

**District 6000 Board of Directors
Minutes of October 24, 2019
Pella, Iowa**

Present: DG Erna Morain, Tom Narak, Mike Ruby, Chris Knapp, Loring Miller, Steve Dakin, Alka Khanolkar, Michelle Cassabaum, Devin Boyer, Shawn Mullen joined at 12:45 p.m. Guests: Carolyn Scharff, Steve Morain and Matt Corwin. Absent, Bill Tubbs.

Meeting Called to Order: DG Erna called the meeting to order at 11:30 a.m.

Quorum Verification: A quorum was present

Approval of Agenda: Devin moved, Chris seconded. Motion passed.

Approval of August 1, 2019 Meeting Minutes: Steve moved, Tom seconded. Motion passed.

Report from District CPA, Matt Corwin on Contingency Funds: Total amount of contingency funds is \$8,084. PDG Tom Narak recommended 50% of contingency funds (\$4,042) go to polio statue and 50% (\$4,042) to HEF for student scholarships. Chris moved and Loring seconded. Motion carried.

Tom moved and Chris seconded the \$3,000 of restricted funds for District Conference scholarships be placed in unrestricted funds. Motion carried. That account (Conference Assistance) will no longer exist.

District Governor Report – DG Erna:

- **Proposed Bylaw Amendment:** Steve Morain led a discussion on a proposal to amend Article 4.2 of the District Bylaws to add At Large Directors to the District Board. After discussion, it was moved by Chris Knapp, seconded by Steve Dakin to approve the amendment with three At Large Directors on staggered three year terms, and a maximum of 12 total directors, including the Governor line Directors. Motion Carried. A copy of the amendment to Article 4.2 of the Bylaws is attached, marked Exhibit 1.
- **Proposed Policies and Procedures Amendment:** Steve Morain also led discussion of the need for amendment of the District Policies and Procedures Manual to link with the Bylaw amendment regarding At Large Directors. On motion by Tom Narak, seconded by Alka Khanolkar, the proposed Policies and Procedures Manual amendment was approved. See attached as Exhibit 2.
- **Submission to annual meeting of Member Clubs:** It was agreed that the Bylaw amendment, but not the Policies and Procedures Manual amendment, will be submitted to the District Annual Meeting at NCPETS in March and, if approved by Member Clubs, will become effective as of July 1, 2020. The P and Ps amendment will become automatically effective as of the same date, if the Bylaw amendment is adopted by the Member Clubs.

Tom moved and Alka seconded the other proposed changes to the Policies and Procedures Manual, which have been reviewed and discussed during the prior two board meetings. Motion Carried.

- **Club Visits:** DG Erna reported club visits are on schedule and will be completed on Nov. 6.
- **Requested Realignment of Rotary Club of Denison, Iowa:** Governors of District 6000 and District 5610 waived the 3 year period and RI has approved this request to be on the fast track. DG Erna, DGE Steve and DGN Alka plan to visit the RC of Denison soon to get acquainted.
- DG Erna expressed concern that the RC of Greater Des Moines has not paid either district or RI dues and will be terminated in November 2019 if payment is not made to RI. Tom Narak will follow up with the club.

- **Food Insecurity** – DG Erna reports Rotary clubs are taking this project seriously and coming up with creative ways to address the issue in our district.
- **District 6000 Festival 2020** – plans are on schedule.

Budget and Finance Committee Report – DGE Dakin presented his preliminary budget for the 2020-21 year and there was significant discussion. Additional discussion and final approval will take place at the December board meeting.

It was recommended to the board to increase district dues by \$5, commencing on July 1, 2020 (from current \$30 to \$35). District dues have not been increased in the last 12 years. Discussion followed. Loring moved and Chris seconded. Motion carried.

There was discussion of several matters concerning district 6000 attendance at Zone meetings. First, there was general consensus that District 6000 will not participate in the upcoming Zone meeting to be held in Des Moines in July 2020 because of budget restrictions and perceived duplication of subject matter. Additionally, it was determined that a procedure needs to be established for determination of who will be reimbursed for attendance at Zone meetings, and who has authority to grant approval. There was general agreement that approval needs to be determined prior to attendance, and only if it is within budget.

District Committee Reports: Received and filed. Available upon request.

District Governor-Elect Report: DGE Steve reports things going well. Zone meeting was especially good experience.

