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**BY-LAWS  
OF  
ROTARY INTERNATIONAL DISTRICT 6000, INC.**



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**BY-LAWS  
OF  
ROTARY INTERNATIONAL DISTRICT 6000, INC.**

**ARTICLE 1 DEFINITIONS**

**1.1** As used in these By-Laws, unless the context otherwise clearly requires, the following terms in these By-Laws shall have the meaning assigned to them in this Article:

1. Board: The Board of Directors of Rotary International District 6000, Inc.
2. Corporation: Rotary International District 6000, Inc.
3. District: Rotary International District 6000, Inc.
4. Governor: The District Governor of Rotary International District 6000, Inc. The Governor serves as President of the Corporation.
5. District Governor Elect (“DGE”): The District Governor Elect of Rotary International District 6000, Inc. The DGE is first in line to succeed the Governor and serves as Senior Vice President of the Corporation.
6. District Governor Nominee (“DGN”): The District Governor Nominee of Rotary International District 6000 Inc. The DGN is second in line to succeed the Governor and serves as Vice President of the Corporation.
7. District Governor Nominee Designee (“DGND”): The District Governor Nominee Designee of Rotary International District 6000, Inc. The DGND is third in line to succeed the Governor and serves as Vice President of the Corporation.
8. Member-Club: A Rotary Club that is a Member of Rotary International District 6000, Inc.
9. Member: A Rotary Club within the District, in good standing and entitled to vote on District Matters pursuant to these By-Laws.
10. President: The Governor.
11. RI: Rotary International.
12. Rotary Year: The twelve-month period which begins on July 1.

## **ARTICLE 2 GENERAL PROVISIONS**

### **2.1 Principal Office in Iowa.**

The principal office of Rotary International District 6000, Inc. (hereinafter called the "Corporation") in the State of Iowa shall be located at 1915 Washington Street, Pella, Iowa 50219.

### **2.2 Registered Office.**

The registered office of the Corporation is located at 1915 Washington Street, Pella, Iowa 50219.

### **2.3 Fiscal Year.**

The fiscal year of the Corporation shall end at the close of business on the last day of June of each Rotary Year.

## **ARTICLE 3 MEMBERS**

### **3.1 Members.**

Each Rotary Club within the District shall be a Member of the Corporation (hereinafter, the term "Member-Club" will be used to refer to any Member of the Corporation).

### **3.2 Annual Meeting.**

The annual meeting of the Member-Clubs shall be held on a date, place and time designated by the Governor, for the purpose of conducting District business.

### **3.3 Special Meetings.**

Special meetings of the Member-Clubs, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Governor or the Board, and shall be called by the Governor at the written request of 10% of the Member-Clubs. Any request for a Special Meeting shall state the purpose or purposes of the meeting.

### **3.4 Place of Meeting.**

The Governor may designate any place for any annual meeting or for any special meeting called by the Board. A waiver of notice signed by all Member-Clubs entitled to vote thereat may designate any place as the place of the holding of a special meeting requested by Member-Clubs. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Iowa, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Member-Clubs represented thereat.

### **3.5 Notice of Meeting.**

Each Member-Club of record shall be given written or electronic notice of all meetings stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered not less than ten days (or such greater number as required by law) and no more than fifty days before the meeting. The notice shall be delivered personally, electronically, or by mail as directed by the Governor. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the Member-Club at the Member-Club's address as it appears on the record books of the Corporation with postage prepaid. If notice is by email or other electronic means, it shall be deemed delivered on the day sent.

### **3.6 Waiver of Notice.**

- (a) A Member-Club may waive notice by signing a written waiver of notice either before or after the meeting.
- (b) A Member-Club's presence and participation at a meeting shall constitute waiver of notice of the meeting unless the Member-Club appears for the sole purpose of raising objection to notice or lack of notice.

