# BY-LAWS
# OF
# ROTARY INTERNATIONAL DISTRICT 7090, INC.

A NEW YORK NOT-FOR-PROFIT CORPORATION

## ARTICLE I
## NAME AND OFFICES

1.1 Name. The name of the corporation is Rotary International District 7090, Inc. (the "Corporation").

1.2 Offices. The principal office of the Corporation shall be located within the State of New York as the Board of Directors of the Corporation (the "Board" or the "Board of Directors") may from time to time determine. The Corporation may also have such other offices as the Board may from time to time determine or the purposes of the Corporation may require.

## ARTICLE II
## PURPOSES

2.1 Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time (the "Certificate of Incorporation").

## ARTICLE III
## MEMBERSHIP

3.1 Membership. The members of the Corporation (each, a "Member" and collectively, the "Members") shall consist of and be limited to all Rotary clubs in good standing and located in District 7090 pursuant to the bylaws of Rotary International, Inc., an Illinois corporation ("Rotary International" or "RI"). Such Rotary clubs ( the "Club" or "Clubs") at the date of incorporation are set forth in Attachment One attached to these By-laws. The addition, resignation, suspension, termination or removal of a Club or Clubs from District 7090 pursuant to Rotary International's Code of Policies or By-laws shall immediately and automatically result in a corresponding change in the composition of the Members.

## ARTICLE IV
## MEETINGS OF MEMBERS

4.1 Annual Meeting. The annual meeting of the Members shall be held on such date as shall be fixed from time to time by the Board of Directors or, if not so fixed, on such date as shall coincide with the annual meeting of the District Conference. The agenda for the annual meeting shall include the election of three directors, relevant requirements, if any, set forth in the RI bylaws, a report from the President as to the status of the District, and any other business that may before the meeting.

4.2 Annual Report. At the annual meeting of the Members, the Board of Directors shall also present a report authorizes pursuant to section 519 (a) of the New York Not-For-Profit Corporation Law (N-PCL), verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in detail the following: (a) the assets and liabilities,

including the trust funds, of the Corporation as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting; (b) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and (e) the number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found. The annual report of the Board of Directors shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of Members.

4.3 Special Meetings. Special meetings of the Members may be called by a majority of the Board of Directors or by the President of the Corporation. Special meetings of the Members may also be convened as follows: Members entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at such meeting may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) months nor more than three (3) months from the date of such written demand. The Secretary, upon receiving the written demand, shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

4.4 Notice. Notice of each meeting of the Members shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at such Member's address as it appears on the record of Members, or, if such Member shall have filed with the Secretary of the Corporation a written request that notices to it be mailed to some other address, then directed to such Member at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically:
(a) if the Corporation is unable to deliver two consecutive notices to the Member by facsimile telecommunication or electronic mail; or (b) if the Corporation otherwise becomes aware that notice cannot be delivered to the Member by facsimile telecommunication or electronic mail. The Corporation shall send notice of meetings by first class mail to any Member who requests in writing that such notices be delivered by such method.

4.5 Waiver of Notice. Notice of any meeting of the Members need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or the Member's authorized officer, director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

4.6 Place of Meetings/Virtual Meetings. Meetings of the Members may be held at the office of the Corporation or at such other places, within or without this State, as the Board of Directors may from time to time determine. To the extent permitted by applicable law, the Board of Directors. may, in its sole discretion, determine that meetings of Members be held partially or solely by means electronic communication, electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of this Article if the meeting is held solely by means of electronic communication. Meetings conducted partially or solely by means of electronic communications in reliance upon this paragraph and any Members' electronic participation in such meetings shall be subject to those guidelines and procedures as the Board adopts, provided the Board shall implement reasonable measures to: verify that each Member participating electronically is a Member or proxy of a Member; provide each Member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the Members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

4.7 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

4.8 Quorum of Members.

(a) Quorum. Members present in person or by proxy who are entitled to cast two-thirds of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of Members for the transaction of any business, except as otherwise required by law or the Certificate of Incorporation.

(b) Adjournment. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice other than announcement at the meeting.

4.9 Action by the Members.

(a) Number of Votes. Each Member shall be entitled to the number of votes on each matter properly submitted to the Members for action at any meeting of the Members which, pursuant to N-PCL section 611 (c) is substantially in proportion to its membership as may be set forth in the RI bylaws or Code of Policies, or if not set forth therein, Members with up to 25 Club members will be counted as one vote, and Members with more than 25 Club members will be counted as one vote for each 25 Club members, or fraction thereof.

