., the District 7305 Committee for The Rotary Foundation may have their own bank account for the purpose of receiving funds from The Rotary Foundation (e.g. DDF monies), for the purpose of receiving monies from clubs and individuals who are contributors/participants in Global Grants so the Committee can then send the monies to The Rotary Foundation at the appropriate time, and for similar purposes involving necessary financial involvement with Global Grants, District Grants, and other relevant financial matters limited to The Rotary Foundation.

If the nomenclature of The Rotary Foundation changes over time involving what The Rotary Foundation designates as their then methodology/protocol for grant monies, it is appreciated the purpose of these bylaws is to permit such limited financial involvement no matter if and when The Rotary Foundation could change merely the nomenclature utilized, as long as the financial involvement of this Committee is limited to handling the grant monies coming from TRF and monies being donated that ultimately need to go to The Rotary Foundation.

Pursuant to Sections 7.02 E. and 7.11 M., this Committee for The Rotary Foundation is required to report their financial dealings periodically, but not less than semi-annually, to the District Governor and to the District Finance Committee c/o the District Treasurer, as well as to be sure they have their then-current financial reporting be made part of, or a supplement to, the Financial Report presented by the Finance Committee at the Annual Business Meeting. The District Committee for The Rotary Foundation shall also report all financial transactions for the prior Rotary year no later than one month following the conclusion of the Rotary Year by submitting their report to the District Treasurer and Finance Committee regarding any bank account and disbursements made; in this fashion all financial transactions can be included in the IRS 990 Tax Return filing for the District, as well as be officially reported for reconciliation of the year ending financial records of the District.

D. Financial Procedures

(1) Earnings on funds maintained by the District must be added to the fund being invested. A reasonable distribution of earnings to each fund must be made when funds are combined for investment purposes.

(2) At the discretion of the Treasurer, with the consent of the Finance Committee, separate bank accounts may be opened to record transactions applicable to funds received by the District for specific projects or activities. However, such funds may be maintained in one bank account provided separate accounts for each project or activity are maintained in the accounting records.

Section 8.05 AUDIT

In Accordance with Rotary International Bylaws, including Article 16, Section 16.060.4, the District Governor must supply an audited annual statement of the District finances to each club in the District within three months of the completion of his/her year of service as Governor. This audited statement shall also be presented, discussed (if need be), and formally adopted by the following District Conference which is customarily done at the Annual Business Meeting so that the audit, as accepted and adopted by the District can then be reported as required to Rotary International. The Finance Committee shall select an outside independent accounting firm to perform this audit. The District shall pay for any costs and expenses of the audit and shall pay for the mailing of same.

Article IX DISTRICT MEETINGS

Section 9.01 THE DISTRICT CONFERENCE

A. Authorization: The District Governor shall arrange for and preside over a Conference of Rotarians in the District, as prescribed by Rotary International.

B. Program Requirements

(1) The District Governor shall, whenever possible, include recipients of scholarships or participants in other relevant programs of The Rotary Foundation on the program.

(2) A memorial service for departed Rotarians shall be included in the program at each Conference.

(3) The District Governor shall host a meeting of the Council of Governors, consisting of all Past District Governors (including all PDGs of Rotary Districts 7300 & 7330) prior to, or immediately after, the opening of the annual District Conference.

(4) The content and programming of the Conference will conform to RI directives.

C. Conference Report

(1) A copy of the Conference minutes, program and other records, including a financial report of the receipts and expenditures at the Conference, shall be filed by the Chair of the District Conference Host Committee with the District Secretary.

(2) The District Conference Host Committee shall be required to submit a Financial Statement of the District Conference to the District Governor and District Treasurer, and to be available to the clubs no later than October 1, following the conference.

Section 9.02 ANNUAL BUSINESS MEETING

A. The District shall conduct, under the direction of the District Governor and District

Parliamentarian, an Annual Business Meeting, which is best normally accomplished as part of the District Conference on a Saturday. The purpose of the Annual Business Meeting shall include receiving nominations and conducting election of the Nominating Committee to select a District Governor Nominee Designate, receiving nominations and conducting election of those on the Finance Committee whose terms are expiring the next June 30, receiving nominations and conducting election for the District Representatives (Delegate and Alternate Delegate) to the RI Councils on Legislation and Resolutions (this election now appears likely to occur every three years as of the time of the creation of these bylaws), receiving a Financial Report from the District Treasurer/Finance Committee (and if not included in such report, then the District 7305 Committee for The Rotary Foundation will also report regarding their financial status), conducting review/approval of the District Governor Elect's proposed Budget for his/her upcoming

year, if not previously properly reviewed and approved at any District Assembly or PETS or otherwise as permitted, reviewing any proposed Amendments to these Bylaws and conducting a vote regarding any such proposed Amendments, selecting a Member and Alternate to the Zone Nominating Committee for a Rotary International Director (as is periodically required), and conducting any other business of the District as is appropriate or necessary.