### **3.7 Voting List.**

The person having charge of the Corporate record book or that person's designee shall make a complete list of Member-Club's entitled to vote. This list shall be updated prior to the annual meeting based on the January 1 RI membership listing the same calendar year as the annual meeting. The list shall include the number of votes entitled to be cast by each Member-Club. The list shall be kept on file at the Registered Office of the Corporation subject to inspection by any Member-Club during usual business hours. The list shall also be produced at the meeting and shall be subject to inspection by any Member-Club at that time. The list shall be valid for six months after the effective date, except that clubs chartered within the six-month period may be added in the discretion of the Governor and clubs disbanded during the effective period shall have no vote. Meetings held after July 1 and before December 31 shall use the RI membership listing of the same calendar year as the meeting.

### **3.8 Quorum.**

At any Member-Club meeting a majority of the Member-Clubs entitled to vote, in person or by proxy, shall constitute a quorum, unless a larger number is required by law or the Articles of Incorporation, and in that case, the majority of such larger number so required shall constitute a quorum. If there is no quorum present at the time and place fixed for an annual or special meeting, a majority in interest of the Member-Clubs present may adjourn by announcement at the meeting, until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

### 3.9 Conduct of Meetings.

(a) The Governor, or in the Governor's absence, the DGE or the District Governor Nominee ("DGN") (if the DGE is not present) shall call meetings of the Member-Clubs to order and shall act as Chair. In the absence of any of the above, the majority of the Member-Clubs present may appoint any Member-Club Elector (as defined in section 3.10(f) of this Article) to act as Chair.

(b) The Secretary shall act as secretary at all Member-Club meetings. In the absence of the Secretary, the Chair may appoint any person to act as secretary of the meeting.

### 3.10 Voting.

(a) **Number of Votes of Member-Clubs.** Except as otherwise provided by law or these By-Laws, each Member-Club entitled to vote shall have one vote on each matter submitted to a vote.

(b) **Member Clubs with more than 25 members.** Any Member-Club with a membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. If a Member-Club is entitled to cast more than one vote, the Member-Club's votes shall all be cast for the same candidate or in the same way on any issue.

(c) **Manner of Voting.** Voting by Member-Clubs shall be by roll call vote unless the Chair can determine the outcome of the issue by a voice vote. Nothing herein shall prevent voting by written ballot signed by the Member-Club. Selection of a DGN, election of a member of the Nominating Committee for Governor, composition and terms of reference of the Nominating Committee for Governor, election of the Member-Club representative and alternative representative of the District to the RI Council on Legislation and the decision as to the amount of the per capita levy must be by roll call vote.

(d) **Majority Vote.** If a quorum is present, the majority vote of the Member- Clubs represented at the meeting and entitled to vote thereon shall be the act of the Member-Clubs, unless the vote of a greater number is required by law, the Articles of Incorporation, these By-Laws or the governing documents of Rotary International ("RI").

(e) **Electors.** Each Member-Club shall appoint an elector ("Elector") to cast the Member-Club's votes. Electors must be members in good standing of the Member-Clubs, preferably the President-Elect or an officer of the Member-Club.

(f) **Proxy Voting.** Each Member-Club entitled to vote at a meeting of Member-Clubs may authorize another person or persons to vote for said Member-Club by proxy, but no such proxy shall be voted or acted upon after three months from its date. Each proxy shall be signed by the President or Secretary of the Member Club designating such proxy grant, dated, and delivered at least 2 days in advance of the Member-Club meeting at which it is to be voted. Except as otherwise provided herein or by law, every proxy is revocable at

the pleasure of the Member-Club executing it by communicating such revocation, in writing, to the Secretary of the District.

(g) **Digital Meeting.** In the event of an emergency which prevents Member-Clubs from meeting in person, the Governor is authorized to convene an annual or special meeting of Member-Clubs digitally with notice as provided in these Bylaws. In such case, Member-Clubs are authorized to vote as if it were a meeting in person, and the votes of Member-Clubs, whether present digitally or by proxy, shall be counted as if the meeting were held in person.

### **3.11 Informal Action by Member-Clubs.**

Any action required or permitted by law or the Articles of Incorporation or these By-Laws to be taken at a meeting of Member-Clubs may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the holders of not less than 90% of the votes entitled to be cast at a Member-Club meeting. Prompt notice of the taking of any such corporate action by consent shall be given to those Member-Clubs of the Corporation who have not signed a written consent approving of the action so taken.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **4.1 General Powers.**

The Board of Directors, herein referred to as the “Board”, shall manage the business and affairs of the Corporation. The Board shall have such powers and be subject to such duties as are provided in these By-Laws.

