

ROTARY INTERNATIONAL
DISTRICT 6290 BYLAWS

BYLAWS
FOR
ROTARY INTERNATIONAL DISTRICT 6290, INC.

Original Approval at District Conference on May 13, 2011 for
Adoption on July 1, 2011

BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6290, INC.

PREAMBLE

The Rotary clubs within District 6290 of Rotary International have adopted these bylaws. Rotary International District 6290, Inc. was formed as a non-profit corporation in order to provide a legal entity for the Rotary clubs in portions of Michigan, U.S.A. and portions of Ontario, Canada that are known as "District 6290, Rotary International." The filing endorsement from the Michigan Department of Labor and Economic Growth Bureau of Commercial Services assigned ID number 70294V to the corporation on January 29, 2008.

ARTICLE ONE
NAME AND OBJECTIVES

- A. Name.** The name of this corporation shall be Rotary International District 6290, Inc. It is referred to at times in these Bylaws simply as "Rotary District 6290," "District 6290," the "District," and the "Corporation."
- B. Objectives** The objective of District 6290 is to provide a legal entity for Rotary clubs assigned to it by Rotary International; to provide support to these Rotary clubs in their pursuit of programs and activities that promote the object of Rotary; and to encourage, promote, extend, and supervise Rotary throughout the territory assigned to it by Rotary International.
- C. Tax-Exempt Status.** This corporation shall be a non-profit, non-share entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE TWO
MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

- A. Members.** The membership of the district shall consist of the Rotary clubs that Rotary International assigns to the district.
- B. Dues.** Each club shall pay dues on a per capita basis annually to the district. Dues shall be based on the official membership as reported to Rotary International July 1st of each year. The rate per capita shall be established at the time the budget is established. Dues shall be payable thirty (30) days after the district treasurer mails the billing statements to the clubs.
- C. Voting Rights of Members.** Each club shall have one elector for each twenty-five (25) members or major fraction thereof, as determined by the district membership as of the date of the most recent semi-annual dues payment before the district conference during which the annual meeting takes place. All clubs shall have at least one elector regardless of size. The secretary of each club shall submit a list, designating the names of each elector to the district administrative assistant. If an elector is unable to attend, the club secretary may submit a revised list at any time prior to commencement of the annual meeting. Each elector shall have only one vote. Each elector must be a member of a member club. An elector must be present at the annual meeting to vote.
- D. Annual Meeting.** Unless the board of directors determines otherwise, the annual meeting of the district is the formal annual business meeting of the district. It shall be held during the district conference. The board of directors shall send to each club secretary a written or electronic notice that provides the date, time, place, and agenda to each club secretary at least thirty (30) days prior to the annual meeting.
- E. Special Meetings.** The board may call a special meeting of the members. The board shall send to each club secretary written or electronic notice stating the time and place of any special meeting at least thirty (30) days, but not more than sixty (60) days, before the date of the meeting.
- F. Quorum.** One-fourth of the Rotary clubs in the district represented by at least one elector per club shall constitute a quorum.

G. Business of the Annual Meeting. The business that may be conducted at the annual meeting shall include

- The district governor’s annual report to the clubs on the status of the corporation.
- When necessary, election of the district governor-elect, district governor-nominee, representative or delegate to the Council on Legislation, and the district’s representative to the nominating committee that selects the directors of Rotary International.
- Consideration of any properly submitted amendments to the corporation’s *Articles of Incorporation* or these bylaws.
- Approval of a budget and the setting of the per capita dues for the next fiscal year if not previously approved in accordance with *The Procedures Manual and District Leadership Plan for Rotary International District 6290, Inc.*
- Consideration of all resolutions that have been properly submitted.
- Other business as shall properly come before the annual meeting.

ARTICLE THREE
BOARD OF DIRECTORS

A. Number and Qualifications. A board of directors consisting of twelve (12) directors shall oversee the business and affairs of the district, including but not limited to governing all contractual and/or paid staff personnel, advising and assisting the district governor in the administration of the district, setting policy by which the district shall operate, and being involved in other duties that would be deemed necessary. The board shall also serve as an informal education and training vehicle for those serving in the district governor-elect and the district governor-nominee positions. Only active member Rotarians, as defined by Rotary International, who are members of clubs in the district and who are officers of the corporation or who have served as president of a club in any Rotary district are eligible to serve as directors. In the event the past district governor(s) no longer reside(s) in the district, the board may decide to have the past district governor(s) serve on the board in an ex-officio, non-voting capacity.

B. Composition. The board shall be composed of the district governor, the district governor-elect, the district governor-nominee, the three most immediate past district governors of District 6290 residing in the district, the district treasurer, the district secretary, lead education facilitator, the district Rotary Foundation chair, district membership chair and district public image chair. In the event that one of the immediate past district governors is serving in the capacity as the district treasurer, lead education facilitator or district Rotary Foundation chair, the next most recent past district governor shall serve on the board of directors. The district governor shall serve as the chairperson of the board. The governor elect shall select a past district governor to act as vice governor, who shall serve during the year following selection. The role of the vice governor is to replace the governor in case of an emergency or permanent inability to perform the governor’s duties. The district secretary shall keep the minutes of the meetings, and shall make available to the member clubs a summary of proceedings.

C. Appointment of Successor. In the event of the death, removal, or resignation of any of the directors serving on the board, or in the event any such director is no longer an active member of a Rotary club of District 6290, the district governor may appoint a replacement to fill the former director's unexpired term. The governor-elect may appoint a past district governor from within the preceding five years who is an active member of a Rotary club within the district to serve as vice-governor if the immediate past district governor is unable to serve in this capacity upon the death, incapacitation, removal or resignation of the district governor.

