Rotary International District 6440 Bylaws and Manual of Procedure

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BYLAWS OF ROTARY INTERNATIONAL DISTRICT 6440, INC.

PREAMBLE

These bylaws, as amended by action of club representatives at the annual business meeting of District 6440 on May 19, 2026, replace any and all prior bylaws of Rotary International District 6440, Inc.

DEFINITIONS AND RULES OF CONSTRUCTION

As used in these amended bylaws unless the context otherwise requires, the following words and phrases shall have the meanings set forth below.

SECTION 1. Act means the Illinois Business Not for Profit Corporation Act of 1986.

SECTION 2. Corporation means the Rotary International District 6440, Inc.

SECTION 3. Registered office means the office maintained by the Corporation in the State of Illinois, the address of which is on file in the office of the Secretary of State, at which any process, notice or demand required or permitted by law may be served upon the registered agent of the Corporation.

SECTION 4. Meeting means an in-person or electronic gathering by means of video or audio conference.

SECTION 5. "Voting", "mail", "mailing" and "ballot-by-mail" includes electronic mail or other electronic technology.

ARTICLE I - OFFICES

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II - MEMBERS

SECTION 1. The members of the Corporation shall be comprised of and limited to all Rotary and Rotaract clubs designed to be in District 6440 pursuant to the bylaws of Rotary International ("the Members"). The addition to or removal of a club or clubs from District 6440 shall immediately and automatically result in a corresponding change in the Membership of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The directors of the Corporation shall be determined by the member clubs and shall be as required by the law of the State of Illinois. The Board of Directors shall consist of five (5) Rotarians who will be the District Governor, the District Governor Elect, the District Governor Nominee, the immediate Past District Governor and the District Secretary. A member of the board shall not serve more than four (4) consecutive years except the Secretary shall serve the year in which he/she serves as Secretary. The District Governor shall serve as Chairman of the Board of Directors of the Corporation. Only Rotarians who are members in good standing of clubs in District 6440 may serve as a director.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the Corporation. The President of

the Corporation shall provide the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by any two Directors. Special meetings of Members may be called by the President, by any two directors, or by such members having one-tenth of the votes entitled to be cast at such meeting. The President shall designate the time and place for the holding of such meetings which shall be held within a reasonable time

SECTION 5. NOTICE. (a) For all meetings of Members, a written or printed notice of the meeting shall be delivered to the Member's President by mailing by electronic means, which notice shall state the place, date, and hour of the meeting. For any special meeting, the notice shall set forth the purpose of any special meeting. The notice of meeting shall be given not less than five (5) days or more than sixty (60) days before the date of the meeting. Such notice shall be deemed to have been delivered at the time the notice was electronically sent. (b) Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or person entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. PROXIES. The President of a Member Club is the person who is authorized to vote on any matter on behalf of a Member Club. A Member Club President may appoint a proxy to vote or otherwise act for the member by signing an appointment form and delivering it to the person appointed. The person appointed must be a Rotarian and a member in good standing of the Member club. No proxy shall be valid after the date of the annual meeting or special meeting of members, unless said meetings are continued to a new date.

SECTION 7. QUORUM. Except as otherwise provided herein, a quorum shall consist of one-tenth (1/10) of the Members. The affirmative vote of a majority of the Members represented at a meeting at which a quorum is present shall be valid action by the Members, unless voting by a greater number is required by law, by the Articles of Incorporation or by these bylaws.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless statute, these bylaws, or the Articles of Incorporation require the act of a greater number.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A director can only be removed for cause, as specified by statute or if the Director is no longer an active member of a Rotary Club in Rotary District 6440, at which time, he or she shall automatically be removed as a Director, without any further action of the Board.

SECTION 11. INFORMAL ACTION. Any action required to be taken at an annual or special meeting of the Members of the Corporation, or any other action which may be taken at a meeting of the Members, may

be taken without such meeting if a written consent, setting forth the action so taken, is signed by no less than two-thirds (2/3) of the Members.

SECTION 12. COMPENSATION. The officers of the Corporation, the chairs and the Board of Directors shall receive no compensation, except for reimbursement of expenses duly incurred in carrying out the business of the Corporation and approved by the President.

SECTION 13. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered into the minutes of the meeting or unless he or she shall have filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a president, a vice-president, a secretary; and the President may appoint such other officers as he or she deems appropriate. The same person may hold any two or more offices. The District Governor should not only serve as Chairman of the Board of Directors, but also as President of the Corporation. The District Governor-elect should serve as Vice President of the corporation. The officers of the Corporation shall be limited to Rotarians who are members in good standing of clubs in Rotary District 6440. The President has the authority to select the Secretary and the Treasurer of the Corporation and such other officers and chairs as the President deems necessary who will serve during the term of the President. Once selected, the officers chosen by the President shall be considered elected officers of the Corporation. The President has the sole authority to select the officers and chairs to serve during his/her term as President, other than the Vice President.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer selected by the President may be removed by the President if in the President's judgment the best interests of the corporation would be served thereby. Any officer elected by the Board of Directors may be removed by the Board of Directors if in the Board's judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. THE PRESIDENT. The District Governor shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors , certificates for shares of the Corporation, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties

as may be prescribed by the Board of Directors from time to time. The President shall report annually to the members of the Corporation on the status of the Corporation at the annual meeting of the Corporation or at such other meeting as determined by the President. The President of the Corporation shall provide the Board of Governors of Rotary International with immediate notice of any dissolution or other change in the status of the Corporation.

SECTION 5. VICE PRESIDENT. The District Governor Elect shall serve as the Vice President of the Corporation. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. In the event the Vice President is unable to perform his or her duties, the District Governor Nominee shall become the Vice President.

SECTION 6. TREASURER. The Treasurer of Rotary District 6440 shall be the principal accounting and financial officer of the Corporation and shall be a Rotarian experienced in accounting or otherwise qualified in fiscal matters. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The Secretary of Rotary District 6440 shall serve as Secretary of the Corporation and shall: (a) record the minutes of the Annual Meeting of the Corporation and meetings of the Board of Directors and ensure they are retained electronically in an appropriate manner; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) perform all duties incident to the office of secretary and such other duties as from time-to-time may be designated to him or her by the President or the Board of Directors .

SECTION 8. COMPENSATION. The officers of the Corporation, the chairs and the Board of Directors shall receive no compensation, except for reimbursement of expenses duly incurred in carrying out the business of the Corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall be July 1st to June 30th.

ARTICLE VII – TAX EXEMPTION

The Corporation may seek special beneficial tax exemption and status within its local jurisdiction. In accordance with Rotary International guidelines, the Corporation must utilize Rotary International's 501(c) (4) group tax exemption.

ARTICLE VIII - SEAL

The Board of Directors may adopt a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the President of a Member Club, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of members shall constitute waiver of notice thereof unless the member at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X - INSURANCE

The Corporation shall have the power to purchase and maintain, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, insurance against any liability asserted against such person and incurred by said person in any such capacity, or arising out of such person's status as such whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these bylaws.

ARTICLE XI - CONSTITUTION, BYLAWS AND POLICIES OF ROTARY INTERNATIONAL

SECTION 1. CORPORATION. The Corporation shall, in all respects, possess all of the powers, rights and privileges, and shall perform all of the obligations and requirements of a district under the constitution, bylaws and policies of Rotary International. The Corporation shall be a not for profit entity and no part of its money, property or other assets shall be distributed to its members, directors or officers and chairs except for reimbursement of expenses duly incurred in carrying out the business of the Corporation.