### **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 three most recent PDGs; three (3) Rotarians in good standing in a member Club in the District who shall serve At Large and up to two district Rotarians in good standing for one-year terms at the discretion of the District Governor during their year of service.

(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, the following District Rotarians shall serve as Directors:

- 1) District Governor of the prior year,
- 2) District Governor of two years prior,
- 3) District Governor of three years prior.

NOTE: IF a District Governor of a prior year group isn't available or no longer qualified (i.e.: not a member in good standing of a Rotary Club in District 6000) the group moves up a year with the next most senior District Governor placed in service.

4) Directors At Large:

Directors Elected At Large serve three-year terms unless named to fill the unexpired term of an At Large member who has resigned. The District Governor Elect shall appoint one member At Large for a three-year term beginning with the District Governor Elect's term as District Governor and fill any resigned members for the duration of the term they are then serving.

(d) The term of the PDG Directors shall be three 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.

#### **4.3 Quorums and Manner of Acting.**

A majority of the Directors shall constitute a quorum; but if at any meeting there is less than a quorum present, a majority of the Directors present may adjourn the meeting without notice until a quorum shall be present. At all meetings of Directors at which a quorum is present, the act of the majority of the Directors present shall be the act of the Board.

#### **4.4 Resignation.**

Any Director may resign by written notice to the Governor or to the Secretary. Such resignation shall take effect upon receipt of notice thereof or at such later date as specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

#### **4.5 Removal.**

A Director shall be subject to removal at a meeting of the Board at which a quorum is present, by the vote of a majority of the Directors present. Prior to a vote to remove a director, such director shall be notified of the resolution to remove him or her and shall be given the opportunity to speak to the Board to present any exculpatory argument against such removal.

#### **4.6 Annual and Regular Meetings.**

The Board shall meet for the purpose of election of officers and the transaction of other business. Such meeting may be held at any time or place specified in a notice given as hereinafter provided for special meetings of the Board or in a consent and waiver of notice signed by all Directors. Except as provided in the following section, the Board may hold other meetings and keep the books and records of the Corporation (except the Member-Club record which must be kept at its registered office or principal place of business) at such place or places within the geographical boundaries of the District as the Board determines.

#### **4.7 Special Meetings; Notice.**

(a) Special meetings of the Board shall be held whenever called by the Governor, or one-third of the Directors in office.

(b) Notice of each such meeting shall be mailed to each Director, at the Director's address as it appears on the books of the Corporation, at least five days before the meeting, or shall be sent to the Director at such place by electronic mail or delivered personally or by telephone not later than the second day before the meeting. Each notice shall state the time and place of the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting. At any meeting at which every Director is present, even without any notice, any business may be transacted.

#### **4.8 Substitutes for Notice.**

A written waiver of notice signed by a Director shall be equivalent to the giving of notice in due time as required by these By-Laws. Attendance of a Director at a meeting shall constitute a waiver of notice, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.9 Director's Assent Presumed.**

A Director who is present at a Board meeting shall be presumed to have assented to any action taken thereat unless the Director's dissent is entered in the minutes, or the Director shall file written dissent thereto with the secretary of the meeting before adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation within 24 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### **4.10 Order of Business.**

(a) At Board meetings, business shall be transacted in such order as the Board determines.

(b) At Board meetings, the Governor, or in the Governor's absence the DGE or the DGN (if the DGE is not present), or in the absence of all three, the senior Director (in point of service) shall preside.

#### **4.11 Action without Meeting.**

Any action required or permitted by law or the Articles of Incorporation or these By-Laws to be taken at any meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors then in office.

#### **4.12 Ad Hoc Committees.**

The Board, by vote of a majority of the Directors, may establish one or more committees (other than Standing Committees), each committee to consist of such number of Directors and members of Member-Clubs elected by the Board, to serve at the will of the Board and to have the powers and duties delegated to it by the Board. Each such ad hoc committee may set rules governing the conduct of its activities.

### **ARTICLE 5 OFFICERS**

#### **5.1 Executive Officers.**

The executive officers shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. One person may hold the offices and perform the duties of any two or more of said offices.