D. Removal from the Board. The board may, by a majority vote of the directors, vote to remove any director, except the district governor, for cause.

E. Board Meetings.

- **Time & Place.** Meetings of the board of directors shall be held quarterly or as necessary. The board meetings shall be held at the locations determined by the board. The board may determine that a meeting of the board shall be held solely by means of remote communication.
- **Meetings 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. The number of directors participating in the meeting must be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

- **Participation in Meetings by Means of Remote Communication.** A director may participate in a board meeting by means of conference telephone 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.
- **Calling Meetings & Notice.** The district governor or any two directors may call a board meeting by giving at least ten (10) days notice to all directors of the date, time and place of the meeting. The notice need not state the purpose 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 telephone 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.
- **Previously Scheduled Meetings.** If the day or date, time, and place of a board meeting had been 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.
- **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 lawfully called or convened and does not participate thereafter in the meeting.
- **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.
- **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 from time to time 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.
- **Voting.** At all meetings of the board, each director shall have one (1) vote.
- **Minutes.** Minutes shall be taken of all meetings of the board by the district secretary and shall be forwarded to all directors within thirty (30) days of the meeting of the board.

F. 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.

G. Action without a Meeting. An 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 participation of one-hundred percent (100%) of the board of directors with unanimous consent. If the action need not be approved at the district conference 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 authenticate 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. However, failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions taken thereby.

H. 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 district.

ARTICLE FOUR EXECUTIVE COMMITTEE

A. Composition. The executive committee shall be composed of the district governor, the district governor-elect, the district treasurer, district secretary and the district Rotary Foundation chair. The district governor shall serve as the chairperson of the committee.

B. 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 district on matters requiring immediate attention.

ARTICLE FIVE INDEMNIFICATION

A. The district shall indemnify any covered person who was or is a party or is threatened to be made a party to any covered proceeding.

B. Persons covered by this article are directors, officers, employees or agents of the district, and persons who are or were serving at the request of the district as a director, officer, employee or agent of another district, partnership, joint venture, trust or other enterprise, if the person's act or failure to act was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the district or its members, and with respect to any criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful.

C. The proceedings covered by this article are any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, if the proceeding involves the person due to the person's relationship with the district.

D. The coverage under this article includes indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceedings.

E. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, shall not, of itself, create a presumption that the person is not covered. Such facts may be considered, however, in making that determination.

F. No indemnification shall be made if the person was adjudged to be liable for negligence or misconduct in the performance of an important and material duty to the district, unless the court determining such liability determines that, despite the adjudication of liability, under the circumstances the person is fairly and reasonably entitled to indemnity for such expenses which the court shall determine proper.

G. Expenses incurred may be paid by the district in advance of the final disposition of the proceeding when approved as required by law and upon receipt of an undertaking by or on behalf of the person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the district.

H. These bylaws shall incorporate by reference all provisions of the laws of the State of Michigan and the Province of Ontario, as presently constituted or as the same may be amended, relative to indemnification of officers, directors, employees, agents, and the like.

ARTICLE SIX MISCELLANEOUS

A. Conformity with Rotary International. These bylaws are intended to supplement the articles of incorporation, constitution and bylaws of Rotary International. If there is any provision in these bylaws that conflicts with the articles of incorporation, constitution or bylaws of Rotary International, the provision in the articles of incorporation or bylaws of Rotary

International shall supersede the conflicting provision in these bylaws unless a different result is required by Michigan, Ontario or federal law in which case the provision required by law shall prevail.

B. Governing Documents. The articles of incorporation, these bylaws, and the Procedures Manual and District Leadership Plan for District 6290, Inc together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of the district.

C. Fiscal year. The fiscal year shall be from July 1 through June 30.

D. Principal office. The registered address of the district shall be its principal office.

E. 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 organization in all parliamentary situations that are not provided for in the law, these bylaws, or adopted rules.

ARTICLE SEVEN **AMENDMENTS**

A. Amendment process. These bylaws may be amended at the annual meeting by a majority vote of the electors present and voting provided that no amendment shall be considered unless it has been submitted in accordance with the requirements outlined in the Procedures Manual and District Leadership Plan for Rotary International District 6290, Inc.

B. Effective date. Amendments to the bylaws shall be effective on July 1 following the annual meeting at which they were adopted.

C. Conformity with Rotary International. The district may not adopt any amendment to these bylaws that conflict with the constitution or bylaws of Rotary International.

ARTICLE EIGHT **DISSOLUTION**

A. Dissolution. This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the district conference of District 6290, a ballot-by-mail or an electronic ballot, or upon directive of the board of directors of Rotary International. The district governor of District 6290 shall provide the board of directors of Rotary International with notice of a decision by the clubs in District 6290 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the general secretary of Rotary International.

B. Distribution of Assets. If for any reason this non-profit corporation is dissolved, any assets remaining after meeting all financial obligations shall by action of the board of directors be granted to one or more non-profit organizations. In the event of dissolution or other termination of its corporate existence, nothing contained herein shall be construed to authorize the allocation of remaining funds or assets to any private individual or person.

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (c)(3) of the internal revenue code or the corresponding provisions of a future United States internal revenue law.

Approved 5.13.11

Revised 5.19.12

Revised 5.18.13

Revised 1.18.18

Revised 5.19.18

Revised 5.19.23

Revised 5.4.24 by Vote at District Conference