SECTION 2. CORPORATE DOCUMENTS. If any provisions of the corporate documents of District 6440 is not in conformity with the constitution, bylaws or policies of Rotary International, as amended, from time to time, the terms of the constitution, bylaws or policies of Rotary International shall prevail at all times insofar as the laws of the State of Illinois permit. In the event that there is any amendment to the constitution, bylaws or policies of Rotary International that cause the Corporation's corporate documents to be inconsistent with the amended constitution, bylaws or policies of Rotary International, the Corporation shall immediately amend its corporate documents insofar as the State of Illinois so permit so that they will again be consistent. The Corporation shall act in accordance with the constitution, bylaws and policies of Rotary International and shall not take any action inconsistent with the constitution, bylaws and policies of Rotary International. The Corporation shall immediately notify the General Secretary of Rotary International if a provision of the laws of the State of Illinois precludes

the Corporation from taking any action necessary or requires the Corporation to take an action prohibited under the constitution, bylaws or policies of Rotary International.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the maximum extent permitted by law.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended. If the Board of Directors decides to amend these bylaws, the Board shall adopt a resolution setting forth the amendment and directing that it be submitted to a vote at a meeting of Members entitled to vote which meeting may be either an annual or a special meeting. Written notice setting forth the proposed amendment shall be given to each Member. The proposed amendment shall be adopted by receiving the affirmative vote of a two-thirds majority of the votes present and voted either in person or by proxy. Any amendment must be in conformity with the constitution, bylaws and policies of Rotary International. Notwithstanding the foregoing, in the event there is any amendment to the constitution, bylaws or policies of Rotary International that cause the Corporation's corporate documents to be inconsistent with the amended constitution, bylaws or policies of Rotary International, the Corporation shall adopt an amendment to these bylaws upon notice to the Board of Directors, without the necessity of a vote, subject to the laws of the State of Illinois.

RELATIONSHIP TO ROTARY INTERNATIONAL MANUAL OF PROCEDURE

Notwithstanding anything to the contrary expressed in this Manual of Procedure, the contents of the Rotary International Manual of Procedure, where they conflict with the contents of this Manual of Procedure, shall prevail.

OFFICERS

The officers of the District shall include the following:

DISTRICT GOVERNOR (DG)

1. **Selection and Duties**

   The DG shall be nominated and selected by the District as hereinafter provided; the DG shall have all the duties and responsibilities assigned to the DG by Rotary International, those set forth in this manual and bylaws and such other responsibilities as shall from time to time be delegated to the DG by the Clubs at the annual meeting of the Corporation.

DISTRICT TREASURER (DT)

1. **Selection**

   The DT shall be appointed by and serve at the pleasure of the DG.

2. **Qualification**

   The DT shall be a Rotarian experienced in accounting or otherwise qualified in fiscal matters.

3. **Duties**

   a. To receive all District funds and keep them in bank accounts which clearly indicate that the funds are the property of the District.
   b. To be responsible for the invoicing and collection of all District per capita dues and assessments. District Dues shall be billed as of July 1 and January 1 and are due within 30 days the billing dates. Dues not paid within 30 days of the due date may result in the club not having access to district resources until such dues are paid. The District Governor may submit a request to the Finance Committee to restore access in individual cases. With each invoicing, the District Treasurer shall require each club to submit a copy of its Club Invoice that it submits to Rotary International for the time period in question.
   c. To be responsible for the payment of all bills approved by the District Governor. All checks shall be signed by the District Treasurer, the District Governor, the District Governor-Elect, or their unanimous designee. In the absence of or inability to sign by all of them, then the Chair of the Finance Committee shall sign. A Payment Reimbursement Approval Request form must be signed by the Governor and Program/Committee Chair in support of all checks.
   d. The DT is responsible for changing the signature authorizations on all banking accounts, in accordance with the Manual of Procedure.

4. **Bonding**

   The DT shall be responsible for the acquisition and the custody of a fidelity bond covering all signatories on any district checking account approved by the District Finance Committee. The amount of the bond shall be set annually by the Finance Committee.

5. Annual Report, Audit and Publication

Quarterly and for the fiscal year ended, the DT shall prepare a detailed statement of all receipts and disbursements for each year, obtain financial reports from the separate accounts under paragraph 6 and 7 in the Finance Committee section and submit the same to the DG, DGE, DGN, DGND and the Finance Committee not later than 30 days after the end of each quarter, the final report being due August 31. The DT's statement and the committee reports will be audited by a Certified Public Accountant by December 31 unless extended by the Finance Committee and the DG shall announce the completion of the audit and make copies available to the Council of Governors, Governor's Advisory Committee, Finance Committee, and Secretary within 14 days after receipt from the Certified Public Accountant. A digital copy of the audit shall be sent via email by the Governor to the clubs within 30 days of completion of the audit.

6. Government Records

Tax returns for Federal, State or other agencies shall be prepared and filed for the fiscal year served and such other reports to governmental agencies as are required to be filed for the calendar year ending during the DT's term.

DISTRICT SECRETARY (DS)

1. Selection and Qualification

The DS shall be appointed by and serve at the pleasure of the DG.

2. Duties

a. The DS shall be charged with the responsibility of keeping and maintaining the records of the District including the preparation and filing of minutes of all official meetings of the District, including the District Conference. The DS shall send the minutes of the annual meeting of the Corporation to the Registered Agent of the Corporation for inclusion in the Corporate Minute Book.
b. The DS shall maintain an electronic permanent record of the annual audited reports of the DT and the electronic records of all official actions taken at the meetings herein mentioned.
c. All District electronic records shall be delivered to the DS no later than July 15. The audited financial report shall be delivered to the Secretary within 14 days after receipt from the Certified Public Accountant.
d. Electronic records shall be maintained using a cloud-based service accessible to officers and district leaders as needed.

DISTRICT GOVERNOR-ELECT – DESIGNATION (DGE)

The District Governor-Elect, whose term occurs in the year immediately preceding his or her term as District Governor (otherwise described as the incoming District Governor) shall on and after the selection of the Governor-Nominee, hereafter be designated as the District Governor-Elect in this District and so referred to in this Manual of Procedure.

DISTRICT GOVERNOR-NOMINEE - DESIGNATION (DGN)

The District Governor-Nominee, whose term occurs in the year immediately preceding his or her term as District Governor-elect, shall on or after his or her selection, hereafter be designated as Governor-Nominee in this District and so referred to in this Manual of Procedure.

DISTRICT GOVERNOR-NOMINEE DESIGNATE – DESIGNATION (DGND)

The District Governor-Nominee Designate, whose term occurs in the months preceding his or her term as District Governor-Nominee, shall hereafter be designated as Governor Nominee Designate in this District and so referred to in this Manual of Procedure.

The District Governor Nominee Designate upon certification to Rotary International of his/her nomination, shall select, within three weeks of that date, a Past District Governor to serve as his/her advisor through his/her term as Governor.

To ensure the new District Governor Nominee Designate and his/her Past District Governor advisor receive timely and useful guidance, the DGND and advisor will complete a structured onboarding orientation. This orientation, conducted by the District Governor Nominee (DGN), will outline the expectations, responsibilities, and requirements of the Governor Line.

DISTRICT COMMITTEES

1. The appointment of committee chairs and members, and other leadership positions in the District shall, to the extent reasonably possible, include persons who represent the diversity of clubs and membership of the District, including but not limited to: club size, geographical location within the District, gender, racial or ethnic background, age, length of service in Rotary.
2. Unless otherwise provided by Rotary International, when exceptional circumstances exist, the term limits for all committees and committee chairs may be modified by the District Governor.
3. District Committees may meet in person, by telephone, or by a combination of both, or electronically.
4. All Rotarians in good standing in District 6440 are encouraged to attend and participate in committee meetings as observers. Participation shall be at the discretion of the committee Chair to maintain an orderly flow of business. This is intended to inform Rotarians about the activities of the Committees.