#### **5.2 Elections and Term of Office.**

The Governor shall serve as the President of the Corporation, the DGE shall be the Senior Vice President, and the DGN and DGND shall be the Vice Presidents.

The Treasurer, Accountant and Chair of the Finance and Budget Committee shall serve staggered three-year terms such that one appointment will mature each year, not to exceed three terms. Each shall be approved each year by the Board of Directors as recommended by the DGE for the term beginning the following July. The Board shall strive to assure all three roles have education, leadership and/or experience in financial matters. The three shall be ex-officio members of the Board.

In the event of death, resignation, or removal the District Governor shall recommend for Board of Directors approval a candidate to serve the remaining term of the position

#### **5.3 Removal.**

The Board may remove any officer or agent whenever in its judgment the best interests of the Corporation will be served thereby. Appointment of an officer shall not in itself create contract rights. The officers appointed under sections 8 through 10 of this Article may be removed by the Board or by any superior officer upon whom the power to appoint has been conferred by the Board.

#### **5.4 Resignations.**

Any officer may resign by written notice thereof to the Governor or to the Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

#### **5.5 Vacancies.**

A vacancy in any office may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for the election or appointment to such office for such term.

#### **5.6 Powers and Duties of the Governor.**

Subject to the control of the Board itself, the Governor shall have general charge of and direct the operations of the Corporation. The Governor shall keep the Board fully informed and shall consult with them concerning the business of the Corporation. The Governor shall have authority to sign, execute and acknowledge all contracts, checks, deeds, mortgages, bonds, leases or other obligations on behalf of the Corporation as the Governor may deem necessary or proper in the course of the Corporation's regular business, or which shall be authorized by the Board. The Governor may sign in the name of the Corporation reports and all other documents or instruments, which are necessary or proper in the course of the Corporation's business. The Governor shall perform all duties incident to the office, as herein defined, and all such other duties as from time to time may be assigned by the Board. The administration of all Member-Clubs in the District is under the direct supervision of the Governor. The Governor serves as an ex-officio member of all District committees. The Governor also serves as an officer of Rotary International, functioning under the supervision of the Board of Directors of Rotary International. With respect to the Corporation, the specific duties of the Governor include, but are not limited to:

- (a) All those assigned, delegated, or requested by Rotary International.
- (b) To follow the District's By-Laws and Policies and Procedures Manual and to abide by the provisions of the District budget.
- (c) To purchase a fidelity bond covering the Governor, Treasurer, DGE, DGN, DGND, Chair of the Budget and Finance Committee and the Incoming Treasurer. Also, to purchase an appropriate insurance policy covering the liability the District may incur by reason of its various activities.
- (d) With the Treasurer, to close out the fiscal records of the District at the close of the Rotary fiscal year, and to transmit at least 80% of all unexpended and unobligated funds, together with all evidence of invested funds, to the succeeding Treasurer within 15 days after the close of the Rotary fiscal year. The remainder of District funds, together with all invoices, deposit slips, cancelled checks and bank statements, shall be transmitted to the new District Treasurer not later than August 31 following the close of said Rotary fiscal year.

(e) To cause an independent review of all District financial records covering all accounts of the immediate past Governor and Treasurer prior to submission of same to the Budget and Finance Committee no later than November 15. Copies of said independent review shall be transmitted to the current District Treasurer, or immediate past District Treasurer if applicable, the immediate past Governor, Board of Directors, members of the Budget and Finance Committee and to any Member-Club in the District requesting a copy thereof. A summary of the major categories of income, expense and fund balance shall be timely published in the Governor's newsletter.

(f) To ascertain that the appropriate Internal Revenue Service income tax returns are completed, signed, and filed for his/her year of service on or before November 15. Any forms or communication received from the Internal Revenue Service by any past officer shall be promptly transmitted to the Governor who shall determine how best to handle the matter involved.

(g) To deliver a copy of the By-Laws and Policies and Procedures Manual to the Board of Directors each year and ex-officio members of the Board.