B. Voting

(1) All clubs in the District will be requested to have their Board of Directors appoint the appropriate number of credentialed Electors as permitted by Rotary International Bylaws, Article 16, Section 16.050. Each club in the District shall select, certify, and send to the Annual Business Meeting at least one Elector. Any club with a membership of more than 25 shall be entitled to one additional Elector for each additional 25, or major fraction thereof, of its members. 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. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not be entitled to any Electors.

(2) Each elector shall be a member of the club unless an approved Proxy is appointed. An Elector must be present at the Annual Business Meeting to vote. Each Club will be provided with a Credential Certificate officially designating the Elector(s) from that club; the Club's Elector(s) must bring the fully-executed Credential Certificate to the Annual Business Meeting and present it to the Parliamentarian or his/her designate at check-in in order to be seated to participate and vote. If any Elector appears without their Credential Certificate fully and properly executed by their club, they cannot vote absent a vote by the already seated Credentialed Electors at the Business Meeting to permit other clubs to seat their Electors; such already Credentialed Electors can vote to permit other clubs to seat Electors even if such purported Electors did not appear with the necessary documentation in their possession to present at check-in. As permitted by Rotary International Bylaws, Article 16, Section 16.050.3, a club may designate a proxy for its absent Elector(s). Such club must obtain the consent of the District Governor or District Parliamentarian for such proxy. The proxy must be a member of a club in Rotary District 7305. The proxy designation must be certified in writing by the President and Secretary of such club, preferably on the Credential Certificate. The proxy shall be entitled to vote as proxy for the non-attending Elector(s) represented, in addition to any other vote the proxy may have for its own club. (Still confusing)

(3) Voting Procedures will be in accordance with Rotary International Bylaws Article 16, Section 16.050.

(4) Every active member in good standing of a club in the District, who is present at the Conference, shall be entitled to a vote upon all matters submitted to a vote at the Conference, except regarding the selection of the Nominating Committee for District Governor Nominee Designate, any selection of the District Representative Delegate/Alternate Delegate to the Councils on Legislation and Resolutions, any selection of a District Member/Alternate to the Zone Nominating Committee for an RI Director, any other election/selection required by RI for purposes of a District representative required at any RI meeting, for any vote at the District Conference Annual Business Meeting regarding a per capita levy, and any voting on proposed Amendment to these Bylaws; for these limited purposes only those credentialed Electors pursuant to Section 9.02C. will be permitted to vote. Any active Rotarian in good standing can vote on any other matter including the selection of those being elected to the Finance Committee and any vote to approve the District Governor Elect's budget. Any Elector or eligible voter shall have the right to demand a poll upon any matter presented at the Meeting.

C. Procedure

(1) Robert's Rules of Order (the version of which shall be determined by the Parliamentarian) shall be the parliamentary authority for all matters of procedure not otherwise specifically covered.

(2) These Rules of Order shall not be suspended, added to, or amended except by a two-thirds (2/3) vote of those present and entitled to vote.

D. Notice of the Annual Business Meeting shall be circulated in writing, with a proposed Agenda, to all Club Presidents and Secretaries at least thirty (30) days before the meeting, unless circumstances require a later circulation date; in which event the notice shall be circulated at least fourteen (14) days before the meeting. Such written notice may be sent via electronic means of communication of the type being then-commonly utilized.

Section 9.03 THE PRESIDENTS ELECT TRAINING SESSION (PETS) AND CLUB PRESIDENTS

A. The District Trainer shall arrange the PETS at the direction of the District Governor Elect. This event may also be referred to as POETS (President and Officers-Elect Training Session).

B. The PETS may be a single or multiple District event at the discretion of the District Governor Elect.

C. The Club President Elect Nominee is also strongly encouraged to attend the PETS, at the expense of the Club, as this promotes continuity.

D. If the President Elect is unable to meet the commitment to attend PETS, a club representative must attend with the prior approval of the District Governor Elect.

E. The PETS will conform to the requirements of RI for that program.

F. Club Presidents

(1) Prior to taking office as President, it is strongly recommended that each President Elect shall attend all three District training sessions, unless excused by the District Governor Elect. These training sessions are:

- (a) Pre-PETS Meeting,
- (b) President Elect Training Seminar (PETS), and
- (c) District Assembly.

(2) It is highly recommended that no Rotarian should serve as Club President of the same Club for more than three years consecutively.

