

BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 7360, INC.
Effective July 1, 2014
Revised April 30, 2016
Revised May 1, 2021
Revised November 19, 2022

PREAMBLE

The Rotary clubs within District 7360 of Rotary International (the “District”) have adopted these Bylaws. Rotary International District 7360, Inc. (the “Corporation”) is formed as a non-profit corporation known as “Rotary International District 7360.”

ARTICLE ONE

NAME AND OBJECTIVES

- 1.1 Name.** The name of the Corporation shall be Rotary International District 7360, Inc.
- 1.2 Objectives.**
- 1.2.1** To provide structure for Rotary clubs within the District as assigned by Rotary International (“RI”); to provide support to these Rotary clubs in their pursuit of programs and activities that promote the objectives of Rotary; and to encourage, promote, extend, and supervise Rotary throughout the District.
- 1.2.2** To conduct District Conferences.
- 1.2.3** To conduct projects and activities consistent with the Corporation’s non-profit purposes and the object of Rotary, as defined by RI.
- 1.2.4** To hold, manage, sell, and lease personal and real property and to invest and reinvest corporate funds in any type of property or security which the Board of Directors may deem advisable whether or not such investments are of the type or character authorized by the laws of the Commonwealth of Pennsylvania, the State of West Virginia, or the State of Maryland for the investment of trust funds, and to enter into such contracts and execute such conveyances, instruments, and releases as may be necessary and proper to carry out the objects and purposes of the Corporation.
- 1.2.5** To engage in any other permitted activities for corporations exempt from federal income tax under Section 501(c) (4) of the Internal Revenue Code of 1986, as amended (the “Code”).
- 1.3 Tax-Exempt Status.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a non-profit corporation exempt from federal income tax under Section 501(c)(4) of the Code.

ARTICLE TWO

MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

- 2.1 Members.** The members of the Corporation (“Members”) shall be comprised of and limited to all Rotary clubs designated to be in the District pursuant to the Bylaws of RI. The addition or

removal of a Member club or clubs from the District pursuant to the RI Bylaws shall immediately and automatically result in a corresponding change in the membership (for clarity, references throughout these Bylaws to individual members of a club or membership of a club shall be in the lower case).

2.2 Dues. Each Member club shall pay semi-annual per capita dues to the Corporation at the rate established by the budget approved by the Presidents-elect at District Training Assembly before the year in which the dues are payable. The membership on which the per capita dues are based shall be the active membership as reported by RI as of July 1 and January 1 of each year. Dues shall be due and payable fifteen (15) days after the billing statement is mailed to the Member club.

2.3 Annual Meeting. The Annual Meeting of the Corporation is the formal annual business meeting of the Corporation.

2.3.1 Time of Meeting; Notice. The Annual Meeting shall be held during the District Conference which may be in person or in a virtual format. The District Governor, in consultation with the Board of Directors, shall establish the time and place/format for the Annual Meeting. The date of the Annual Meeting shall not conflict with the date of the District Training Assembly, International Assembly, or International Convention. The District Governor, on behalf of the Board, shall send to the Members written or electronic notice of the time and place/format of the Annual Meeting at least thirty (30) days, but not more than sixty (60) days, before the date of the meeting. A copy of all proposed resolutions to be considered at the Annual Meeting shall be included with such notice.

2.3.2 Resolutions. Any proposed resolution to be submitted for vote at the Annual Meeting shall be originated by a Member club, the District Governor, a District Committee, or the Board. Any proposed resolution shall be sent to the Board of Directors not later than sixty (60) days prior to the Annual Meeting. The Board shall then review the proposed resolution. No proposed resolution may be considered at the Annual Meeting without notice of such resolution having been given in the manner set forth above.

2.4 Voting at Annual Meeting.

2.4.1 Electors. Each Member club shall select, certify, and send to the Annual Meeting at least one (1) elector. Any Member club with a membership of more than twenty-five (25) **active** members shall be entitled to select, certify, and send one (1) additional elector for each additional twenty-five (25) members. For purposes of this section, the membership of a Member club shall be the number of individual *active* members in the Member club as of the date of the most recent semi-annual report preceding the date of the Annual Meeting. Any Member club whose membership in RI has been suspended by the Board of RI shall not be entitled to send any electors to the Annual Meeting. Each elector selected by a Member club for the Annual Meeting must be an *active* member of such Member club. An elector must be present at the Annual Meeting to vote.

2.4.2 Voting Procedures at Annual Meeting. (a) Electors Only. The following issues shall be restricted to the vote of the electors only: (1) the election of the District Governor-nominee; (2) the election of a member and alternate member of the District to serve on the Nominating Committee for selection of RI director-nominee; and (3) the election of the District's representative and alternate representative to the RI Council on Legislation. For the election of the District Governor-nominee, all votes from a Member with more than one vote shall be cast

for the same candidate.