#### **5.7 Powers and Duties of the Vice-Presidents (the DGE, DGN and DGND).**

In the absence of the Governor or in the event of the Governor's death, inability or refusal to act, the DGE shall perform the duties of the Governor, and when so acting, shall have all powers of and be subject to all restrictions upon the Governor; provided, however, that to assume the duties of the Governor, the DGE must have completed Rotary International training at the International Assembly. If the DGE shall not have completed such training, the duties and responsibilities of the Governor shall be performed by the immediate past Governor, or another past Governor selected by the Board until such time as the DGE has completed the required training and until the Board determines it is appropriate for the DGE to assume the Governor's role. Anything in this section notwithstanding, the DGE shall assume the title and responsibilities of Governor at the expiration of the then current Governor's term and for the complete term for which he or she was elected. Except as provided above, the DGN and the DGND shall perform such duties and have such authority as may be assigned to such Vice-President by the Governor or by the Board.

#### **5.8 Powers and Duties of the Secretary.**

The Secretary shall: (a) keep minutes of all meetings; (b) attend to serving all notices of the Corporation; (c) be custodian of the corporate record books and such other books, records and papers as the Board directs; (d) keep record showing the names of all Member-Clubs, their post office addresses as furnished by them, and prepare a list of Member-Clubs entitled to vote at the meeting arranged in alphabetical order; (e) sign in the name of the Corporation all contracts authorized by the Board or the Governor; and (f) in general perform all duties incident to the office and such other duties as may be assigned by the Governor or the Board.

#### **5.9 Powers and Duties of the Treasurer.**

The Treasurer shall: (a) have custody of and be responsible for all moneys and securities of the Corporation, keep full and accurate records and accounts of the transactions and financial condition of the Corporation, and see that all expenditures are duly authorized and evidenced by

proper receipts and vouchers; (b) deposit in the name of the Corporation in such depository or depositories approved by the Board, all moneys that come into the Treasurer's hands for the Corporation's account; (c) disburse moneys in accordance with policies established by the Budget and Finance Committee; (d) make a full report of the financial condition of the Corporation at annual Member-Club meetings or at any meeting of the Board; (e) with the Governor, close out the fiscal records of the District at the close of the Rotary fiscal year, and to transmit at least 80% of all unexpended and unobligated funds, together with all evidences of invested funds, to the succeeding Treasurer within 15 days after the close of the Rotary fiscal year. The remainder of District funds, together with all invoices, deposit slips, cancelled checks and bank statements, shall be transmitted to the new District Treasurer not later than August 31 following the close of said Rotary fiscal year; (f) follow the District Budget and the guidelines promulgated and published by the Budget and Finance Committee; and (d) in general, perform such duties as may be assigned by the Governor or by the Board. The Treasurer's books and accounts shall be open during business hours to the inspection of any Director.

#### **5.10 Other Assistants and Acting Officers.**

The Board or any officer, duly authorized by the Board, may appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impracticable for such officer to act personally, and such assistant or acting officer may perform all the duties of the office to which appointed as assistant, except as such power may be otherwise defined or restricted by the Board or the appointing officer.

### **ARTICLE 6 COMMITTEES**

**6.1 Standing Committees.** The Board shall be authorized to establish the following Standing Committees: Budget and Finance Committee; Nominating Committee; and The Rotary Foundation Committee; and such other standing committees as from time to time the Board deems appropriate. Qualifications to serve on committees and the number of members thereof shall be determined by the Board. The Governor shall appoint the chair and approve the chair's appointment of the members of the respective committees. The authority and responsibilities of each committee are as follows:

(a) Budget and Finance Committee. The Budget and Finance Committee shall be responsible for the following duties, and such other matters as assigned by the Governor:

- (i) Promulgate, publish, and enforce the accounting and budget policies for the District.
- (ii) Ensure that District funds are received and spent in a responsible manner.
- (iii) Meet as deemed appropriate to support preparation of the budget for the subsequent Rotary Year; with preparation of the budget the responsibility of the District Governor, District Governor Elect and District Governor Nominee with the District Governor Elect holding authority to present the final budget to the District Board of Directors.
- (iv) Approve payment of expenses submitted which exceed 120% of a current Rotary Year budget line item.
- (v) Review and, if deemed appropriate by a vote of a majority of the Committee, recommend approval to the Board of expenditures from the annually budgeted contingency fund or expenditures which exceed the annual District budget.