(b) Action. The N-PCL shall govern all actions of Members, including but not limited to voting, sale of all or substantially all of the Corporation's assets, amendment of the Corporation's Certificate of Incorporation, merger or consolidation or dissolution. Except as otherwise required by the N-PCL or provided in the Certificate of Incorporation or these By-laws, whenever any corporate action is to be taken by vote of the Members, it shall be authorized as required or provided for in the Constitution, Code of Policies or Bylaws of RI.

(c) Participation by Teleconference. Any one or more Members who is not physically present at a meeting of the Members may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each can participate in all matters before the Members, including, without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Members.

(d) Action by Members Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all of the Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Member or the Member's authorized officer, director, employee or agent by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

(e) Minutes. The Secretary or an authorized designee shall maintain complete and accurate minutes of each meeting of the Members and shall retain each notice sent and each resolution and written consent of the Members. Said documents shall accurately reflect all business conducted, including findings, conclusions and recommendations, and shall be maintained in the permanent records of the Corporation.

## ARTICLE V
## MANUAL OF POLICIES

5.1 Manual of Policies. The Manual of Policies (the "Manual") attached hereto as Attachment Two as a component of these By-laws sets forth the organizational framework for corporate operations the purpose of which is to help Clubs within District 7090 advance the objects of Rotary. The Manual is intended to be periodically changed to reflect the current Rotary perspective and may be amended from time to time as provided herein for the amendment of these Bylaws.

5.2 Content. The content of the Manual ( the "Manual Content") may contain various provisions pertaining to, but not limited to, directors, officers, committees of the board of directors, committees and sub-committees of the Corporation, advisory/support groups, policies and guidelines. Many of the aforesaid shall supplement other provisions of these By-laws. Officers described in the Manual according to the RI offices they hold are acting in their capacity as officers of this Corporation as described in Article IX of these By-laws.

## ARTICLE VI
## BOARD OF DIRECTORS

6.1 Management /General Qualifications.

(a) The Corporation shall be managed by its Board of Directors, by RI as set forth in the Certificate of Incorporation and by its officers as set forth in these By-Laws. Management to the extent permitted by the laws and regulations of the State of New York, shall be conducted in conformity with the Constitution, By-laws and Policies of Rotary International, as amended from time to time, and to the extent not so provided therein, in conformity with the Corporation's bylaws. Additionally, to the extent permitted by the laws and regulations of the State of New York, where any provision of the Certificate of Incorporation or these Bylaws is not in conformity with the Constitution, bylaws, or policies of RI, the terms of the Constitution, the By- laws or Policies of RI shall prevail at all times; and further, in the event there is an amendment of the Constitution, Bylaws or Policies of RI that cause the Corporation's Certificate of Incorporation or these By-laws to be inconsistent with the amended Constitution, Bylaws or Policies of RI, the Corporation shall immediately amend its Certificate of Incorporation and/or these By-laws so that they shall again become consistent. Included in the management authority of the Board of Directors shall be the following:

(i) Monitor and require compliance and conformity with the requirements of RI's Constitution, By-laws and Policies, and in addition, communicate with RI regarding the contents thereof as it may affect the Corporation's affairs.

(ii) Monitor the operational activities and performance of persons currently or formerly holding RI offices who by reason thereof, currently hold the corporate offices of a director and /or officer, and communicate with RI concerning the same which may include recommendations as to removal and/or replacement of persons holding such RI offices.

(iii) Adopt or reject (with reasons for rejection) recommendations and proposals from the District Council, Governor or the Legislative Subcommittee regarding proposed amendments to these Bylaws (including revisions of the Manual) or Certificate of Incorporation;

(iv) Resolve any conflicts or disputes which may arise in connection with the interpretation or administration of these By-laws.

(v) Monitor and require reports from corporate officers as to corporate finances, operations and activities of all personnel, and cause and/or make recommendations as to changes thereto.

(vi) Approve the appointment of the Executive Secretary and Treasurer. by the President/CEO.

(vii) Approve the annual budget as provided in the Manual.

(viii) At the annual meeting of Members present the report required by N-PCL section 519.

(ix) Perform such duties as may be assigned to the Board as provided in corporate Policies.