(b) **Members in Good Standing.** Every active individual member of a Member club who is present and in good standing, whether or not an elector, shall be entitled to vote on all other matters submitted to a vote at such Annual Meeting not restricted to vote of the electors as set forth in subsection (a) above. Notwithstanding the foregoing, any elector shall have the right to demand a poll upon any matter presented at the Annual Meeting. In such cases, voting on such matter shall be restricted to the electors.

2.4.3 Quorum. A quorum for the enactment of legislation and other matters requiring approval at the Annual Meeting will consist of at least one (1) elector from a **simple** majority of the Member clubs at the Business Session, when such matters are to be considered at the Annual Meeting. The presence of a quorum will be determined by a roll call of Member clubs immediately preceding the report of the District Committee of Legislation at the Annual Meeting.

2.4.4 Approval of Legislation. All matters of legislation, and other matters requiring approval at the Annual Meeting, shall be adopted upon the affirmative vote of a majority of those present and entitled to vote at the Annual Meeting.

2.5 Special Meetings. The Board may call a special meeting of the Members. The Board shall send written or electronic notice of the time and *place/format* of any special meeting at least thirty (30) days, but not more than sixty (60) days, before the date of such special meeting.

2.6 Business of the Annual Meeting. Subject to the restrictions set forth in Section 2.4, the business that may be conducted at the Annual Meeting shall include (a) election of the District Governor-nominee, the District representative and alternate representative to the Council on Legislation, and the District representative member of the Nominating Committee that selects a director-nominee of RI; (b) consideration of any amendments to the Corporation's Articles of Incorporation or Bylaws that are properly submitted; (c) consideration of all resolutions that have been properly submitted; and (d) other business as shall properly come before the Annual Meeting.

ARTICLE THREE

BOARD OF DIRECTORS

3.1 Number and Qualifications. A Board of Directors consisting of five (5) or more Directors shall oversee the business and affairs of the Corporation. Only active member Rotarians, as defined by RI, who are members of Member clubs in the District, and who have served as president of a Member club in any Rotary District are eligible to serve as Directors.

3.2 Composition. The Board shall be composed of the District Governor, the District Governor-elect, the District Governor nominee, and the three (3) most recent and available Past District Governors of the District who are active members of a Member club. The District Governor shall serve as the Chairperson of the Board. The District Governor-elect shall serve as the Vice-Chairperson. Subject to Section 3.3, a Director shall serve for so long as he or she occupies one of the positions listed in this Section 3.2. In the event a Director no longer occupies one of the positions listed in this Section 3.2, the Director shall be automatically removed as Director, without ratification of the Board. Additional Directors meeting the qualifications may be appointed by the District Governor, with ratification of the Board of Directors, to serve a one-year term to run concurrently with the District Governor.

3.3 Appointment of Successor Past District Governor. In the event of the death, removal, or

resignation of any of the three (3) most immediate Past District Governors serving on the Board, or in the event any such Past District Governor is no longer an active member of a Member club, the District Governor may appoint a Past District Governor of the District to fill the former Director's unexpired term.

3.4 Removal from the Board. The Board may, by a majority vote of the Directors, vote to remove any Director for cause.

3.5 Board Meetings.

3.5.1 Time; Place. Meetings of the Board of Directors shall be held at least twice per year as provided in this Section. The Board meetings shall be held at the locations determined by the Board. The Board may determine under Section 3.5.2 that a meeting of the Board shall be held solely by means of remote communication.

3.5.2 Meetings Solely by Means of Remote Communication. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by Section 3.5.4, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.5.3 Participation in Meetings by Means of Remote Communication. A Director may participate in a Board meeting by means of telephone conference or, if authorized by the Board, by such other means of remote communication, in each case through which the Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by this means constitutes presence at the meeting.

(3.5.3.1) Calling Meetings; Notice. The District Governor or any two (2) Directors may call a Board meeting by giving at least five (5) days notice to all Directors of the date, time and place/format of the meeting. Any notice given to a Director by a form of electronic communication consented to by the Director to whom the notice is given, is effective when given. The notice is deemed given (i) if by facsimile communication, when directed to a facsimile number at which the Director has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or (iii) if by any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

3.5.4 Previously Scheduled Meetings. If the day or date, time, and place/format of a Board meeting were announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

3.5.5 Waiver of Notice. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the

Director objects at the beginning of the meeting to the transaction of business because the meeting was not properly called or convened in accordance with these Bylaws and does not participate thereafter in the meeting.

3.5.6 Absent Directors. A Director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

3.5.7 Quorum. A majority of the Directors currently holding office present at a meeting is a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

3.5.8 Voting. At all meetings of the Board, each Director shall have one (1) vote.

3.6 Act of the Board. The Board of Directors shall take action by the affirmative vote of (i) a majority of the Directors present at a duly held meeting at the time the action is taken, or (ii) a majority of the minimum proportion or number of Directors that would constitute a quorum for the transaction of business at the meeting, unless otherwise required by these Bylaws or by the Articles of Incorporation.

