

ROTARY WESTERN GREAT LAKES DISTRICT CONFERENCE, INC. Council By-Laws

Article 1 – Introduction

Over recent years Rotary International Districts 6220, 6250 and 6270 (hereafter the “Member Districts”) have held single, dual, or three-fold combinations of District Conferences. The Member Districts have participated in a multi-district club President Elect Training conference with successful results. The multi-district approach has demonstrated numerous advantages in planning and executing a multi-district conference. Leadership of the Member Districts have informally agreed that it is time to establish a Multi-District Conference Planning Council. This Council will be responsible for developing, implementing, and managing the on-going operations of a Multi-District Conference as stated in this document.

Article 2 – Purpose

Rotary International states “The purpose of the district conference is to engage members at all levels, from the most senior leaders to the newest of members. The event should recognize accomplishments of members, clubs, and the district in order to inspire all to become more involved, to give them a vision of Rotary beyond the club level, and to provide a memorable fellowship experience.”

Additionally, in accordance with Rotary International Policies and Procedures, the duties of the District Governor include planning and presiding at the District Conference. The Council exists to support the Governors, Governors-Elect and Governors Nominee of the Member Districts in planning and carrying out multi-district conferences.

Among the advantages expected by the Council are:

- Largest possible attendance of Rotarians and partners
- Favorable budget through economies of scale
- Ability to attract the best speakers and facilitators.
- Greater size meeting to generate maximum enthusiasm.
- A broader base for Rotary fellowship, networking, and exchange of ideas
- Avoidance of the annual recreation of logistical/operational activities of a conference
- Enhanced exposure to the global reach of Rotary
- Participants will learn from other Rotary Clubs and opportunities in each District.

Article 3 – Membership

A written agreement for each Member District has been signed by the Rotarians then holding the office of District Governor, District Governor-Elect and District Governor-Nominee, accompanied by an initial assessment fee, and the additional annual fees necessary for operating funds for the current year.

Any District hereafter wishing to join the Multi District Conference (an “Applicant”) must submit a letter of application indicating its desire to join and agreement to the purpose of the Council, as stated in Article 2.

- Letter of application must be submitted to the Council Executive Committee 22 Months prior to the Conference in which the applicant wishes to participate. (Example: If a district desires to join the April 27th, 2025, Conference, application is required prior to July 1, 2023.)
- The Council Executive Committee will review and make a recommendation prior to the next Council meeting, following which a written agreement will be submitted to Applicant for signature. The signed written agreement must be returned within 30 days and shall be accompanied by the initial assessment fee plus any additional annual fees. Addition of an Applicant requires approval by 2/3’s majority of votes cast at the next Council meeting and no later than the spring Council planning meeting. Once admitted, an Applicant is thereafter a Member District.
- The Council will include an approved Applicant as soon as logistically and feasibly possible.

Each Member District must agree, in writing, to continue its participation for not less than two (2) years in advance of the Rotary Year in which it will no longer participate.

- A Member District may only terminate its participation in the Council by a written statement signed by the Rotarians then holding the office of District Governor, District Governor-Elect and District Governor-Nominee.
- A Member District may only be terminated by the Council by a written notice to the Member District not less than 30 days prior to a Council meeting and requires a 2/3’s majority of votes cast at the Council meeting.
- A terminated District shall not be entitled to a refund of its enrollment or annual fee or a distribution of any part of the net assets of Multi-District Conference.

Article 4 – Multi District Conference Organizational Structure of the Council and Conference Planning Committee

Council members vote on long term issues: facility and location, budget, and others as specified in the By-Laws.

The nineteen (19) Voting Members of the Council include the 10 Council Positions plus the associated District Governors, District Governors-Elect, District Governor Nominees.