(x) Consider and act regarding proposed amendments to these By-Laws, including proposed revisions to the Manual.

(xi) Review and approve the proposed Rotary District 7090 Financial Management Plan.

(xii) Perform such duties as are required by the N-PCL regarding the following: real estate transactions; disposition of all or substantially all assets; amendment of the Corporation's Certificate of Incorporation; merger or consolidation; dissolution.

(xiii) Appoint directors and officers as provided herein.

(b) Each director of the Corporation (a "Director") shall be at least eighteen (18) years of age and be an active member of a RI Rotary Club in District 7090. As indicated below, 5 of the 8 directors must qualify for office by virtue of being either a current or former holder of an office in RI.

6.2 Number, Offices and Qualification of Directors. The Board of Directors shall consist of eight (8) Directors with each having full voting rights, as follows:

(a) The initial seven (7) directors set forth in the Certificate of Incorporation shall serve as Directors until their successors have been elected or appointed and qualified. Thereafter, Directors shall serve as is hereinafter set forth in this section 6.2.

(b) Three Directors shall be those persons appointed by virtue of holding one of the following RI offices beginning on July 1 (as determined by RI) as mandated by the Corporation's Certificate of Incorporation, and in addition, ex officio by virtue of being officers of the Corporation: the Governor; the Governor-Elect and the Governor -Nominee.

(c) One Director appointed by virtue of formerly holding the RI office of Governor as mandated by the Corporation's Certificate of Incorporation, and in addition, ex officio by being an officer of the Corporation, shall be the Most Recent Past Governor beginning on July 1.

(d) Three Directors to be elected annually by Members shall be a Past Governor and two active members of the District Council, and each shall be selected by a majority vote of the members of the Nominating Subcommittee described in the Manual.

(e) District Treasurer

6.3 Manner of Election, Appointment and Term of Office of Directors.

(a) Persons described in sections 6.2 (b) and 6.2 (c) herein shall each be deemed appointed as a Director by virtue of currently or formerly holding the RI offices designated therein. A slate of the three nominees for three Directors as selected by the Nominating Subcommittee, consisting of the individuals occupying the offices/ positions set forth in section 6.2 (d), shall be elected by a plurality of the votes cast annually by the Members at the annual meeting of Members.

(b) The term of office for each aforesaid Director set forth in section 6.2 (c) and (d) shall be one year and until his or her successor is elected or appointed and qualified beginning on July 1. The term of office for those Directors holding the RI offices of Governor, Governor- Elect and Governor -Nominee as set forth in section 6.2 (b) shall be the term for such RI office beginning on July 1. Directors described in section 6.2 (d) may serve any number of consecutive terms as Director.

6.4 Removal/Failure to Qualify For Office. Any Director may be removed for cause by vote of the Members, or by vote of the Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. Any Director may be removed without cause by vote of the Members. Any Director removed by RI from the RI office of Governor, Governor-Elect or Governor- Nominee shall be deemed removed from the corporate office of Director for failure to qualify for office of Director.

6.5 Resignation. Any Director may resign his or her office at any time by giving written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to such aforesaid officer of the Corporation and the acceptance of the resignation shall not be necessary to make it effective. Any Board member shall be deemed to have resigned if he or she ceases to be a Rotarian and/or member of a Club.

6.6 Newly Created Directorships, Vacancies and Successor Qualification.

(a) Except as hereinafter otherwise provided, newly created directorships resulting from an increase in the number of Directors elected or appointed at large, and vacancies among such Directors for any reason, may be filled by the vote of a majority of the Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his or her successor is elected or appointed and qualified.

(b) A vacancy in the office of Director occurring due to a change in any of the RI offices of Governor (except as provided in section 6.6 (d) herein), Governor-Elect or Governor- Nominee shall be deemed filled by a replacement holding such RI office who has been selected utilizing the nomination process set forth in the Manual, and elected or appointed by RI to

hold such RI office.

(c) A vacancy in the office of Director occurring by reason of the unavailability of the Immediate Past Governor shall be filled by the Board of Director's appointment only of an available Past Governor who most recently held such position.

(d) If the Board of Directors has determined that there is a vacancy in the office of Director by reason of a temporary or permanent inability of the Governor to perform his or her official duties as Director, and the Board has appointed a person to the office of Vice Governor/ Senior Vice President, the Board shall then appoint such Vice Governor/Senior Vice President to assume such official duties of Governor as Director.