3.7 Action Without a Meeting. Any action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed or consented to by authenticated electronic communication by all of the Directors. If the action need not be approved at the Annual Meeting and the Articles of Incorporation so provide, the action may be taken by written action signed or consented to by authenticated electronic communication by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. The written action is effective when signed or consented to by authenticated electronic communication by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. Failure to provide the requisite notice does not invalidate the written action; provided, however, a Director who does not sign or consent to the written action has no liability for the action or actions taken thereby.

3.8 Compensation. Directors shall not be compensated for their duties as Directors, except that the Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of the Corporation.

ARTICLE FOUR

OFFICERS

Only Rotarians who are active members of Member clubs shall be eligible to serve as officers. The officers of the Corporation shall consist of those officers described in this Article Four, and such other officers as the Board may appoint.

4.1 District Governor. The District Governor shall serve as the President and Chief Executive Officer of the Corporation. The District Governor shall perform the customary duties of a president and a chief executive officer of a non-profit corporation and those assigned by the Bylaws and policies of RI, by these Bylaws, and by the resolutions of the Corporation. The District Governor shall be elected for a one (1) year term in the manner set forth in the Bylaws and policies of RI, by these Bylaws, and by the resolutions of the Corporation. The Board may, by majority vote, but only for cause, request the President of RI to remove a District Governor pursuant to the Bylaws and policies of RI.

4.1.1 Responsibilities. In addition to any duties assigned by the Bylaws and policies of RI and the resolutions of the Corporation, the District Governor shall have the following responsibilities: (a) schedule the time, date and place/format for the Annual Meeting, for Board of Directors meetings and College of Governors meetings; (b) communicate at least monthly with each club president and secretary; (c) appoint all chairs of District committees District Governor and make the information available to all members.

4.1.2 Selection. In accordance with the Nominating Committee procedures set forth in Article 7 herein, the Corporation shall select a District Governor-nominee not more than thirty-six (36) months or less than twenty-four (24) months prior to the date of taking office unless the Board of RI extends such date for good and sufficient reason. The District Governor-nominee will be elected as District Governor-elect at the RI convention held immediately preceding the year in which the District Governor-nominee is to be trained as the District Governor-elect at the International Assembly. The District-Governor nominee so elected shall serve a one (1) year term as District Governor-elect and assume office on July 1, in the calendar year following election.

4.2 District Governor-elect. The District Governor-elect shall serve as the Vice Chairperson of the Corporation. The District Governor-elect shall assume this office in the manner set forth by the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation adopted. The District Governor-elect shall assume the office of District Governor in the year immediately after serving as District Governor-elect. The District Governor may assign other responsibilities to the District Governor-elect, which are in addition to those prescribed by the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation adopted. If the District Governor-elect is unable to fulfill the duties of District Governor- elect or to assume the position of District Governor, the District Governor-nominee may, when possible, upon certification by the District Governor and with notice to all Members, assume the position of District Governor-elect. The District Governor-elect shall serve as an assistant to the District Governor.

4.2.1 Responsibilities. In addition to any duties assigned by the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation adopted, the District Governor-elect shall (a) arrange a Presidents-Elect Training Seminar (PETS) after the International Assembly for all incoming Member club presidents for the purpose of providing instruction and information on administering Member clubs and Rotary service; and (b) encourage attendance of all Member club presidents-elect at the PETS and the District Assembly of Rotarians. The District Governor-elect may excuse a Member club president-elect from attendance at PETS; provided, however, that if a Member club president-elect shall be so excused, the Member club president-elect must send a designated Member club representative to the PETS who shall report back to the Member club president-elect. If the Member club president-elect either (i) fails to be so excused or (ii) if excused, fails to send a designated club representative to the PETS, then the Member club president-elect shall not be qualified to serve as Member club president.

4.3 District Governor-nominee. The minimum qualifications for serving as a District Governor-nominee include at least five years as a Rotarian, two years as a member in the District and one (1) year of service as president of a RI recognized Rotary club. The District Governor-nominee shall assume the office of District Governor-elect in the year immediately after serving as District Governor-nominee. The District Governor may assign responsibilities to the District Governor-nominee, which are in addition to those prescribed by the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation.

4.4 Area (Assistant) Governors.

4.4.1 Selection. The minimum qualifications for serving as an Area(Assistant) Governor include current membership in a Member club for at least three years and at least one (1) year of service as club president of a Member club or of any RI recognized Rotary club. By the end of November of the year he or she is serving as District Governor-elect, the District Governor-elect shall select an **Area/Assistant** Governor for each of the areas comprising the District. The term of an **Area/Assistant** Governor shall be for one (1) year, but may be renewed for two (2) additional consecutive terms upon the approval of the District Governor.