FINANCE COMMITTEE

1. **Composition**

   a. The committee shall be composed of five members. Two of the members will be Class A members, two of the members will be Class B members and the remaining member will be a Class C member. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of membership purposes only. Each member class will serve a three-year staggered term. The DG, DT, the DGE and a PDG advisor will serve as ex-officio members. The DGN and the DGND shall be invited to attend meetings of the committee. Treasurers, if selected by the DGE, DGN and DGND, shall be invited to attend. The PDG advisor to the committee shall serve a one-year term, shall be appointed by the DG and may not have been a PDG advisor for the DG or DGE.
   b. It is recommended that no two members shall be members of the same club.
   c. No member shall be eligible for re-appointment until one year after his or her previous term as a member of the committee.
   d. The Chair shall be one of the five members named in Section 2: Term. The appointment shall be made by the DGE prior to the end of his or her term for the upcoming year.
   e. In the event of death, resignation, vacancy, or inability to act by any member, the DG shall appoint a member for the remainder of the unexpired term. The DG shall not appoint a member who is serving or has served as his/her PDG advisor.
   f. The committee may add a non-voting member as an adviser regarding accounting or other issues.

2. **Term**

The term of service on said committee shall be three years. Each Immediate Past District Governor, prior to the end of his or her term as IPDG, shall appoint a member to this committee who will serve for three years to replace the departing committee member.

Those who have served as District Treasurer are not eligible to serve on the Finance Committee before two years have passed since the end of their term.

3. **Duties**

a. *Budget* - The committee shall meet no later than December 22 to review the proposed budget submitted by the DGE and prepare its recommendation for presentation to the presidents-elect. The Chair shall give committee members and the DG, DGE, DGN, and DGND and the PDG advisor notice of the meeting no later than 30 days in advance. Notice shall also be given to the prospective treasurers selected by the DGE, DGN and DGND.

b. *Assessment*- The committee shall in conjunction with its recommendation indicate the per capita and per club levy as an assessment on the Rotary and Rotaract clubs in the District, with half of the annual levy collected in July and half in January based on the total number of active members for the reporting period (July 1 or January 1) as noted on the Rotary and Rotaract Club Invoice submitted to Rotary International.

c. *Data Access* - The committee shall have access to the audited accounts of the fiscal year ended and any other records it deems necessary to determine the needs of the District.

d. *Annual Audit* - The committee shall hire an auditor to perform an annual audit of the District's financial statements in accordance with generally accepted auditing standards. The committee is charged with the responsibility to promptly and efficiently facilitate an audit as soon as reasonably practical after the end of each fiscal year and has the authority to approve the audit. The committee shall have the authority to enter into multi-year agreements (subject to annual review) with the auditor if it so chooses, however any such multi-year agreement shall be no longer than three years. The committee shall review the audit and make a recommendation concerning its acceptance to the annual meeting of the Corporation.

e. *Financial Management* - The committee is responsible for safeguarding district funds, for aiding the DG to stay within budget, and for aiding the DGE in preparing his or her budget, if so requested.

f. *Quarterly Reports* - The committee shall meet and review the quarterly reports prepared by the district treasurer when submitted to it by the DT, who shall submit said reports within thirty (30) days of the end of a quarter, and make any needed recommendations to the DG and the Council of Governors within 30 days of the end of the quarter. The DG shall follow the recommendations of the committee. Extenuating circumstances may be appealed by the DG to the committee.

g. *Meetings* - The committee shall meet at such other times as the DG or chair of the committee shall so determine.

h. All meetings, except the budget meeting, shall be called on not less than five days' notice. This notice may be written, electronic or oral; and may be waived by agreement of the committee for unusual circumstances.

i. The Chair of the Finance Committee shall promptly review Expense Reports submitted by the DG in accordance herewith. The DG shall submit his or her expenditures for reimbursement to the Chair of the Finance Committee within 90 days of incurring such expenditures but in no case more than 45 days after the close of the fiscal year. The Chair shall notify the DG and the entire Finance Committee of any objections or concerns relating to the expenditures within 15 days of receiving the request for reimbursement. The DG is authorized to reimburse himself or herself for any and all expenditures submitted in accordance herewith other than those expenditures

for which he or she received written notification of the specific objections or concerns about reimbursing within said 15 day period, in which case payment of the specific objected to expenditures shall be withheld unless and until resolved in accordance herewith. The DG and the Finance Committee shall promptly work to resolve any issues regarding expenditures which are objected to for reimbursement.

4. **Budgetary Considerations**

   a. *Governors' Accounts.* The annual budget approved by the member clubs will include line items for expenses the District will pay for the DG, DGE, and DGN in the performance of the duties of their offices. These funds are to supplement any expense allowance provided by Rotary International.

   b. *International Convention.* An amount shall be provided in the budget sufficient to cover lowest available round-trip economy air transportation and trip cancellation insurance for the DG, DGE and the DGN to attend the International Convention. In addition, provision for transportation shall be made for the spouse accompanying the DG and DGE to the event. In addition to transportation expense, the DG and spouse, DGE and spouse and the DGN will be reimbursed for reasonable actual expenses including convention registration, standard hotel room, reasonable amount for food, including official convention event meals, and reasonable expenses for transportation to and from the hotel, not to exceed the amount provided in the District's budget to cover their personal expenses while attending the convention. Extenuating circumstances may be appealed to the Finance Committee for adjustment of budgeted amounts.

   c. *Budget Variance*. The DG shall keep all expenditures within budget. If the DG expects that expenditures for any grouping (account number X0000) may exceed the budgeted amount by more than 10%, the DG shall immediately notify the Finance Committee. The Finance Chair shall call a meeting of the Finance Committee with the Governor as soon as practical to discuss a budget increase. The DG must provide an explanation to the Finance Committee of the necessity for a budget increase. In addition, the DG can petition the Governor's Advisory Committee and the Finance Committee for permission, through majority vote of both bodies, to use a specified amount of the District's excess unrestricted funds for an unbudgeted project benefiting the district's member clubs. Approval of an increase shall not be unreasonably withheld by the Finance Committee or the Governor's Advisory Committee.

   d. *Event Budgeting*. It is recommended that the DG and DGE, as the case may be, prepare a budget for all events under his or her control. Expenditures for these events should be within revenues and or budget.

   e. *Committee Budgeting.* Any committee requiring funds to be budgeted to carry out its work shall submit a current year forecast of revenues and expenditures and a proposal for the next full Rotary year to the Governor-elect and Finance Committee not later than November 15.

   f. *Deficit Budget.* There shall be no deficit budget unless there are excess unrestricted funds, defined as that exceeding an average of the last three years of totaled actual expenses for District Officers, District Committees, and District Operations. Permission for a deficit budget must be granted by majority vote of the Governor's Advisory Committee and the Finance Committee before presentation to the Presidents-Elect for their approval.

   g. *Budget Adjustment* - In the event that the Governor determines that additional funds are needed to cover expenses for an event that clubs have been previously assessed pursuant to the district budget, the Governor shall submit his/her proposal for an increase in club assessments to the Finance Committee for consideration. The Governor shall send the proposal to the clubs with notice of the time and place of the hearing before the Finance Committee at least 14 days before the hearing. Club presidents or their representative may attend and participate in the

hearing or they may submit written comments to the Finance Committee prior to the hearing. If the increase is recommended by the Finance Committee, it must be voted upon by the clubs. Approval requires three-fourths affirmative votes within two weeks of the Finance Committee hearing.

h. *District 6440 Financial Reserve Policy*
   i) *Purpose:* The purpose of the financial reserve policy is to ensure the financial stability of Rotary District 6440.
   ii) *Calculation of Target:* The reserve balance target shall be calculated using total spending net of program expenses collected over a three-year rolling average spending, including the current proposed budget from the Governor-Elect.
   iii) *Target Balance:* The reserve balance shall be targeted to a minimum of 1.5 times total spending net of program expenses collected over a three-year rolling average.
   iv) *Decision Making:* The Finance Committee shall be charged with directing how the reserve balance is invested. Any funds in excess of the reserve target shall be reviewed and designated by the Finance Committee in conjunction with the Governor's Advisory Council. The use of funds from the reserve shall be determined by the Finance Committee in conjunction with the Governor's Advisory Council.

i. *Council on Legislation.* In a Legislative Year, an amount shall be provided in the budget for the delegate representing the District at the meeting of the Council on Legislation, for expenses not covered by Rotary International. In addition, the Delegate will also receive a per day allowance as determined by the Finance Committee to cover the Delegate's personal expenses while attending the meeting of the Council on Legislation.