6.7 Property Rights of Directors. No Director of the Corporation shall, by reason of such position, have any rights to or interest in the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed as provided in the Certificate of Incorporation and these By-Laws.

6.8 Audit Oversight.

(a) During any such period the Corporation is required to file an independent certified public accountant's audit report with the Attorney General pursuant to subdivision 1 of Section 172-b of the Executive Law, the Board of Directors, or a designated audit committee of the Board comprised solely of Independent Directors (as hereinafter defined) ("Audit Committee"), shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements and shall perform such other duties as are required under applicable law (including, without limitation, Section 712-a of the N-PCL). The Audit Committee, if one is designated, shall consist of three (3) or more Independent Directors. The Board or Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

(b) In addition to the foregoing, if the Corporation had annual revenue in excess of $1,000,000 in the prior fiscal year or reasonably expects to have annual revenue in excess of $1,000,000 in the current fiscal year, the Board or the Audit Committee shall:

(i) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

(ii) Upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information;
(C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes;

(iii) Annually consider the performance and independence of the independent auditor; and

(iv) If the foregoing duties are performed by the Audit Committee, report on the Audit Committee's activities to the Board.

## ARTICLE VII
## MEETINGS OF THE BOARD OF DIRECTORS

7.1 Annual Meetings. The annual meeting of the Board of Directors shall be held on such date and at such time as shall be fixed from time to time by the Board or as may be specified in a notice of meeting. The agenda shall include the appointment of officers, approval of appointments made by the President and such other business that may come before the meeting, including the designation of a Board Committee.

7.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the direction of the President or by a majority of the entire Board.

7.3 Notice. Notice of each meeting of the Board of Directors, stating the place, date and time of the meeting shall be given to each Director entitled to vote at such meeting. If delivered by first class mail, facsimile telecommunications or by electronic mail, such notice shall be given not less than three (3) days before the meeting and addressed to each Director at his or her residence or usual place of business. If delivered personally or by telephone, such notice shall be given not less than two (2) days before the meeting to each Director. The notice need not specify the purposes for which the meeting is called.

7.4 Waiver of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

7.5 Place of Meetings. Meetings of the Board of Directors may be held at the office of the Corporation or at such other places, within or without this State, as the Board may from time to time determine.

7.6 Quorum of Directors.

(a) Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by law or the Certificate of Incorporation.

(b) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice other than announcement at the meeting.

7.7 Action by the Board of Directors.

(a) Action. Except as otherwise required by law or provided in the Certificate

of Incorporation or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest ( see Article X herein) shall be determined to be present at the time of the vote for purposes of this Section 7.7(a).

(b) Participation by Teleconference. Any one or more members of the Board of Directors who is not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

(c) Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

7.8 Minutes. The Secretary or an authorized designee shall maintain complete and accurate minutes of each meeting of the Board of Directors and shall retain each notice sent and each resolution and written consent of the Board. Said documents shall accurately reflect all business conducted, including findings, conclusions and recommendations, and shall be maintained in the permanent records of the Corporation.

## ARTICLE VIII
## COMMITTEES

8.1 Committees of the Board.

(a) Designation; Composition. The Board of Directors may designate from among its members an executive committee and other committees, each consisting of three (3) or more Directors (each, a "Board Committee"). The Board shall, by a majority vote thereof at a meeting in which a quorum is present, appoint the members of such Board Committees, except that in the case of an executive committee or similar committee however denominated, the appointment shall be made by a majority vote of the entire Board. Each Board Committee shall serve at the pleasure of the Board.

(b) Authority; Service. Each Board Committee, to the extent provided in the resolution of the Board of Directors or in the Certificate of Incorporation or these By-Laws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

(i) The submission to Members of any action requiring Members'

approval under the N-PCL;

(ii) The filling of vacancies in the Board or in any committee;

(iii) The fixing of compensation of the Directors for serving on the Board or on any committee;

(iv) The amendment or repeal of these By-Laws or the adoption of new by-laws;

(v) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

(vi) The election or removal of officers and Directors;

(vii) The approval of a merger or plan of dissolution;

(viii) The adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; and

(ix) The approval of amendments to the Certificate of Incorporation.