DGE Steve reported that the treasurer, Emmi Miller, has announced that she will step down effective June 30, 2020 because of time commitments, and the position will need to be filled. It is quite possible that accountant Jon Augustus will also resign. Dakin said that he would analyze alternatives and report back to the board.

District Governor-Nominee: DGN Alka Khanolkar – preparation is going smoothly.

New Business: There was discussion of the need to name a successor to Susan Herrick as representative to the Council of Legislation. PDG Loring Miller will report back to the board

Old Business: DG Erna Morain thanked PDG Tom Narak for his work last year on visioning. Morain reported that she has plans to continue building on last year's visioning exercises and will be able to concentrate on those activities following completion of the club visits in early November. She is planning a series of surveys of leaders and members to reinforce the preliminary conclusions drawn from the visioning exercises of the last year.

Next Scheduled Board Meeting: Thursday, Dec. 5 from 1:00 – 3:00 pm. Budget & Finance Committee will meet from 11:00 – 1:00 on same day. Both meetings will be held at District Office in Pella.

Adjournment – meeting adjourned at 1:28 pm

Respectfully submitted,

Mike Ruby, Secretary

BYLAW SECTION 4.2 REVISION

ARTICLE 4. BOARD OF DIRECTORS is hereby amended as follows:

4.2 Number, Tenure and Qualifications

(a) The number of Directors shall be no fewer than 6 and not more than 12. The Board shall include: the Governor; DGE; DGN; District Governor Nominee Designee when appropriate; the four most recent PDGs; and three (3) Rotarians in good standing in a member Club in the District who shall serve At Large.

(b) The terms of the At Large Directors shall be for three years, except as set forth in Section 4.2 (d) below, with the term of one expiring each year on June 30th, and whose replacement shall be nominated by the DGE prior to the following July 1st. Such nomination shall be submitted to and confirmed by an affirmative vote of the Member Clubs at the District Annual Meeting or a special meeting of the Members Clubs.

(c) Commencing on July 1, 2020, the following District Rotarians shall serve as Directors:

- 1) Steve Dakin, Rotary Club of Boone, Governor
- 2) Alka Khanolkar, Rotary Club of Keokuk, DGE
- 3) _____, Rotary Club of _____, DGN
- 4) PDGs: Chris Knapp, Rotary Club of Iowa City AM; Mike Ruby, Rotary Club of Muscatine; Tom Narak, Rotary Club of West Des Moines; and Erna Morain, Rotary Club of Waukee
- 5) Directors At Large—One Year Term _____
Two Year Term _____
Three Year Term _____

(d) The terms of the PDG Directors shall be four years, with the term of one expiring each year on June 30th, and whose replacement shall be the most recent Governor.

(e) Upon the death, resignation, or removal of a Director, or an increase in the number of Directors, the Governor may appoint a replacement, who shall serve the unexpired term of the predecessor of the new term so created; except that in the case of the replacement of an At Large Director or increase in the number thereof, such appointment shall be submitted to a vote of the Member Clubs at the next Annual or Special Meeting.

Exhibit 2

PROPOSED ADDITION TO DISTRICT 6000 POLICIES AND PROCEDURES MANUAL REGARDING AT LARGE BOARD MEMBERS

To the extent possible, the Board should mirror the makeup of the Member Clubs. When nominating a new At Large member of the Board, the DGE should consider the backgrounds of the current Board members and seek to nominate a new At Large member who will add a diverse background and additional skill sets to the current members of the Board, including stage of life, ethnicity, gender, location and size of clubs currently represented, as well as professional expertise beneficial to decision making by the Board.

While all members in good standing of Member Clubs are eligible to serve as At Large Directors, the DGE should consider where diversity is under represented and seek to bolster such area in the selection process.

The Board shall endeavor to make known to all Member Clubs that an opening for an At Large Director will become available and encourage those interested to apply. The District should also encourage members of Member Clubs to apply for all other District offices and committees to improve participation, continuity and turnover at the District level.

The District should provide for the cost of training for At Large Directors who may wish to increase their knowledge of District and Rotary International activities within the normal budgeting process.

If one of the four most recent PDGs is unwilling or unable to serve as a Director, then the Governor shall appoint the most recent available PDG to serve the unexpired term of the unavailable PDG.