j. *RI Director Nominating Committee.* In a year in which our district sends a representative to the nominating committee for the RI Director from our zone, an amount shall be provided in the budget for the delegate representing the District at the meeting of the nominating committee, for expenses not covered by Rotary International. In addition, the Delegate will also receive a per day allowance as determined by the Finance Committee to cover the Delegate's personal expenses while attending the meeting of the nominating committee.

k. *Assessed District Programs Financial Management* – Where funds are raised via assessments to the clubs for a specific purpose, such as Youth Exchange, District Conference, Vocational Scholarships, PETS (president-elect training seminar, also known as presidents-elect learning seminar), or District Training Programs (also known as club leadership learning seminar), a budget of expense must be prepared for each and submitted by the project/event chair to the DG for approval. Separate bank accounts may be maintained for those funds as deemed necessary by the DG or as recommended by the Finance Committee and the chair of each event/ project may be one of the signatories. Each chair shall submit a semiannual report to the DG, DGE, DGN, DGND and finance committee.

l. *Youth Exchange Committee.* An amount per club based on the membership recorded on the Club Invoice submitted by Rotary International on or about July 1 and January 1, shall be assessed for the operating expenses of the Youth Exchange Committee. Half of the annual per capita amount shall be collected in July and half in January.

m. *Membership Committee.* Consideration shall be given to allocation of funds for charter night installation ceremonies for new clubs.

n. *Vocational Scholarship Committee.* An amount per club based on the membership recorded on the Club Invoice on or about July 1 and January 1, shall be assessed for the operating expenses

of the Vocational Scholarship Committee. Half of the annual per capita amount shall be collected in July and half in January.

o. *District Conference*. An amount per club based on the membership recorded on the Club Invoice submitted by Rotary International on or about July 1 and January 1, shall be assessed for the operating expenses of the District Conference Committee. Half of the annual per capita amount shall be collected in July and half in January.

p. *PETS* (president-elect training seminar, also known as presidents-elect learning seminar), *Pre-PETS and Post-PETS*. An amount per club may be assessed for President Elect Training as required by Rotary International. Half of the amount shall be collected in July and half in January. District 6440 covers the cost of registration and two (2) nights lodging for Midwest PETS, or for an alternative PETS training program approved by the DGE, for the President Elect. Except for the required two nights of lodging included in the assessment for Midwest PETS, lodging , travel, and any other expenses associated with PETS training are not covered by the District.

q. *District Training Programs* (also known as club leadership learning seminar. An amount per club shall be assessed for district training programs. Half of the annual amount shall be collected in July and half in January.

5. **Distribution and Approval**

a. The proposed budget and district dues shall be reviewed and accepted by the Finance Committee before submission to the club presidents-elect. It shall state the proposed per capita and per club dues assessment, based on the district governor-elect's estimated membership number for the budget year.

b. The proposed budget, compared to the last full year actual and the projected current year, actual and budget, shall be distributed to the presidents-elect 30 days prior to PETS (president-elect training seminar, also known as presidents-elect learning seminar). If the budget was submitted late, presidents-elect have the option to waive the 30-day notice and still vote at PETS. If not waived, vote will be taken 30 days after submission, either electronically or by mail.

c. The budget and district dues shall be approved by three fourths of the incoming club presidents-elect or their duly credentialed proxies. If disapproved by the presidents-elect at PETS (president-elect training seminar, also known as presidents-elect learning seminar), the DGE must resubmit a new budget to the Finance Committee to be presented to the presidents-elect or their proxies for approval at the annual meeting of the Corporation or District Assembly whichever comes first. Presidents-elect may vote by proxy. Notice must be given to the presidents-elect at least 30 days in advance of the annual meeting of the Corporation or District Assembly.

d. If, as of July 1, a budget has not been approved, Clubs shall be assessed the same per capita and per club levy rate as the prior January 1 assessment, until a current year budget is approved. In addition, if as of July 1, a budget has not been approved, the previous year's budget will be in effect until the new budget is approved at a special meeting called by the DG. The DG must submit a new budget to the Finance Committee to be presented to the club presidents. Notice must be given to the club presidents at least 30 days in advance of the meeting. The Presidents may vote by proxy.

e. A summary of the approved budget shall then be published in the district newsletter or other weekly or monthly communication from the DG, or by separate email, to all Rotarians to inform other Rotarians about district finances.

6. **Separate Checking Accounts for Assessed District Events and Programs**

   a. The DG may, at his or her discretion, provide for separate checking accounts for the following Assessed District Events and Programs:

      - The Youth Exchange Program
      - The District Conference
      - Designated Training Programs
      - Other assessed events and programs that may be established

   b. Any account established for such Assessed Event or Program shall be opened in the name of the District, designated as a supplemental account, and be administered by the DG and the DT;
   c. Signatories on the supplemental account shall be limited to the DG, the DT, the DGE, and their unanimous designee.
   d. Reports on the supplemental account shall be submitted by the chair of the Event or Program to the DG on or before 60 days after the completion of the Event or Program, or prior to the close of the fiscal year in which the Event or Program occurs, whichever is sooner. In the event that any Event or Program occurs in more than one fiscal year, the Event or Program chair shall submit an interim report related to the supplemental account not less than thirty (30) days prior to the end of the then current fiscal year;
   e. Should any such Assessed Event or Program generate a surplus in excess of the amount necessary for the payment of expenses incurred, then that surplus shall remain in either the supplemental account or the District's general operating account for payment of expenses for the respective Assessed Event or Program for the following fiscal year. At any time after the Audit Report is received, the current DG, after approval by the Finance Committee, may transfer any such prior year-ending surplus to the general fund provided at least 50% of the current budgeted expenses for such event continue to be held in reserve unless and until the Finance Committee recommends a lesser balance.
   f. In the event that an event or program is not continued in the following Rotary year, any surplus is to be transferred to the general fund. If there is a deficit in the discontinued event or program, the deficit is to be addressed by the Finance Committee.

7. **Separate Accounts for Non-Assessed District Events and Programs.**

   a. Any Non-Assessed District Event or Program event that requires the prior approval of the District Governor ("approved District event") and is to be funded through fees and/or charges to District Rotary members and their guests shall be budgeted so as to raise sufficient funds to pay any and all expenses incurred with respect to the approved District event.
   b. The DG may, at his or her discretion, provide for separate checking accounts for Non-Assessed District Events and Programs:
   c. Any account established for such Non-Assessed Event or Program shall be opened in the name of the District, designated as a supplemental account, and be administered by the DG and the DT;
   d. Signatories on the supplemental account shall be limited to the DG, the DT the DGE, and their unanimous designee;
   e. Reports on the supplemental account shall be submitted by the chair of the Event or Program to the DG on or before 60 days after the completion of the Event or Program, or prior to the close of the fiscal year in which the Event or Program occurs, whichever is sooner. In the event that any Event or Program occurs in more than one fiscal year, the Event or Program chair shall submit an interim report related to the supplemental account not less than thirty (30) days prior to the end of the then current fiscal year;

f. To the extent that any Non-Assessed Event or Program generates surplus revenue in excess of the amount necessary for the payment of expenses incurred, then any such surplus revenue shall be disbursed to and deposited in the District's general operating account for use with respect to the general expenses of the District. In the event that no supplemental checking account is established for any such Event or Program, and any surplus exists after payment of expenses, the surplus shall remain in the District's general operating account for use with respect to the general expenses of the District.

PRIMARY COMMITTEE

1. **Membership**

a. Appointment. It shall be the duty of the most recent Past District Governor of this District, who is a member of a club in this District, to appoint a Chair and two (2) other members from clubs in this District to constitute a Committee of three (3) to be known as the Primary Committee. Such appointment shall be made by the Past District Governor on or before January 15 and published by the DG in the February Newsletter or other weekly or monthly communication from the DG, or by separate email, to all Rotarians together with a request for all Rotarians in the District to recommend and offer candidates for the consideration of said Primary Committee to compose the District Nominating Committee for selection of the District Governor for the Rotary year commencing on July 1st of the fourth Rotary fiscal year following appointment of said primary committee.

b. Restrictions. No two members of the Primary Committee shall be appointed from the same Rotary Club, nor shall said Primary Committee include any Past District Governor of the District or Honorary Member of any Rotary Club in the District.

c. Limitations. No member shall be eligible for reappointment until one year after the expiration of his or her previous term as a member of the committee.