8.2 Committees of the Corporation. The Board of Directors may create one or more committees or subcommittees of the Corporation ("Corporation Committee") which shall be set forth in the Manual. Membership therein and Chairs shall be appointed as set forth in the Manual. Each Corporation Committee shall have the powers and authority specifically delegated to it by the Board by resolution or otherwise set forth in the Manual. Notwithstanding the foregoing, no Corporation Committee shall have any authority to bind the Board.

8.3 Removal; Vacancies. Unless otherwise provided in the Manual, Corporation Committee members, including Chairs, may be removed by the Board of Directors with or without cause at any time, and vacancies may be filled by the Board, at any regular or special meeting of the Board. Additionally, any member or Chair appointed by the Governor or Governor- Elect may be removed and their vacancy filled by the officer making the appointment. Corporation Committee members appointed to fill vacancies shall serve until the next annual meeting of the Board and until their successors are appointed and qualified.

8.4 Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of any Corporation Committee, who may replace any absent members or members at any meeting thereof.

8.5 Provisions Applicable to All Corporation Committees.

(a) Reports. It shall be the duty of each Corporation Committee to make such reports as from time to time may be requested by the Board of Directors or the Chair of the Board, or as required by these By-Laws.

(b) Procedures. Subject to the provisions of these By-Laws and to any action of the Board, each Corporation Committee's particular rules and procedures shall be established only as may be required or approved by the Board.

(c) Waiver of Notice. If duly recorded in the minutes of the meeting, each Corporation Committee member in attendance may waive notice to he or she of such meeting.

(d) Quorum; Action. A majority of the members of a Corporation Committee shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by the Certificate of Incorporation. Except as otherwise provided in the Certificate of Incorporation, the vote of a majority of the Corporation Committee members present at the time of the vote, if a quorum is present at such time, shall be the act thereof.

(e) Minutes. All Corporation Committees and support groups shall maintain minutes of the meetings.

(f) Action By Corporation Committee Members Without a Meeting. Any action required or permitted to be taken by any Corporation Committee may be taken without a meeting if all of the members of such Corporation Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Corporation Committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Corporation Committee member. The resolution and the written consents thereto by the members of the Corporation Committee shall be filed with the minutes of the proceedings of such Corporation Committee.

(g) Participation by Teleconference. Any one or more members of a Corporation Committee who are not physically present at a meeting thereof may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Corporation Committee member can participate in all matters before such Corporation Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Corporation Committee.

## ARTICLE IX
## CORPORATE OFFICERS

9.1 Generally as to Corporate Officers. The designation of corporate officers and their duties are set forth herein, the Certificate of Incorporation and in the Manual. Any two or more offices may be held by the same person if qualified, except the offices of President and Secretary. Each officer shall hold office for the term for which he or she is elected or appointed, and until

his or her successor has been elected or appointed and qualified. All officers shall have such authority and perform such duties in the management of the corporation as may be provided in these By- Laws, or to the extent not so provided, by the Board.

9.2 Consecutive Terms of Corporate Office and Qualification of Officers. There shall be no limit on the number of consecutive terms qualified officers may serve. Corporate officers who are required hold a designated RI office in order to qualify for appointment as a Corporate officer must continue to hold such RI office in order to continue to qualify for holding that Corporate office and upon a vacancy occurring in such RI office, a vacancy in such corresponding Corporate office shall also occur.

9.3 Additional Corporate Officers. Additional corporate officers may be elected or appointed for such periods, have such authority and perform such duties, either in an administrative or other capacity, as set forth herein.

9.4 Removal of Corporate Officers. A corporate officer appointed or elected by the Board of Directors may be removed by the Board of Directors, with or without cause, at any time. The President/CEO/Board Chair appointed by RI may only be removed by RI in accordance with the Bylaws and Code of Policies of RI. An officer appointed by the President/CEO subject to approval by the Board of Directors may be removed with or without cause at any time by the President/CEO subject to approval of the Board of Directors.