4.4.2 Responsibilities. In addition to any duties assigned by the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation, the Area (Assistant) Governors shall (a) attend the Area (Assistant) Governor Training Seminar, and attend and actively promote attendance at the District Conference/Annual Meeting, the District Assembly, and other meetings or events as directed by the District Governor; (b) meet with and assist the incoming Member club presidents in his or her assigned area before the commencement of the Rotary year to discuss Member club goals; (c) report as necessary to the District Governor after the visit with each incoming Member club president; (d) attend the official Member club visit with the District Governor; (e) encourage Member clubs to follow through on requests and recommendations of the District Governor; (f) participate in the Rotary Foundation programs, annual and special giving events and other special assignments as necessary; encourage clubs to use Rotary Club Central for assessment and planning goals;-(g) act as liaison between their assigned Member clubs and the District Governor; (h) interface and communicate with other Area (Assistant) Governors in the District; and (i) perform other duties as may be assigned by the District Governor.

4.5 District Treasurer. The District Governor shall appoint the District Treasurer, who shall serve at the pleasure of the District Governor for a one (1) year term to coincide with that of the District Governor; provided, the District Treasurer may serve for two (2) additional consecutive one (1) year terms, not to exceed three (3) consecutive one (1) year terms, so long as he or she remains in good standing of a Member club. The District Treasurer shall be an *ex officio* member of the District Finance Committee and Board of Directors. The District Treasurer shall maintain such records of account as may be necessary to reflect the receipts, expenditures, and financial condition of the Corporation, and shall perform any other duties as are customary for this office. The District Treasurer shall be empowered, upon approval of the District Governor chain and Finance Committee chair to sign checks for the disbursement of the Corporation's funds and further provided, that checks shall only be issued upon the receipt of a detailed invoice, receipt or statement of expense by the District Treasurer. The District Treasurer shall be responsible for the billing and collection of Member Club dues. The District Treasurer shall prepare for each College of Governors Meeting and Annual Meeting for each Rotary year a financial statement showing receipts and disbursements, assets and liabilities of the Corporation. The District Governor may assign other responsibilities to the District Treasurer, which are in addition to those prescribed by the Bylaws and policies of RI,

these Bylaws, and the resolutions of the Corporation.

4.5.1 District Budget. The District Governor-elect, in coordination with the District Finance Committee, shall present the District Budget for approval at the District Training Assembly. At a date set by the District Governor-elect, which shall be prior to the District Training Assembly each year, the District Finance Committee shall prepare the District Budget based upon the budget requests from each District committee together with an estimate of the reasonable operating expenses of the Corporation. The District Governor-Elect shall submit a recommended District Budget to the District Finance Committee for review. The District Governor-elect shall then submit the recommended District Budget to the Member club presidents-elect for approval at the District Training Assembly. The District Budget shall be adopted upon majority vote of the Member club presidents-elect.

4.5.2 Financial Statements. The District Treasurer shall publish and make available to all Member clubs semi-annual reports reflecting the entire financial status of all activities in the District. In addition, the District Treasurer shall annually submit to the District Governor, immediate Past District Governor, District Governor-elect, District Governor-nominee and all Member clubs an annual financial report of the previous Rotary year. This annual report shall be filed within three (3) months of the end of the Rotary year. It shall include, but not be limited to: (a) all sources of the Corporation's funds; (b) all funds received by, or on behalf of the District fundraising activities; (c) all financial transactions of the District committees; (d) all financial transactions of the District Governor by or on behalf of the Corporation; (e) grants received from the Rotary Foundation or funds of the Rotary Foundation designated by the Corporation for use; (f) all expenditures of the Corporation's funds; (g) all funds received by the District Governor from RI; and (h) all other funds received by the Corporation from any source.

4.5.3 District Funds and Bank Accounts. For purposes of these Bylaws, "District Funds" shall include any funds, cash, accounts, securities, donations, dues, bequests, legacies, registration fees, per capita contributions or other properties that belong to or are in the possession of the Corporation. All District Funds shall be deposited or invested where prudent in such bank or financial institution as may be recommended by the District Treasurer and approved by the District Governor and the District Finance Committee. All bank accounts shall clearly indicate that the funds are the property of the Corporation and not the personal property of any Member club or individual club member.

4.5.3.1 District Budget Reserve Expenditures. Expenditures from any District Budget Reserve may be made only by a proposal for such expenditure made in writing to the District Governor. The proposal may also be made by the District Governor. The proposal must receive approval of the Board of Directors and the District Finance Committee. The District Governor shall then provide a ballot to each Member club president explaining the proposal and including the recommendation of the Board of Directors and the Finance Committee. The entire sections of the District Budget affected by such proposal shall be included in the ballot. The expenditure shall be approved only upon the majority vote of the Member club presidents. Ballots will be valid only if they are received by the District Governor within twenty (20) days of distribution. Any ballots not received in twenty (20) days shall be deemed to be a vote in favor of the proposal.