2. Duties

It shall be the duty of the Primary Committee to report to the DG, not later than April 1, its choice for members of the Nominating Committee and alternates, which report said Governor shall publish in the April Governor's Newsletter or other weekly or monthly communication from the DG, or by separate email, to all Rotarians.

DISTRICT NOMINATING COMMITTEE

1. **Selection**

The District Nominating Committee shall be elected at the annual meeting of the Corporation to serve for the following fiscal year and shall consist of ten members, in four classifications, as follows:

- Two (2) who shall be, at that time, recent Past Presidents of Rotary Clubs.
- Two (2) who shall be, at that time, incumbent or recent Assistant Governors.
- Three (3) members-at-large who shall be Rotarians in good standing in clubs within the District, but who are not then either Presidents or officers of Rotary International.
- Two (2) Past District Governors or Past Rotary International Officers.
- The Immediate Past District Governor.
- Four alternates, one for each of the classifications in paragraph (1) through (4) above, shall be proposed by the Primary Committee.

All members of the Nominating Committee shall be members of Clubs in the District. No two members or alternates shall be from the same Rotary Club, and no member or alternate shall have

served on the Nominating Committee during the preceding year. Within the classifications listed above, the Primary Committee shall use its best efforts to select members of the Nominating Committee who represent the diversity of clubs and membership of the District, including but not limited to: club size, geographical location within the District, gender, racial or ethnic background, age, length of service in Rotary.

Upon presentation of the report of the Primary Committee, opportunity shall be given for further nominations from the floor of the annual meeting of the Corporation by any club within the District through its delegates present there.

If there are no additional nominations, then the report of the Primary Committee shall be approved, and the members of the Nominating Committee and alternates shall be declared elected.

If, however, additional nominations have been made from the floor in any of the four classifications above (Past Presidents, Assistant Governors, three members at large or the Past District Governors), either for members or for alternates, then a written ballot vote shall be taken in such classification. In the classifications of Past Presidents and incumbent or recent past Assistant Governors, the two receiving the highest vote shall be designated as members and the third receiving the highest vote shall be designated as alternate. In the classification Members-at-Large, the three receiving the highest votes shall be designated as members and the fourth as the alternate. In the classification of Past District Governor or Past Rotary International Officer, the two receiving the highest vote shall be designated as members and the third receiving the highest vote shall be designated as alternate. These members and alternates shall then be declared elected.

The District Governor, District Governor-Elect and the District Governor Nominee shall be ex-officio members of the Nominating Committee.

2. Purpose

The District Nominating Committee shall select the successor to the District Governor-Nominee and shall select one available Past District Governor to be Vice- Governor. The role of the Vice- Governor will be to replace the Governor in case of temporary or permanent inability to continue in the performance of the Governor's duties.

3. Term

The terms of office of the members of the Nominating Committee shall automatically expire at the close of the fiscal year of their service. No member shall be eligible for reappointment until one year after the expiration of his or her previous term as a member of the committee

4. Quorum

Seven voting members shall constitute a quorum at all meetings of the Nominating Committee. Meetings shall be closed to all except the members thereof, alternates, and those who shall be invited to attend by the committee for interview purposes.

5. Applications

a. Not later than July 15, the Immediate Past District Governor shall distribute to all clubs in the District the Official Proposal Form. This form shall contain information that the Rotarian meets the minimum requirements of a Governor-nominee at the time of selection, to wit: a) that the applicant is a member in good standing of a functioning club in the District; b) that the applicant has served as club president for a full term or as charter president for at least six months; c) that the applicant has demonstrated the willingness, commitment, and ability to fulfill the duties and responsibilities of a governor; and d) that the applicant has demonstrated knowledge of the

qualifications, duties, and responsibilities of governor. Further, an applicant must have been a Rotarian for at least seven years at the time of taking office of District Governor. This form shall call for information the committee will need concerning the Rotarian the Club wishes to nominate for the office of District Governor. It shall cover candidate's length of service, character, qualification, experience and interest in Rotary, also interest and participation in other civic or philanthropic activities. The form shall also include examples of qualities which the Nominating committee shall consider when evaluating candidates, including

- Community Service and Membership Development.
- Assessing how the candidate will deal with Challenges facing Rotary at all levels.
- Assessing how the candidate would respond to unusual situations.
- Identifying ability to inspire others.
- Depth and breadth of knowledge of Rotary's Avenues of Service.
- Knowledge of the Rotary Foundation's Areas of Focus and grant-making procedures.
- Skills in planning, organizing, and administering major events and programs.
- Ability to communicate – both written and oral
- Leadership style – experience in other organizations.
- Computer proficiency – especially ClubRunner and My Rotary.
- Accomplishments in Rotary

b. As prescribed in Rotary Code of Policies section 17.040.1, the Immediate Past Governor shall also send the current election guidelines found in Rotary Code of Policies section 26.060.4., as well as the following list of election guidelines to all clubs at the time of the official call for nominations:

Rotarians and election candidates shall

1. Learn and follow both the spirit and the letter of RI's election guidelines
2. Consult with knowledgeable Rotarians about current or new assignments to avoid any appearance of campaigning
3. Not undertake personal initiatives to gain visibility, personal recognition, or favor
4. Not respond in kind to another candidate's improper activities
5. Not communicate with or visit clubs involved in the applicable election except to fulfill necessary functions.

Failure to comply with these guidelines may result in the candidate's disqualification.

c. All proposals for the office of District Governor must be approved by the Board of Directors or the membership of the applicant's club and such action certified by the President and Secretary thereof.

d. Such a proposal must be delivered to the Nominating Committee Convener, the Immediate Past District Governor not later than midnight, seven days before the date set for the Nominating Committee to consider proposals – see below.

6. Disqualification

a. When all proposals for the office of District Governor have been submitted, if a candidate has been proposed by a Rotary Club, a member or alternate of which is a member of the Nominating Committee, this member or alternate shall be disqualified and shall not attend the sessions of the Committee. The member's place on the Committee shall immediately be assumed by the proper alternate.

b. In the event that the forgoing paragraph 6.a. disqualifies one or both of the Past District Governors or the Past Rotary International Officers the DG shall select a replacement(s) from among those past officers who are in this classification and who meet the following requirements at the time of their service on the Nominating Committee;

- Member of a club in the District.
- Has not served on the Nominating Committee in the prior 12 months.
- Consents to serve.
- No other member of their club is currently serving on the committee and none of the candidates is from their club.

c. It shall be the duty of the IPDG to promptly notify the committee member or alternate of this disqualification by reason of the candidacy proposal from his or her club and to notify the proper alternate to be present.