(b) Nominating Committee. The Nominating Committee shall be comprised of nine members, at least two of whom shall be past Governors, all recommended by the Governor and approved by the Member-Clubs at the annual meeting. One of the past Governors shall be designated the chair. The members of the Committee shall be representative of the District. The duty of the Nominating Committee is to nominate the DGND pursuant to procedure set forth in the District's Policies and Procedures Manual. It is considered essential that the full committee be present during the interviews with candidates for the position of DGND.

(c) The Rotary Foundation Committee. The Rotary Foundation Committee shall be comprised of a Chair and such other members appointed as chairs of the various subcommittees of the Committee, as established by the Board from time to time. The duty of the Committee, under the direction of the Governor, is to coordinate the activities of the programs and purposes of The Rotary Foundation in the District.

## **6.2 Other Committees.**

The Governor, with the concurrence of the Board, may create such other committees that are deemed necessary to fulfill the mission of District 6000 and Rotary International.

## **ARTICLE 7 WRITTEN INSTRUMENTS, LOANS, CHECKS & DEPOSITS**

### **7.1 Written Instruments.**

All deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Corporation is a party shall be executed in its name by the Governor, or by such other officer or officers as authorized by a resolution of the Board.

### **7.2 Loans.**

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **7.3 Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by the Board. In the same manner, electronic disbursements shall also be disbursed in a manner as shall be determined by the Board.

### **7.4 Deposits.**

All Corporation funds not otherwise employed shall be deposited to the credit of the Corporation in such FDIC insured accounts with banks, trust companies or other FDIC insured deposits as the Board may select to assure all account balances are fully FDIC insured.

## **ARTICLE 8 MISCELLANEOUS PROVISIONS**

### **8.1 Corporate Seal.**

The Corporation shall have no corporate seal.

### **8.2 Voting Of Stocks Owned By The Corporation.**

In the absence of a resolution of the Board to the contrary, the Governor or any Vice-President acting within the scope of such person's authority are authorized to attend, vote, or grant discretionary proxies to be used at any meeting of any corporation in which this Corporation owns shares of stock, and to execute a waiver of notice of any such meeting. The Board may designate any officer or person as a proxy or attorney-in-fact to vote shares in any other corporation in which this Corporation may own shares of stock.

### **8.3 Member-Club's Right To Information.**

(a) Any Member-Club, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time, for any proper purpose, the books and records of account, minutes, and record of the Corporation, and to make extracts therefrom.

(b) Upon the written request of any Member-Club, the Corporation shall mail to such Member-Club its most recent financial statement.

### **8.4 Conducting Of Meetings.**

All meetings shall be conducted pursuant to Robert's Rules of Order, Revised, except to the extent that other procedural requirements are set forth by law, the Articles of Incorporation or By-Laws of the District or the governing documents of RI.

## **ARTICLE 9 SPECIAL PROVISIONS**

### **9.1 Indemnification; Third Party Actions.**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such serving as a Director, officer, employee or agent of the Corporation or at the request of the Corporation referred to herein as "serving on behalf of or at the Corporation's request"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere

or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

## **9.2 Indemnification; Derivative Actions.**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was serving on behalf of or at the Corporation's request, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

## **9.3 Indemnification; Further Provisions.**

If a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in sections 1 and 2 of this Article; such determination shall be made (1) by the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceedings or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the Member-Clubs. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in this section 3 upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification provided herein shall not be exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Member-Clubs or disinterested Directors, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Board shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

## **ARTICLE 10 AMENDMENTS**

These By-Laws may be amended, altered or repealed in whole or in part or new By-Laws may be adopted by a majority of votes cast by Member-Clubs at any meeting of the Member-Clubs, provided, however, that the intention to amend, alter, or repeal the By-Laws in whole or in part, or to adopt new By-Laws was stated in the notice of such meeting, unless all Member-Clubs shall vote unanimously in favor of any such amendment, alteration, or repeal or shall consent thereto as provided in these By-Laws.

Adopted as of the 10<sup>th</sup> day of April 2024.

**Dennis Drager,**  
President, Board of Directors

**Steve Dakin,**  
Secretary, Board of Directors