MULTI DISTRICT COUNCIL ORGANIZATIONAL STRUCTURE*³	Term Length
Council Chair * ¹	2 Year Term
Council Vice Chair * ¹	2 Year Term
Treasurer * ¹	2 Year Term with additional 2-year term
Secretary * ¹	2 Year Term with additional 2-year term
Nominating Chair	2 Year Term
Nominating Vice Chair	2 Year Term
Site Selection Chair	2 Year Term
Site Selection Vice Chair	2 Year Term
Conference Chair * ¹	2 Year Term
Conference Vice Chair * ¹	2 Year Term
Conference Administrator	A proposed position subject to council approval and contract details. The Conference Administrator is a non-voting member of the Council.
Other Council Members	
DG * ¹	1 Year Term (simultaneous with DG term)
DGN	1 Year Term (simultaneous with DGN term)
DGE	1 Year Term (simultaneous with DGE term)

Multi District Conference Council Organizational Structure Notes:

1. Council Executive Committee Members

The Conference Planning Committee executes the work of planning the annual conferences as specified in the By-Laws and in accordance with the Tri-Con Policies & Procedures Manual.

CONFERENCE PLANNING CORE COMMITTEE ORGANIZATIONAL STRUCTURE ^{*1 & 2}	Report to:
Conference Planning Chairs	Council & Current Year DGs
Conference Administrator^{*5}	Council President and Conference Planning Chair
Registration	Conference Planning Chair
Facilities	Conference Planning Chair
Programs^{*3 & 4}	Conference Planning Chair
Marketing and Advertising	Conference Planning Chair
Speaker Coordination and Hosting	Conference Planning Chair
Sponsorship	Conference Planning Chair
House of Friendship	Conference Planning Chair
Sargent at Arms (Ambassadors)	Conference Planning Chair
Foundation^{*3}	Conference Planning Chair
Polio Plus^{*3}	Conference Planning Chair
Youth Programs (RYE & Interact)^{*3}	Conference Planning Chair
Rotaract^{*3}	Conference Planning Chair

Multi District Conference Planning Committee Organizational Structure Notes:

1. The Conference Planning Chair may create additional ad-hock sub-committees annually to accomplish the work of the conference. Examples of such ad-hock sub-committees include Service Project, Activities, PowerPoint Creation, Stage Manager, and Emcee. The Conference Planning Chair will utilize DG, DGE, and DGNs to provide nominations to fill position needs.
2. Nominations to the Core Conference Committees are for 2-year terms.
3. Positions on these Conference Planning Committees are automatically filled by the individuals serving in the corresponding District Committee Roles.
4. Each District is responsible for designating two (2) representatives to serve on the Program Committee.
5. The Council may elect to retain a paid Conference Administrator to complement the duties of the Conference Planning Chair, Site Selection, Registration, and Facilities. A Conference Administrator would have a professional background in events and conference management.

Article 5 – Council and Conference Planning Committee

The **Council** shall be chaired by the Council Chair and shall consist of the members enumerated in Article 4.

General Guidelines for the Council:

- Shall be composed of members from each of the participating Districts.
- Members of the Council voted by the Council at its Annual Meeting in May for a term of two years, with successive terms as permitted.
- Council committees shall make quarterly reports of progress to the Council Chair and Conference Planning Committee Chair.

Recommended that Rotarian candidates for Council roles have an interest and experience in areas of events, motivation, training, management and/or club organization.

Vacancies due to resignations or inability to serve in a Council role shall be filled by appointment of the Nominating Committee, following consultation with those in the DG lines, and subject to the approval of the Council. Those appointed to fill vacancies shall serve until the end of the term for the position they have been appointed to fill.

Duties of Council Positions

Duties of the Council Chair:

- Convenes Quarterly and Annual Meeting of the Council.
- Preside over meetings of the Council.
- Cast the deciding vote in the event of a tie.
- Establish the Council roster.
- Be responsible for evaluating chairs and performing other tasks as required.
- Provide support to the conference planning committee.