7. Proceedings

a. The Immediate Past District Governor shall convene the Nominating Committee to interview and evaluate candidates between September 8 and October 15 to avoid conflicting with Zone Institutes and holidays. The meeting date must be announced by January 15 by the Immediate Past District Governor to allow candidates to plan their schedules. The meeting may be held virtually or as a hybrid meeting, if circumstances warrant. The Immediate Past District Governor shall chair the meeting of the Nominating Committee. In the event the Immediate Past District Governor is unable to attend the meeting, the District Governor shall conduct the meeting. Should both the Immediate Past District Governor and the current Past District Governor be unable to chair the meeting, the Governor shall appoint a Past District Governor who served as Governor in District 6440 to chair the meeting.

b. At such meeting, the Committee shall consider all of the proposals submitted by the clubs, in accordance with Rotary Code of Policies section 19.030.1. In the event that no such proposals meet with its approval, or none has been made, the Committee shall submit its own nominee. In the event that the selected date does not allow all the candidates to interview in person, the convener may adjust the date of the Nominating Committee meeting with the concurrence of all the candidates, which concurrence shall not be unreasonably withheld, and by sufficient numbers of the Nominating Committee, including alternates, as necessary to constitute a quorum plus two. The four classifications of committee members must be maintained. The date may be changed only if a candidate is faced with unforeseen circumstances that occur after the selected date is announced. Unforeseen circumstances include, but are not limited to, illness of the candidate, death of a family member, a major business event requiring the presence of the candidate, and inclement weather as determined by the convener. Scheduling a vacation or discretionary business travel after the selected date is announced shall not be considered an unforeseen circumstance.

c. The members of the Nominating Committee, unless disqualified, shall vote in the classification to which they have been elected. If a vacancy in that classification exists, then the alternate elected for that classification shall fill the vacancy of a member and if the alternate for that classification is not present to fill that vacancy, then an alternate from another classification, provided that he or she otherwise qualifies, can fill such vacancy and vote as a member.

d. All balloting shall be by a written secret ballot. At the beginning of the meeting, the convenor shall randomly select from among all voting members of the Nominating committee, one individual, who shall tally the ballots with the convenor. All balloting materials shall be destroyed before adjournment. Alternates present, who have not filled a vacancy, may remain as participants and non-voters in the proceedings. Balloting shall be conducted in the following manner:

    1) If there is a single candidate, a 60% majority of the Nominating Committee voting members present at the interview must vote in favor.

2) If there are two or more candidates, a 60% majority of the Nominating Committee voting members present at the interview must agree on one candidate.
3) If no candidate receives a 60% majority, the candidate(s) receiving the fewest number of votes on the first ballot is eliminated from consideration, and the remaining candidates are reconsidered and new ballots are distributed with the name(s) of the eliminated candidates crossed out. This process may be repeated until one candidate receives a 60 %majority.

e. If for any reason, the Nominating Committee does not agree upon a recommended candidate for District Governor, a second meeting will be scheduled approximately 45 days after the initial meeting. During this period, clubs will be invited to submit additional candidates. Any original candidate is also eligible to resubmit his/her application for consideration at the second meeting.
f. Each member of the Nominating Committee shall pledge to keep strictly confidential the deliberations of the Committee and all information submitted to it. Any person who is found to violate this provision shall be disqualified from serving again on the Primary or Nominating Committee of the District.
g. The convenor shall notify the candidates promptly of the results.
h. The chair of the nominating committee shall notify the Governor of the candidate selected within 24 hours of the adjournment of the nominating committee and shall forward to the District Governor its written report within two days following the meeting. The Governor shall publish to the clubs of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee.
i. Notwithstanding any nomination made by the District Nominating Committee, any club in the District may propose a challenging candidate for District Governor-Nominee, but only if it previously suggested the candidate to the Nominating Committee. The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the Governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection of the District Governor Nominee Designate by the Governor. In the event of a challenge, the Governor shall proceed as prescribed in the bylaws of Rotary International, Section 12:030.7 through 12:030.9.. If no additional nominations are received, the Governor shall immediately after the challenge period certify to the General Secretary of Rotary International the selection of the nominee.
j. In selecting a Vice-Governor, the chair of the Nominating Committee shall contact the Past District Governors no later than July 15 to determine their willingness to serve as Vice Governor. The Vice-Governor shall not be the Foundation Chair. The chair shall advise the Nominating Committee of those Past District Governors willing to serve. If only one PDG is willing to serve, that PDG shall be selected by the committee as Vice-Governor. If more than one PDG is willing to serve, the committee shall select the Vice-Governor by secret ballot by majority vote. All candidates for Vice-Governor shall submit to the chair of the Nominating Committee a written letter setting forth his/her credentials with special emphasis on recent involvement with District 6440 and/or RI at least fourteen days prior to the Nominating Committee meeting. The chair of the Nominating Committee shall send a copy of all letters to the members of the Nominating Committee within seven days of the Nominating Committee meeting. The Vice-Governor shall not be the District Foundation Chair. The Vice-Governor selected shall serve as the Vice-Governor for the then Governor Elect when the Governor Elect becomes Governor. The Vice-Governor shall not be from the same club as the Governor Nominee unless that PDG is the only PDG willing to serve The Vice-Governor shall be selected at the same meeting as the successor

to the Governor Nominee is selected. If no PDG has agreed to serve, the Governor Elect may select a PDG as Vice-Governor.

8. District Governor Vacancy

In the event of the death, resignation, disqualification or inability of the Governor to serve, and the Vice-Governor becomes Governor, the Immediate Past District Governor shall convene the Council of Governors to select a Past District Governor to fulfill the responsibilities of the Vice- Governor during the required period.

9. District Governor Elect Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Elect to serve, the District Governor Nominee will be offered the option to take the position of the District Governor Elect (if eligible). If the District Governor Nominee is ineligible or turns down the offer to immediately become the District Governor Elect, the Current District Governor shall convene the Council of Governors to select a Past District Governor to fulfill the District Governor Elect role.

10. District Governor Nominee Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Nominee to serve occurs before a District Governor Nominee Designate is selected, the Immediate Past District Governor shall convene the Nominating Committee elected at the annual meeting of the Corporation. Candidates will have 60 days to submit their applications. To be considered, previous applicants must reapply. All other selection procedures will be followed. If the inability to serve occurs after a District Governor Nominee Designate is selected, the District Governor Nominee Designate will assume the role of District Governor Nominee (if eligible). A new District Governor Nominee Designate (or District Governor Nominee) will be selected by the current Nominating Committee.

11. District Governor Nominee Designate Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Nominee Designate to serve, the Immediate Past District Governor shall reconvene the Nominating Committee elected at the annual meeting of the Corporation. Candidates will have 60 days to submit their applications. To be considered, previous applicants must reapply. All other selection procedures will be followed.

COUNCIL OF GOVERNORS

1. **Appointment**

The DG shall appoint a Council of Governors to be composed of the Past District Governors, District Governor, District Governor-elect, District Governor-nominee, District Governor-nominee designate of the district and any other Past District Governors of Rotary International and Past Officers of Rotary International who are members in good standing of clubs within the District. The Council of Governors is chaired by the District Governor.

2. **Duties**

a. It will be the duty of the Council of Governors to act as a mentor to the DG relative to matters concerning district business, district administration and district growth when requested by the DG.
b. The Council of Governors shall be the Nominating Committee for the selection of the District's representative and alternate representative to the RI Council on Legislation. Written notice shall

be given to the members of the Council of Governors at least 30 days prior to the meeting at which the representative and alternate representative are nominated. The District's representative and alternate representative will also represent the District on the RI Council on Resolutions. The candidates for representative shall not be present during the nomination process. The election is at the annual meeting of the Corporation and is for a three-year term. The election is at the annual meeting of the Corporation and is for a three-year term. The election shall take place in the year of the RI Council on Legislation meeting. The term of the representatives begins on July 1 following the Council on Legislation.

c. It is recommended that the Council of Governors meet no less than two times during that Rotary year with reports from the Governor, Governor Elect, Governor Nominee, Governor and Nominee Designate.

d. The Council of Governors shall be the Nominating Committee for the selection of the District's representative and alternate representative to the Nominating Committee for RI Director for the Zone in which the District is located. Such Representative and Alternate shall be a past District Governor. Written notice shall be given to the members of the Council of Governors at least 30 days prior to the meeting at which the representative and alternate representative are nominated. The candidates for representative shall not participate in the nomination deliberations and shall not vote. The election is at the annual meeting of the Corporation and is for a one-year term. The election shall take place in the year prior to the scheduled nomination. The term of the representatives begins on July 1 following the year in which they are selected.

GOVERNOR'S ADVISORY COMMITTEE

1. **Committee**

The Governor's Advisory Committee consists of the Immediate Past District Governor, District Governor, District Governor-elect, District Governor-nominee, District Governor-nominee designate and their respective PDG advisors and the Vice-Governor. This committee is chaired by the District Governor.