4.5.4 Bond. The District Treasurer shall be bonded. The bond shall be for such amount as may be determined by the District Finance Committee and approved by the District Governor.

4.5.5 Assistant Treasurer. The District treasurer may appoint assistant treasurer(s) with approval of the District Governor-elect to serve a one-year term concurrent with the District Governor-elect's term as District Governor.

4.6 District Administrator. The Board may hire a District Administrator who shall be an independent contractor to the Corporation. The District Administrator shall be a member in good standing of a Member club. The District Administrator position shall be part-time at no more than twenty (20) hours per week during any given Rotary year. The hourly rate for the position shall be determined by the District Governor and may be modified from time to time by the District Governor in consultation with the District Governor-elect, the District Governor-nominee and the District Treasurer. The District Administrator shall report to the District Governor. The District Administrator's duties shall vary from time to time based on the then-current activities in the District, as may be determined by the District Governor.

4.7 District Secretary. The District Governor shall appoint a District Secretary who shall be a member in good standing of a Member club and whose term shall be for one (1) year to coincide with the term of the District Governor. The District Secretary shall maintain the official district records and performs a variety of additional secretarial duties.

4.8 Removal from Office, Other Than the District Governor. The removal of any officer, other than the District Governor, may be made for cause and upon majority vote of the Board of Directors.

ARTICLE FIVE

GOVERNING AND ADVISORY BODIES

5.1 Executive Committee

5.1.1 Composition. The Executive Committee shall be composed of the District Governor, the District Governor-elect, the District Governor-nominee, and the most immediate and available Past District Governor, who is an active member of a Member club within the District. The District Governor shall serve as the Chairperson of the Executive Committee.

5.1.2 Responsibilities. The Executive Committee shall exercise all powers of the Board when the Board is not in session. It shall make decisions between meetings of the Members and between meetings of the Board on behalf of the Corporation on matters requiring immediate attention.

5.2 College of Governors. In accordance with the RI Manual of Procedures, a council of Past District Governors called the College of Governors provides assistance to the District Governor, the District Governor-elect, and the District Governor-nominee in planning and operating their respective responsibilities. The College of Governors shall be composed of all Rotary International Past District Governors who are active members of a District Club, the District Governor, the District Governor-elect, the District Governor-nominee, the District Treasurer, the District Secretary, and District Administrator. The College of Governors shall act in an advisory capacity only and meet at least twice per year.

ARTICLE SIX

**REPRESENTATIVE TO THE RI COUNCIL ON RESOLUTIONS
AND AT THE COUNCIL ON LEGISLATION**

- 6.1 Composition.** Each representative to the RI Council on **Resolutions and Council on** Legislation must be a member of a Member club and must have served a full term as an officer of RI at the time of election. Provided, however, upon certification by the District Governor with the concurrence of the President of RI, that no past officer is available in the District to serve as representative, a Rotarian who shall have served less than a full term as the District Governor or District Governor-elect may be elected to serve.
- 6.2 Responsibilities.** The responsibilities of the representative to the RI Council on **Resolutions and Council on** Legislation shall include (a) preparation of a summary of the Corporation's proposed amendments and resolutions to be considered by the Council on Legislation; (b) securing from the Members opinions on these proposed amendments and resolutions; and (c) performing any other duties described in the Bylaws and policies of RI.
- 6.3 Election.** The representative and alternate representative to the Council on Resolutions and Council on Legislation shall be elected in accordance with the Bylaws of RI, as amended. Two (2) years before the year in which the RI Council on Legislation meets, the Corporation shall elect at its Annual Meeting one (1) representative and one (1) alternate representative to the RI Council on Legislation. Election shall be by the duly designated voting electors and chosen in accordance with the Bylaws and policies of RI. The names of the representative and alternate representative to the RI Council on **Resolutions and Council on** Legislation shall be reported by the District Governor to the General Secretary of RI promptly following their election.

ARTICLE SEVEN

DISTRICT COMMITTEES

- 7.1 General.** District committees shall be established to support the development and growth of Member clubs. Other standing and ad hoc committees may be established as deemed necessary by the Corporation to support the Members and the administration of the Corporation.
- 7.1.1 Appointment of Chairpersons.** The District Governor-elect shall appoint the chairperson of the District committees and subcommittees except for those committees for which these Bylaws specify a different method. The District Governor-elect shall make the appointments by the first day of May preceding his or her term as District Governor. Unless specified otherwise herein, the chairperson shall serve for a term of one (1) year. Past District Governors may serve as committee chairs. The committee chairperson may organize his or her committee, including appointing a secretary, as necessary in the chairperson's discretion.
- 7.1.2 Committee Members.** All committees should strive for at least five (5) Rotarians representing all areas of the district. The District Governor-elect or the chairperson of a committee shall appoint new and continuing members to the committee except for those committees for which these Bylaws require a different method. Each committee member shall serve a term of one (1) year and may serve additional terms, unless otherwise specified in these Bylaws. In the event of a vacancy on a committee due to the resignation of a committee member or otherwise, the District Governor may appoint another Rotarian to complete the unexpired term of the committee member responsible for the vacancy. With the exception of Past District Governors, no more than one (1) Rotarian from each Member club shall serve on the same

committee, except in the case of justifiable circumstances.