Section 9.04 THE DISTRICT ASSEMBLY

A. The District Trainer shall arrange the District Assembly at the direction of the District Governor-elect. The District Assembly shall involve as many of the clubs and as many of the club officers and committee Chairmen as possible.

B. The individual clubs may be billed directly for the attendance of their members.

C. The District Assembly will provide a forum for the consideration of the District budget for the upcoming year of the District Governor Elect.

D. The District Assembly will conform to the requirements of RI for that program.

Section 9.05 COMBINING PETS AND DISTRICT ASSEMBLY

PETS and the District Assembly may be combined into one event at the discretion of the District Governor Elect.

Article X USE OF LIST OF CLUBS AND MEMBERS

Section 10.01

A. Rotarians of District 7305 shall not use lists or directories of the clubs, members, club officers, Interact clubs, Interact members, Rotaract clubs, Rotaract members, RYLA or alumni or any persons involved in work of any District committee, or furnish them to, or make it possible for anyone else to use them as a commercial mailing list, or for any other direct mailing not related to the specific duties of the respective Rotary District committee or directly related to a Rotary function. In connection with any other matter whatsoever, the individual shall first submit the proposal to the respective District committee, or if not specifically related to a committee, then to the District Governor for approval before using said directories or list.

B. The authority of this resolution does not in any way prohibit the Clubs of District 7305 from using their own rosters as they see fit.

Article XI AMENDMENTS

Section 11.01 Amendments being proposed to these Bylaws shall be submitted to the clubs at the District Conference Annual Business Meeting or such other Special Meeting as may be called by the District Governor upon at least thirty (30) days' written notice to all clubs. All proposed amendments must be submitted by a club from within the District and endorsed by a majority vote of the membership of that club to the District Governor and District Parliamentarian at least forty (40) days or more prior to the District Conference or Special Meeting. The District Governor shall provide a copy of the proposed amendments to all clubs at least thirty (30) days prior to the Conference or Special Meeting. Voting shall take place by Electors as described in the Bylaws of Rotary International, including Article 15, Section 15.050. A two-thirds majority vote of those Electors voting shall be required to approve any amendment.

Article XII HISTORY OF THE BYLAWS

These Bylaws are an amalgam of the Articles of Procedure of Rotary District 7300 and the Bylaws of Rotary District 7330. Upon formal notification by letter from Rotary International of October 30, 2018 that the Board of Directors of Rotary International reconfirmed their prior decision #69 of September, 2016 to merge Rotary District 7330 with adjacent Rotary District 7300 into Rotary District 7305 effective July 1, 2019, the Bylaws subcommittees of the so-called "Merger Transition Committee" of Rotary Districts 7300 and 7330 undertook formal efforts to follow up their previous exploratory interactions regarding the necessary governance documents that would be necessary for a new Rotary District 7305. These Bylaws are to be submitted for adoption by the clubs at the respective Annual Business Meetings of each Rotary District at the District Conferences in May, 2019 of both Rotary Districts such that they will be considered by all the Rotary Clubs that will comprise Rotary District 7305. Pursuant to the Articles of Procedure of Rotary District 7300, these Bylaws need to be approved by a two-thirds majority vote of the clubs participating in the vote or credentialed Electors present; Pursuant to the Bylaws of Rotary District 7330, a majority vote of the Electors present and voting at the District Conference is needed for approval. Below is the previous history of the Articles of Procedure of Rotary District 7300 and Rotary District 7330.

History of Rotary District 7300 Articles of Procedure:

Adopted at District Conference May 10, 1991
(effective July 1, 1991)

Amended at District Conference May 1, 1993
(effective July 1, 1993)

Amended at District Conference June 4, 1994
(effective July 1, 1994)

Amended at District Conference May 15, 1998
(effective July 1, 1998)

Amended at District Conference May 18, 2002
(effective immediately with the exception that the first election of Finance Committee members shall take place at the 2003 District Conference, and those elected shall serve starting on July 1, 2003. The first members elected from Areas 2 and 4 shall serve one year terms.)

Amended at District Conference May 5, 2007
(effective May 5, 2007)

Amended at District Conference June 11, 2011
(effective immediately)

Amended at District Conference June 28, 2014
(effective immediately)

History of Rotary District 7330 Bylaws:

Created 5/3/2008 and Amended 8/21/2010

History of Rotary District 7305 Bylaws:

Adopted by electronic voting by the Clubs of Rotary District 7330 on May 12, 2019 and adopted at the Annual Business Meeting at the District Conference of Rotary District 7300 on May 11, 2019, both effective immediately so the same would already be in the process of being utilized in anticipation of the July 1, 2019 date when Rotary District 7305 officially was deemed to commence upon the merger of Rotary District 7330 and Rotary District 7300, upon directive of Rotary International of October 30, 2018.