2. **Duties**

It will be the duty of the Governor's Advisory Committee to develop a strategic plan that addresses continuity and consensus within the district from year to year as it relates to administration, programs and the vision for the future. They will review and revise the District Organizational Structure as needed. It is recommended that the committee meet no less than three times a year. The District Organizational Structure will position current and incoming governors to function as a team that will foster effective leadership and management for District 6440. The Committee will address topics that will assist the DG group with the planning and execution of their duties and it will serve as a forum to foster leadership and program continuity. The District Organizational Structure shall be depicted in a district organization chart. The Governor's Advisory Committee shall have the power to call Committee Chairs to attend its meetings. The spending of excess unrestricted funds of the District and the submission of a deficit budget for approval by the Presidents-Elect require approval by majority vote of the Committee.

LEGISLATIVE ADVISORY COMMITTEE

1. **Appointment**

Upon taking office, the DG shall fill vacancies on the Legislative Advisory Committee for a two-year term. The DG appoints the Legislative Advisor who serves as chair of the committee. The Committee shall be composed of at least five (5), but not more than seven (7) Rotarians who are members in

good standing of clubs within the District. Preferably they shall be Rotarians who are experienced in legislative matters, both at the District and International levels, and have demonstrated their interest in such affairs of the organization. The Legislative Advisory Committee personnel selection shall give recognition to the experience of Past District Governors of the District as well as capable individuals holding membership in clubs in the District. One of the members shall be the Legislative Advisor who shall chair the Committee. No member of the committee shall serve more than three consecutive two-year terms and the Legislative Advisor shall serve no more than two consecutive two-year terms. A former member of the committee may serve on the committee after the absence of one year from the committee.

2. **Duties**

   a. To study proposed legislation originating within the District directly and affecting District operations.
   b. To review proposed legislation to be acted upon at the Council on Legislation and Council on Resolutions and make recommendations thereon to the District electors at the annual business meeting or legislative seminar concerning the merit, or lack thereof, of such proposed legislation and resolutions.
   c. To initiate, suggest and review proposals made to the District Governor regarding: (1) changes in the District Manual of Procedure; and (2) legislation and resolutions to be proposed for consideration at the Council on Legislation and Council on Resolutions of Rotary International.
   d. To meet with the District Governor Elect, District Governor Nominee and District Governor Nominee Designate at least three months prior to the annual business meeting to discuss the Manual of Procedure and Bylaws of the corporation.

GRANTS COMMITTEE

Membership

1. The committee shall be composed of seven members appointed by the DG:
   - Grants Committee Chair
   - District Grants Chair
   - Global Grants Chair
   - Global Grants Scholarship Chair
   - District International Service Chair
   - District Stewardship Chair
   - District Rotary Foundation Chair
2. A quorum for meetings is a minimum of four members. Should the Committee Chair be absent, he/she should designate another member who will attend as the Chair for that meeting.
2. The DG, DGE, DGN, DGND, and the appointed Committee Recording Secretary will serve as non-voting, ex-officio members.
2. It is preferred that no two Committee members be members of the same club.

Service Term

1. Each member will serve a three-year staggered term; annual changes are intended to be staggered as follows: (the initial terms are only intended to clarify the staggering of terms)
   a. Beginning July 1, 2026, the initial terms shall be as follows:
      i. The Grants Chair and the Global Scholarship Chair will be Class A members and will serve from 2026-2027 through 2028-2029.

i. The District Grant Chair and the District International Service Chair shall be Class B members and will serve from 2026-27 through 2027-2028.
i. The Global Grant Chair and the District Stewardship Chair shall be Class C members and will serve in 2026-2027.
i. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of membership purposes only.

2. In the event of death, resignation, vacancy, or inability to act by any member, the DG shall appoint a qualified Rotarian to that position for the remainder of the unexpired term.
3. Each DGE, prior to the end of his or her term as DGE, shall appoint a qualified Rotarian to a designated position of this committee who will serve for three years to replace any departing committee member.
4. Current committee members may be reappointed to serve additional three-year terms.

Roles and Mission

1. Periodically report to the DG on the status of grant activities.
2. Assist the DG in accomplishing local and international service goals.
3. Oversee the distribution of ANNUAL FUND - SHARE funds allocated for Rotary Grants in the current year and plan for the next year.
4. Educate clubs about opportunities for service and the programs supported by Rotary Foundation grants.
5. Assist clubs in submitting annual grant qualifications, processing the applications, and administering Rotary Foundation grants.
6. Track the progress from grant applications through until projects are completed.
7. Facilitate partnering opportunities on District Grants among the District 6440 Clubs and throughout Rotary International on Global Grants.
8. Support the clubs in meeting their requirements to retain grant documentation and financial records as required by The Rotary Foundation.
9. Maintain D6440 grant documentation.
10. Provide information to the DG for his/her report on grants at the Annual Business Meeting.

VOCATIONAL SERVICE COMMITTEE

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise. The concept of Vocational Service is rooted in the second object, which calls on Rotarians to encourage and foster high ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarians occupation as an opportunity to serve society.

Role and Mission

a. To support clubs in advocating the use of vocational skills and expertise to address community problems, and help others discover new vocational opportunities and interests.
b. To support clubs in programs involving mentoring and educating young people to help achieve their career goals.
c. To recognize and celebrate initiatives that advance the worthiness of all professions.
d. To be a resource in connecting our professions and professional networks with our clubs' activities.
e. To promote Rotary's commitment to integrity and ethical behavior in our professional and personal lives.

Committee Structure

a. The program will be administered by a committee of five members. Two of the members will be Class A members, two of the members will be Class B members and the remaining member will be a Class C member. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of membership purposes only.
b. The District Governor-Elect shall annually appoint a Chair for their year as Governor and appoint members to replace those whose terms are expiring.
c. The Chair may serve for as many successive terms as he or she is appointed.
d. No committee member may serve more than two successive terms, but subsequently may be re-appointed provided at least one year has elapsed since his or her prior service.
e. Vacancies may be filled by the District Governor for the unexpired term of the member being replaced.
f. An advisor from the current Governor Line will serve as an ex-officio member. The DG, DGE, DGN and DGND shall be invited to attend meetings of the committee.

YOUTH SERVICE COMMITTEE

Role and Mission

a. To oversee all youth programs in the District.
b. To help prepare youth to be productive citizens in their community.
c. To promote international understanding and tolerance amongst youth.
d. To imbue youth with ideals of service to others.
e. To help Rotary Clubs to promote the Rotary International Youth Programs, i.e.,
   1) Interact/Rotaract
   2) Rotary Youth Exchange, both long term and short term
   3) Rotary Youth Leadership Awards (RYLA)
f. To assist the District Governor in monitoring compliance with the Youth Protection Policy.

Committee Structure

a. The Youth Service Committee shall consist of six Rotarians, including the District Governor Nominee who shall chair the committee; the Youth Service Advisor, who will be named by the District Governor and shall be the Vice-Chair and; chairs of three subcommittees. In addition, the Governor shall appoint a Youth Protection Officer to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth Protection Policy, and the District 6440 Youth Protection Policy. The Governor and Governor Elect shall be ex officio members of the committee.
b. The Youth Service Committee chair shall act as coordinator of the District Youth Programs. The chair shall work with the Youth Service Advisor and subcommittees to plan, integrate, implement and evaluate all District Youth Programs.
c. The subcommittee chairs shall report to the Youth Service Committee chair and shall provide the chair with written reports on Dec. 31 and June 30 of each fiscal year as to their activities.
d. The committee shall meet at such other times as determined by the Youth Service Committee chair, at the request of another member of the committee, or at the request of the Governor.