7.1.3 Quorum. A quorum for the transaction of business at a meeting of a committee shall exist if more than one-third of the committee shall be present at such meeting.

7.1.4 Committee Budget. Committees shall submit a budget to the Finance Committee by **January 15** of each year.

7.1.5 Committee Expenses. Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments may be reimbursed from District funds provided such expenses are included in the District Budget and are substantiated.

7.1.6 Creating Committees. The District Governor may establish additional committees at his or her discretion. The District Governor shall appoint the chairperson and members of any such committee and provide the committee's scope, duties, duration, and budget.

7.1.7 Ex-officio Members of Committees. *Ex-officio* members of committees shall have all the rights of committee members, except the right to vote unless specifically stated otherwise. *Ex-officio* committee members shall not count toward any required quorum. The District Governor, the District Governor-elect, the District Governor nominee, and the District Governor nominee Designate shall be *ex-officio* members of all committees.

7.2 Finance Committee. The Finance Committee shall be chaired by the Immediate Past District Governor. Its members shall include the District Governor, District Governor Elect, District Governor Nominee, plus six additional members, two chosen by the District Governor each year for a three year term. At least one member must be a CPA. The District Treasurer shall be a non voting *ex-officio* member. No member may serve more than six years.

7.2.1 Responsibilities

- a. Review and suggest revisions to the budget proposed by the District Governor Elect each year prior to its informational presentation at PETS, including District dues and any other changes in fees.
- b. Provide guidance to the District Board on an appropriate target amount for the reserve fund and on appropriate investment of the reserve fund in accordance with Rotary International policies and procedures.
- c. Review and suggest any needed changes to financial policies.
- d. Review December 31 and June 30 financial statements and the annual report for Rotary International.
- e. Advise the District Governor and Executive Committee on any material differences between the budget and actual income and expense.
- f. Select two Finance Committee members, one of whom must be a CPA, to serve as an audit subcommittee to review the books of the District as prepared by the Treasurer at the end of each fiscal year and report back to the entire committee. Members of the audit subcommittee shall serve two year terms with one new member each year.
- g. Review the IRS Form 990 prior to submission and post to the District website after it is filed.

7.3 The Rotary Foundation Committee. The purpose of the District Rotary Foundation Committee is to administer and oversee all of the Rotary Foundation programs in the District. It shall endeavor to carry out the objectives of the Rotary Foundation, which is the achievement of world understanding and peace through charitable and educational programs. The District Rotary

Foundation Committee generally conducts its business through the use of subcommittees. In carrying out its purpose, the Committee shall (a) provide information about Rotary Foundation activities and programs in Member clubs; (b) encourage support for the Rotary Foundation through all channels and for securing funds; (c) appoint and monitor the progress of any subcommittees.

- 7.4 Innovative Club Advocate Committee.** The Innovative Club Advocate Committee shall encourage and promote the formation of new non-traditional types of clubs. In carrying out its purpose, the Innovative Club Advocate Committee shall explore innovative avenues for growing

Rotary and sharing these ideas with clubs including Interact, Rotaract, Rotary Community Corps, Satellite Clubs, Passport Clubs, Cause-based clubs, e-clubs and other innovative approaches.

- 7.5 Interact Committee.** Membership shall be Rotarians in good standing who have an interest in Interact. The number of members may vary and shall be determined by the number of members needed to carry out the committee mission. The purpose of the Interact Committee shall be to administer the District's Interact Program of RI. In carrying out its purpose, the Interact Committee shall (a) assist the District Governor in publicizing the Interact Program of RI; (b) administer the District Interact Program; (c) encourage and assist Member clubs in sponsoring and organizing Interact Clubs within the District; (d) develop the exchange of information between existing Interact Clubs and encourage cooperation and joint meetings between Interact Clubs; and (e) provide other appropriate activities that will promote and strengthen the Interact movement.

- 7.6 Membership Committee.** The purpose of the Membership Committee shall be to train Member clubs in ways to promote membership development. In carrying out its purpose, the Membership Committee shall (a) assist Member clubs in analyzing reasons that individual club members leave Rotary and suggest retention strategies; (b) encourage Member clubs to assist individual club members who need to transfer or relocate to a new Member club within the District; (c) assist Member clubs in preparing a-classification survey of their community; (d) assist Member clubs in reviewing their rosters and surveys to promote diverse club membership and to determine prospective new individual club members; (e) provide any other appropriate activities or programs that will encourage an increase in Rotary membership; and (f) present membership seminars for individual club members covering topics relating to recruitment and retention.