Duties of the Council Vice-Chair:

- Serve as an active member of the Council, offering support and performing other tasks as assigned. In the absence of the Council Chair, lead meetings.
- Actively participate in the development of the budget.
- Be a member of the Nominating Committee, with a particular emphasis on identifying and cultivating new talent for the future.
- Conduct an annual review of the bylaws and, if necessary, convene an Ad-hoc committee to recommend any necessary changes to the Council.
- If the term of the current Council Chair ends, the Council Vice-Chair will assume the position of Council Chair.

Duties of the Council Secretary:

- Recording, preserving, and distributing the minutes of all Council meetings.
- Preparing and sending meeting agendas in advance of each meeting.
- Maintaining and updating the Council roster and obtaining and maintaining a current subcommittee roster.
- Making all facilities arrangements for the Council meetings, including, but not limited to, meals, audio/visual equipment, and meeting room for the Council meetings.
- Make arrangements for virtual attendance options for all Council meetings.
- The Council may appoint an Assistant Secretary to assist the Secretary with the aforementioned duties. The Assistant Secretary does not serve on the Council or Executive Committee but is welcome to attend Council and Executive Committee meetings and will serve as a proxy for the Secretary at Council and Executive Committee meetings the Secretary is not able to attend.

Duties of the Council Treasurer:

- Maintaining the checkbook; paying expenses as provided in the Council annual budget or as otherwise approved by the Council; maintaining and preserving all financial statements, records, and reports.
- Chairing the Budget Committee; and presenting the financial statements and a budget at the August meeting.
- Presenting the annual report and the finalized budget at the November meeting; and presenting a proposed registration fee at the November meeting.
- It is recommended that the person serving as Council Treasurer have a degree in accounting.
- The Council may appoint an Assistant Treasurer to assist the Treasurer with the aforementioned duties. The Assistant Treasurer does not serve on the Council or Executive Committee but is welcome to attend Council and Executive Committee meetings and will serve as a proxy for the Treasurer at Council and Executive Committee meetings the Treasurer is not able to attend.
- Ensure that all tax filings are completed and filed in a timely manner.
- Service and support the conference planning committee.

Duties of the Nominating Committee:

- In consultation with DGEs and DGNs, shall nominate Rotarians to fill the Council and Core Conference Planning Committee positions as enumerated in Article 4.
- Fill vacancies in Council positions due to resignations.
- Work with the Conference Planning Chairs, Council Chair, Council Vice-Chair, and DGs to fill vacancies in Core Conference Planning Committee positions due to resignations.

Duties of the Site Selection Committee:

- Responsible for preliminary site visits, recommending an RFP for approval by the Council, reviewing proposals, and making a site recommendation to the Council no later than eighteen months prior to the planned District Conference.

- Provide recommendations to the Council on future Conference locations. This committee shall review and provide annually a recommended future Conference location. This committee shall include the Site Selection Chair and Vice Chair, Conference Planning Chair and Vice Chair, and the DGN's who will be the DG's the year of the District Conference for which the site is being selected.
- In consultation with the Conference Planning Committee, making all facilities arrangements for the Multi District Conference, including, but not limited to, room blocks, VIP rooms, meals, assigning sergeants at arms office, hospitality check - in, training rooms, large meeting room, meal room, audio/visual equipment, etc.
- The Site Selection Committee is responsible for assisting in the review, evaluation, and coordination of venue and catering contacts for the annual Foundation Dinner, as per the preferences of the DGs for that year.
- The Site Selection Chair and the Conference Planning Committee must recognize and acknowledge the health (dietary needs) of and cultural heritage backgrounds in making all meal selections for all participants.
- The Chair and Vice Chair of the Council Site Selection Committee shall also serve as members of the Conference Planning Facilities Committee

The **Conference Planning Committee** shall be chaired by the Conference Planning Chair and shall consist of the Chair, Vice Chair, and the chairs, vice chairs, or co-chairs of the various subcommittees enumerated in Article 4 and described in the Conference Planning Committee's Operating Rules and Procedures.