Youth Service Subcommittees

a. The three district subcommittees are:
   1. Interact/Rotaract Committee
   2. Rotary Youth Exchange Committee
   3. Rotary Youth Leadership Awards Committee

b. The Governor Nominee shall appoint the chair of each subcommittee. The term of the subcommittee chair shall be at the discretion of the nominee. Each subcommittee chair may appoint members of that subcommittee.
c. *Interact /Rotaract Committee.* The purpose is to provide community and international service through Interact/Rotaract clubs. The committee shall involve local Rotary chairs and representatives of Interact clubs and Rotaract clubs for organizational and program continuity.
d. *Youth Exchange Committee.* The purpose is to provide international youth exchange contacts and coordination. The committee works with the Central States Youth Exchange program. The program includes long term school year exchanges and short-term exchanges.
e. *Rotary Youth Leadership Awards (RYLA) Committee.* The purpose is to provide leadership training for selected high school students. The committee will plan, publicize and conduct annual training seminars. The committee shall involve local Rotary Club chairs for organizational and program planning.

Youth Protection

The purpose of the Youth Protection Officer and the District Governor is to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth Protection Policy, and the District 6440 Youth Protection Policy, which may be amended from time to time and are hereby incorporated by reference.

HARASSMENT PREVENTION COMMITTEE

Role and Mission

Rotary District 6440 is committed to maintaining a respectful environment that is free from any kind of harassment, which includes unwelcome verbal, visual, written, or physical contact, advances, or comments that harass, disrupt, or interfere with another's participation in any Rotary activities by creating an intimidating or hostile environment.

The purpose of the Harassment Prevention Committee is to ensure compliance with Rotary International's Statement of Conduct for Working with Harassment, the Rotary Code of Policy dealing with Harassment-free Environment at Meetings, Events or Activities, and the District 6440 Preventing and Addressing Harassment Policy, which may be amended from time to time and are hereby incorporated by reference.

Committee Structure

a. The District Harassment Prevention Committee shall consist of three to five members appointed by the District Governor.
b. The HPC is charged with reviewing and making inquiry of allegations or complaints of harassment at a Rotary district meeting, event or activity or a complaint that involves members from multiple Rotary clubs, pursuant to the District policy.

RESOLUTIONS AND AMENDMENTS

PRESENTATION

All Resolutions or Amendments proposed for adoption at the annual meeting of the Corporation must be submitted by a club or clubs in the District, or the Legislative Advisory Committee and must be in writing.

Such proposals must be delivered to the DG not less than 30 days in advance of the annual meeting.

All proposals must be published by the DG in the Governor's Monthly Newsletter or other weekly or monthly communication from the DG, or by separate email, to all Rotarians, at least 30 days in advance of the annual meeting of the Corporation to which they are to be submitted.

VOTING

Every active member in good standing of a club in the District, shall be entitled to vote upon all matters submitted to a vote at such meeting except the selection of the nominee for DG, the composition and term of reference of a nominating committee for DG, and for the election of the representative of the clubs of the District on the Council on Legislation. Any elector shall have the right to demand a poll upon any matter presented to the meeting , in which event the voting shall be restricted to electors.

ELECTORS

Each club in a District shall select, certify and send to the annual meeting of the Corporation one (1) elector for every twenty-five (25), or major fraction thereof of its members, honorary members excepted, based upon the number of members of the club as of the last day of the month preceding the month in which the meeting is held, provided that each club in the District shall be entitled to at least one elector. Each elector shall be entitled to cast one vote in the selection of the nominee for District Governor, where applicable, the composition and terms of reference of the Nominating Committee for District Governor, and the election of the representative of the clubs of the District on the Council on Legislation.

SUSPENSION OF RULES

By a vote of two-thirds of the members present and voting at the meeting, these rules may be suspended to consider an amendment or resolution. Passage of any amendment or resolution under this provision shall require a like vote for adoption.

RULES OF PROCEDURE

All deliberations of the meeting shall be conducted in accordance with Robert's Rules of Order.

VOCATIONAL SCHOLARSHIP PROGRAM

PREFACE

1. **Titles**

   There is hereby created a program for scholarship study in the vocational and technical areas to be designated as The Dr. Charles H. Shanner Vocational Scholarship Program of District 6440.

2. **Purpose**

   - To provide educational opportunities for individuals in District 6440 who are preparing for vocational or technical careers that do not require a Baccalaureate Degree.
   - Encourage careers in vocational and technical skills;
   - Foster the ideal of service through vocational training;
   - Develop marketable skills in trades and professions; and
   - Provide funds to finance qualified and outstanding students to pursue programs that prepare the student for immediate entry into these careers.

3. **Eligibility**

The applicant must:

- Either reside in or be employed in the District; residing outside District 6440 for educational purposes is not a disqualification;
- Have a high school diploma or its equivalent;
- Enroll or be enrolled in a course leading to a non-baccalaureate degree.

AWARDS

1. The budget for vocational scholarships will be determined by January 31 of the award year.
2. Awards are limited to tuition only.
3. Coursework for the scholarship must be commenced within one year and completed within two years of the grant.
4. All funds from the scholarship will be paid directly to the institution in which the recipient attends and must be paid within 24 months of the award date.

VOCATIONAL, TECHNICAL AND TRAINING INSTITUTIONS

Not by way of limitation but wherever possible, schools, facilities or institutions qualifying for vocational or technical training within the District are to be suggested for such scholarships.

In the event vocational or technical courses are not available or do not qualify for such training, the committee may approve an accredited educational institution and select facilities anywhere outside the District to aid in accomplishing the purpose of the program.

COMMITTEE

1. **Composition**

a. The program will be administered by a committee of five members. Two of the members will be Class A members, two of the members will be Class B members and the remaining member will be a Class C member. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of membership purposes only.
b. An advisor from the current Governor Line will serve as an ex-officio member. The DG, DGE, DGN and DGND shall be invited to attend meetings of the committee.
c. The District Governor-Elect shall annually appoint a Chair for their year as Governor from the existing members and appoint members to replace those whose terms are expiring.
d. No committee member may serve more than two successive terms, but subsequently may be re-appointed provided at least one year has elapsed since his or her prior service.
e. Vacancies may be filled by the District Governor for the unexpired term of the member being replaced.
f. The Chair may serve for as many successive terms as he or she is appointed.

The Chair selected from the membership shall serve as hereinbefore provided for that position.

The District Governor shall be an ex officio member of the committee, without voting privileges.

FUNCTIONS

Duties

Solicit nomination from each Rotary Club in the District.
b. Arrange schedule for receipt of applications, interviews of the candidates and selection of the awardees.

c. Approve the areas and fields of study selected for vocational and technical training.
d. Approve the institutions selected by the candidates participating in the program.
e. Determine that the student will be accepted for the course desired by the admitting institution.
f. Provide the financial arrangements of participants for tuition.
g. Arrange for sponsorship of the student by the Club nominating and provide for liaison with the committee.
h. Furnish an annual report of performance to the District Governor for release to the clubs in the District within 30 days after selection of successful candidates.

Meetings

a. The Chair, upon appointment, shall set the time, place, and schedule of meeting of the committee;
b. A majority of the committee shall constitute a quorum.

Finances

a. The Committee shall provide to the District Governor a statement of bills and expenses, along with receipts for such bills and expenses of the Committee for reimbursement.
b. The Committee shall provide the District Governor and Past District Governor if requested a list of each awardee, including name, address, institution attending and field pursuing.
c. The Committee shall request from the District Treasurer checks for each awardee, made out to the approved school or institute of his or her choice and to be mailed to the financial aid office of said school.

CENTRAL STATES YOUTH EXCHANGE PROGRAM OF ROTARY INTERNATIONAL

This District shall be a member of Central States Youth Exchange Program of Rotary International, the bylaws of which are hereby adopted by and adhered to by the District.

The District Youth Exchange Chair and or the Committee shall provide the District Governor Elect with an annual budget for the next year, on or before December 1, for presentation to the Finance Committee and a financial report before July 31 for the preceding year.

IMPORTANT DATES FOR DISTRICT 6440

A schedule of important dates and deadlines is maintained on the District 6440 website and is updated as new information becomes available. This file may be found on the District website in the District Information, with a link to the President's resource files.