- 7.7 Nominating Committee.**

7.7.1 Composition. The Nominating Committee shall consist of eleven (11) Rotarians within the District, four (4) of which, including the Chairperson, shall be the most recent Past District Governors available to serve. The remaining seven shall be selected by the District Governor-elect subject to the approval of the District Governor. (Further qualifications that may be required will be detailed in the District Leadership Plan/Handbook, Rotary District 7360.) The Chairperson of the Nominating Committee shall be the Past District Governor who is four (4) years removed from serving as District Governor. If he/she is not available to serve, then the chairperson shall be a Past District Governor appointed by the District Governor-Elect. No member, alternate member, candidate for membership on the Nominating Committee, whether elected or not, or any candidate who is elected and subsequently resigns from the Nominating Committee shall be eligible to be nominated for the respective office in the year in which the Nominating Committee serves.

7.7.2 Responsibilities. The Nominating Committee shall seek out and propose the best available candidates for the office of District Governor-nominee and for the office of District Governor-elect, if necessary. The District Governor-nominee shall be nominated by the Nominating Committee before the Annual Meeting in accordance with the Bylaws and policies of RI, these Bylaws, and the resolutions of the Corporation. The Nominating Committee shall ensure all applications for District Governor-nominee include Member club recommendations and a complete resume of the individual proposed. The District Committee shall meet as necessary for the purpose of interviewing and selecting nominees for District Governor-nominee Designate to be presented to the District at the Annual meeting held during the District Conference. The Nominating Committee shall notify the then-current District Governor of the candidate selected. The District Governor shall then notify the Member clubs of the name and identity of the Member club of the District-Governor nominee in accordance with the RI Bylaws.

7.7.3 Nominating Procedure. Each year, Member clubs suggesting candidates for nomination as the District Governor must submit applications to the Chairperson of the Nominating Committee by the date specified in a notice from the District Governor and the Chairperson of the Nominating Committee. The Nominating Committee shall not be limited in its selection to those names submitted by Member Clubs. The Nominating Committee shall evaluate the qualifications of each candidate and shall nominate the best-qualified Rotarian available to serve as District Governor. The Nominating Committee shall interview all candidates and will make a report of its nomination to the District Governor in accordance with the Bylaws of RI. The District Governor shall publish the report of the Nominating Committee and fix a deadline for the submission by Member clubs of names of any other challenger candidates, which deadline will be not less than fourteen (14) days after publication of the report. Any Member club may propose a challenger candidate for District Governor-nominee. The challenger candidate must have been duly submitted to the Nominating Committee for consideration. The District Governor shall notify all Member clubs of the name(s) of the challenger candidate(s). The District Governor shall inquire if any Member club wishes to concur with this challenge. Only challenges that have been concurred with by at least ten (10) other clubs in the District will be considered. All candidates for District Governor-nominee will be voted upon at the Annual Meeting. If no Member club proposes a Rotarian for District Governor-nominee, or if no candidate otherwise qualifies, the Nominating Committee shall select a candidate and present his or her name to the District Governor under the procedures set forth above.

7.8 Public Image Committee. The purpose of the Public Image Committee shall be to interpret RI's Programs of Service to Member clubs, individual Rotarians, and the public. In carrying out its purposes, the Public Image Committee shall (a) develop a communication network between Member clubs to provide timely information; (b) develop a roster of media contacts to provide for distribution of Rotary information; (c) distribute information on District and Member club projects and activities; (d) distribute information from RI to appropriate areas; (e) provide appropriate information to the Newsletter Editor for publication in the District's monthly newsletter; (f) encourage and assist Member clubs in the dissemination of Rotary information to their members and communities; (g) encourage the publication and exchange of Member club bulletins; and (h) provide any other appropriate activities or programs that will promote dissemination of information relating to Rotary.

7.9 Rotaract Committee. The purpose of the Rotaract Committee shall be to administer the District Rotaract Programs of RI. In carrying out its purpose, the Rotaract Committee shall (a) assist the District Governor in publicizing the Rotaract Programs; (b) administer the District Rotaract

Programs; (c) encourage and assist Member clubs in sponsoring and organizing Rotaract clubs in the colleges, universities, and communities within the District; (d) develop the exchange of information between existing Rotaract clubs and encourage cooperation and joint meetings between Rotaract clubs; and (e) provide any other activities that will promote and strengthen the Rotaract movement.