General Guidelines for the Conference Planning Committee and component Subcommittees:

- Each Conference Planning Committee shall be composed of members from each of the participating Districts.
- The Conference Planning Committee shall be as large or as small as needed to function effectively.
- The Core Conference Planning Committee Chairs and Vice Chairs shall be appointed by the Council at its Annual Meeting in May for a term of two years, with successive terms as permitted, except for automatic positions.
- THE Conference Planning Committees shall make, at a minimum, quarterly reports of progress to the Conference Council, through the Conference Planning Chair and Vice Chair.

The Council recommends that Rotarian candidates for Conference Planning Committee Chairs and Vice Chairs have an interest and experience in areas of events, motivation, training, management and/or club organization.

Urgent vacancies due to resignations or inability to serve in subcommittee role(s) shall be filled by appointment of the Conference Planning Chair, in consultation with those in the DG lines and subject to the approval of the Council. Those appointed to fill vacancies shall serve until the end of the term for the position they have been appointed to fill.

Article 6 – Governance

Governance of the Western Great Lakes Multi-District Conference Council and Conference Planning Committee shall ultimately be the responsibility of the Council and its Executive Committee:

Multi District Conference Council

Responsibilities:

This Council has overall responsibility for the conference.

- Make strategic decisions related to the conference, such as duration.
- Manage finances of the conference
- Serve as primary interface with the Hotel/Conference facility.
- Address problems elevated to it by committees.
- Reviews the contract to provide audio-visual staging support for plenary sessions and workshops.

Composition: (see Article 4)

Each Member District in the Multi-District Conference shall be equally represented in governance decision making.

Executive Committee

Responsibilities:

- Plan agendas and meeting logistics.
- Make recommendations to the Council on strategic decisions related to the conference as identified above.
- Respond to time-sensitive issues that may arise from time to time with recommendations to the Council.
- Every executive committee member is entitled to one vote in all executive committee proceedings.

Composition: (see Article 4)

Council Meetings

The Council shall meet annually within two weeks following the Multi-District Conference and shall monitor and review the Conference and the venue and confirm a date for the next Council meeting. In addition, determine the meeting schedule and meeting dates for the next planning cycle. The Council typically schedules four meetings each year - August, November, February, and May. In addition, an orientation meeting for new members in July.

Robert's Rule of Order shall govern parliamentary procedure for Council meetings.

The Council Chair or any five members (with representation from a minimum of two Districts) of the Council may call a special meeting of the Council upon ten days' notice to all Council Members, setting forth the time, place, and purpose of the meeting.

Term of Office

Other than the Council Chair and Vice Chair and the Conference Planning Chair and Vice Chair, who shall each serve one full 2-year term, the term of Office for the elected members of the Council is 2 years with the potential of an additional 2-year term. In the second year of a term a successor must be named for each Council committee position. Additionally, and to the extent possible, terms must be on an even and odd year rotation (so the entire Council committee does not change).

Miscellaneous

The Council will periodically review these Bylaws and make suggestions necessary or desirable to keep them current and reflective of the Council and Conference Planning's policies and procedures.

Whenever in these Bylaws an election or approval by the Council is required, the vote of two-thirds of the voting members in attendance at the meeting shall be determinative.

For any meeting of the Council, a quorum shall consist of not less than a simple majority of all Council members and not less than two Council members from each District.

At any meeting of the Council or the Executive Committee, a Council or Executive Committee member may attend telephonically or by other electronic means of remote access, if the means for such communication are available and allow both the remote attendee and attendees in person to speak to and hear all other attendees.

The elected members of the Council are: Chair, Vice-Chair, Secretary, Treasurer, Nominating Committee Chair and Vice Chair, Site Selection Committee Chair and Vice Chair, and the Conference Planning Committee Chair and Vice Chair.

The scheduling of the Conference must adhere to the Rotary International guidelines, found in the Manual of Procedure. The Conference Planning Committee shall report to the Council Chair and shall plan for the Multi-District Conference in accordance with the Conference Planning Committee's Operating Rules and Procedures as approved by the Council from time to time.

In the event that any person serving on **the Council** resigns, is removed from office, or is unable to perform his or her duties for any reason, the Council Chair, in consultation with the Executive Committee, shall appoint a successor to fill the remaining term of such Officer, subject to the approval of the Council.

Article 7 – Program

The Conference Planning Chair, guided by the relevant DG line members (DGE, DGN, DGN-D), will annually submit an initial program outline for September/October two years ahead to the Council for review. This is part of the budgeting and venue coordination process. The Chair will also provide regular updates as conference details are developed.

A final program shall be approved and sent to the full Council at the fall Council meeting, of the year prior to the conference.

In the event that the applicable members of the DG line – DGE, DGN, DGN-D for the Member Districts are unable to agree upon programming matters for a particular conference, the Council and the Executive Committee recognize that a multi-district conference may require compromise and matters relating to the Multi-District Conference program as to which the Member Districts are in disagreement shall be resolved by the applicable members of the DG line by a 2/3rds vote.

The Council recommends that the Rotary document **FIVE STEPS TO A SUCCESSFUL DISTRICT CONFERENCE**, (published 2018) be used by the Conference Planning Committee as a guide and resource.

Article 8 – Finances / Budget

A preliminary Council budget will be prepared by the Budget Committee, consisting of the Treasurer, the DGE's from each member district, Conference Planning Committee Chair and Vice Chair, Site Selection Committee Chair and Vice Chair, and the Council Chair and Vice Chair, and presented by the Treasurer at the summer (August) Council meeting. The budget will include:

- a compilation of the financial statements
- an estimate of the expenses related to Council and Executive Committee meetings.
- an estimate of the expenses associated with the upcoming Multi-District Conference
- a reserve of not less than fifty percent (50%) of the previous conference's actual expenses
- such other expenses as the Budget Committee reasonably determines to be necessary to carry out the mission of the Council.
- a recap of the past conference's final expenses

The Member Districts shall contribute the funds necessary to establish an operating fund for the first Multi District Year of operation, which will be divided equally based on the number of Districts participating. Future assessments shall be determined by the council-approved budget.

Any District hereafter admitted to Council membership shall pay the current assessment, to be used in the first multi-district conference in which the District participates, plus any enrollment fee, as determined by the Council.

After the first Multi District Year, any excess funds which have been carried forward from year to year in excess of the reserved as set forth above will appear on the Conference planning Council's Balance Sheet as Net Assets Without Donor Restrictions - Undesignated.

Excess funds over the amount set aside for reserves as noted above, may, upon the affirmative vote of the Council, be returned to the Districts by June 30th following the Multi District Conference. Amounts returned will be divided equally based on the number of Districts participating as of the last District Conference.

In the event that actual expenses exceed receipts in a year that there is not a reserve balance, each participating District will pay, before the end of the Council's current fiscal year, equally to the Council, its share of the current year will be divided equally based on the number of Districts participating in the multi-district Conference generating the loss.

Article 9 – Dissolution

In the event of the dissolution of the Multi District Conference, the Council, after paying or making provision for the payment of all of the liabilities, shall pay in equal shares, any remaining net assets to each Member District that participated in the most recent District Conference. Should there not be enough assets to satisfy all the liabilities, each District participating in the most recent District Conference shall pay to the Council in equal shares, amounts necessary to satisfy all liabilities.

If ROTARY WESTERN GREAT LAKES DISTRICT CONFERENCE, INC. becomes a 501(c)(3), upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 10 – Bylaw Revisions

Revisions to these Bylaws shall be approved by the Council at any meeting that includes revisions to the Bylaws on the agenda. An amendment to these Bylaws will require an affirmative vote (in person, virtually, or by written proxy) of not less than two-thirds of the voting members of the Council.

Document History:

November 13, 2018

Revised May 4, 2020

Revised June 3, 2023