7.10 Strategic Planning Committee. The Strategic Planning Committee shall consist of the immediate Past District Governor, the District Governor, the District Governor-elect, the District Governor-nominee and the District Governor-nominee-designate **and other leaders as determined by the committee chair and District Governor-elect.** The purpose of the Strategic Planning Committee shall be to define the long term (five (5) year) and short term (three (3) year) goals of the Corporation and to perform regular and systematic reviews of Corporation operations with the aim of developing strategies to identify and address opportunities and challenges associated with those goals. The Strategic Planning Committee may form subcommittees as it requires, consisting of individual members of Member clubs and other such individuals as the Committee sees fit to appoint. In carrying out its purpose, the Strategic Planning Committee shall (a) hold regular meetings to discuss issues related to strategic planning for the Corporation; (b) promote continuity of purpose among the past, current and future District Governors; and (c) issue regular reports to the Member clubs outlining the recommendations, strategies, and proposed amendments to the Resolutions.

7.11 Youth Exchange Committee. The purpose of the Youth Exchange Committee shall be to actively promote and encourage the exchange of students between countries and to arrange to have students as guests of Rotarians within the District in order to enable the students to learn the social, economic, and cultural aspects of life on a personal basis in a different country. In carrying out its purpose, the Youth Exchange Committee shall (a) work with Eastern States Student Exchange (ESSEX) to arrange for students in the District to travel to foreign countries and to obtain host families for foreign students visiting the District; (b) actively promote the concept of Youth Exchange among the various Member clubs so that a large number of qualified candidates are available each year to participate in the program; and (c) oversee the hosting of these foreign students in the District.

ARTICLE EIGHT

LIABILITY, INDEMNIFICATION AND INSURANCE

8.1 Limitation of Liability. To the fullest extent permitted by law, no Director of the Corporation shall be personally liable for monetary damages for any action taken, or for any failure to take any action, as a Director; provided, however, such limitation of liability shall not apply if the Director shall have breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; and further provided that the provisions of this paragraph shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, state or federal law.

8.2 Indemnification. The Board may establish and implement policies for indemnification of directors, officers, employees and agents except as prohibited by law. No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful

misconduct or recklessness.

- 8.3 Insurance.** The Corporation may provide, at its expense, insurance to protect itself and for the benefit of any Director or officer of the Corporation against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under law.

ARTICLE NINE

MISCELLANEOUS

- 9.1 Conformity with RI Articles of Incorporation and RI Bylaws.** These District Bylaws are intended to **be consistent with and** supplement the Articles of Incorporation and Bylaws of RI. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or policies of RI, as amended, then the terms of the Constitution, Bylaws, or policies of RI shall prevail. These bylaws should be subject to review in the year following the Council on Legislation.
- 9.2 Roberts' Rules of Order.** The edition of *Robert's Rules of Order, Newly Revised* that is then currently sanctioned by the Roberts' Rules Association governs this Corporation in all parliamentary situations that are not provided for in the law, these Bylaws, or adopted Resolutions.
- 9.3 Fiscal Year.** The fiscal year shall be from July 1 through June 30.

ARTICLE TEN

AMENDMENTS

- 10.1 Amendment Process.** These Bylaws may be amended as follows:
- 10.1.1 At the Members Annual Business Meeting.** These Bylaws may be amended at the Annual Meeting by a majority vote of those members present and voting, provided that 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, and provided further that the District Governor shall have given notice of such proposed amendment to all Members at least thirty (30) days before the Annual Meeting of the Members.
- 10.1.2 Vote By Electronic or Mail Ballot.** These Bylaws may be amended by Electronic or Mail Ballot of the Members if a majority of the votes are cast in favor of the proposed amendment. Each Member shall have that number of votes as otherwise set forth in Section 2.4 of these Bylaws as if electors were voting at the Annual Meeting. Each Club must cast its entire vote as a block. The proposed amendment must have been submitted in writing to the District Governor at least sixty (60) days before the date of the Electronic or Mail Ballot vote, and the District Governor must have given notice of such proposed amendment to all of the Members at least thirty (30) days before the date of the Electronic or Mail Ballot vote.
- 10.1.3 Who May Propose An Amendment to the Bylaws.** Only the District Governor, the District Governor-elect, the Board, or a Member Club may propose an amendment to these Bylaws.
- 10.2 Effective Date.** Amendments to the Bylaws shall be effective on July 1 following the Annual Meeting at which they were adopted, unless otherwise specifically stated in such amendment.

10.3 Amendment Limitation. Unless otherwise required by law, the Corporation may not adopt any amendment to these Bylaws that conflicts with the Constitution, Bylaws, or policies of RI.

Adopted at Rotary District 7360 Annual Meeting on April 26, 2014 to be effective July 1, 2014. Revised at Rotary District 7360 Annual Meeting on April 30, 2016. Revised at Rotary District 7360 Annual Meeting on May 1, 2021. Revised at Rotary District 7360 Annual Meeting on November 19, 2022.