9.5 Resignation. Any corporate officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. A resignation from the RI office shall be deemed a resignation from the corresponding corporate office by reason of failure to qualify for such office. Such written resignation shall be effective upon delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

9.6 Filling of Vacancies. A vacancy in an office prior to the scheduled expiration of its term shall be filled in the same manner utilizing the nomination process set forth in the Manual as set forth for election or appointment to office at any regular or special meeting of the Board of Directors, except that a vacancy in the office of Vice President held by the Most Recent Past President shall be filled by the next in time available Past Governor, and further except, if the Board of Directors determines there is a temporary or permanent vacancy in the office of President
/ CEO/Board Chair by reason of his or her temporary or permanent inability to perform his or her duties as President/CEO/ Board Chair and the Board has made an appointment to the office of Vice Governor/ Senior Vice President, the Board shall then appoint such Vice Governor/Senior Vice President to assume the official duties of the offices of President/CEO/Board Chair. An individual elected to fill a vacancy occurring in any such office for any reason shall serve the remainder of the term and until his or her successor shall have been duly elected and qualified, except that the term for officers holding office by reason of holding an office in RI shall coincide with the term of such RI office.

9.7 Board Chair. The Governor, as determined and elected or appointed by RI in accordance with the process established by RI and set forth in the Manual, at the same time shall annually be deemed appointed by RI as Board Chair in accordance with the requirements contained

in the RI Code of Policies for RI approval of District incorporation and in the Corporation's Certificate of Incorporation. If RI makes a change in the person holding the office of Governor, the successor Governor shall be deemed appointed at the same time by RI as Board Chair in accordance with the aforesaid requirements. The term of office shall correspond with the term of office held as Governor. The Board Chair shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be assigned by the Board.

9.8 The President/Chief Executive Officer (CEO). The Governor, as determined and elected or appointed by RI in accordance with the process established by RI and set forth in the Manual, at the same time shall annually be deemed appointed by RI as President and CEO in accordance with the requirements contained in the RI Code of Policies for RI approval of District incorporation and in the Corporation's Certificate of Incorporation. If RI makes a change in the person holding the office of Governor, the successor Governor shall be deemed appointed at the same time by RI as President and CEO in accordance with the aforesaid requirements. The term of office shall correspond with the term held as Governor. The President/CEO shall have those duties and powers as set forth in the Manual, and in addition, the general powers and duties of day to day supervision and management of the Corporation and shall, subject to the general control and supervision of RI, perform all such other duties as usually pertain to the office or are properly required by the Board of Directors and as may be required by RI (such as the obligation to put the interests of the district first). The holder of the office of President and CEO shall be ex-officio a member of the Corporation's Board of Directors.

9.9 Corporate Vice Presidents/Assistant Vice Presidents/Qualification. The Vice Presidents shall have such powers and perform such duties as may be set forth in the Manual, and in addition, those which usually pertain to the office or may be authorized by the President or Board of Directors. The current Governor –Elect, the current Governor-Nominee and the Most Recent Past Governor (including a successor in office) shall qualify for and be annually appointed to the office of Vice President by the Board of Directors at the annual Board meeting or at any other Board of Directors meeting. The current Governor-Elect and current Governor-Nominee while holding such office shall be under the general control and supervision of RI. The term of office for each shall correspond with the term held for the aforesaid respective RI office. Each of the three aforesaid holders of the office of Vice President shall be an ex officio member of the Corporation's Board of Directors. The Manual may contain provisions for the Board appointment of one or more other Vice Presidents and/or Assistant Vice Presidents, and his or her qualification, authority, duties and term of office.

9.10 The Corporate Executive Secretary. The Executive Secretary shall issue notices of all meetings of the Board of Directors where notices of such meetings are required by law or these By-Laws. The Executive Secretary shall attend all meetings of the Board and keep, or cause to be kept, minutes thereof. The Executive Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Executive Secretary's signature and shall perform such other duties are set forth in the Manual, and those as usually pertain to the office, or are properly required by the Board. The Executive Secretary shall be annually be appointed by the President/CEO subject to the approval of the Board of Directors at the annual meeting of the Board or at any other meeting of the Board of Directors. The term of office shall be for one year and until his or her successors shall have been duly elected and qualified. The Manual may contain provisions for the Board appointment of an Assistant Executive Secretary, and his or her qualification, authority, duties and term of office.

9.11 The Corporate Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as set forth in the Manual, and those as usually pertain to the office, or are properly required by the Board. The Treasurer shall be appointed by the President/CEO subject to the approval of the Board of Directors at any Board meeting or any other meeting of the Board of Directors. The term of office shall be for one year and until his or her successor shall have been duly elected and qualified. The Manual may contain provisions for the Board appointment of an Assistant Treasurer, and his or her qualification, duties and term of office.

## ARTICLE X
## CONFLICT OF INTEREST

10.1 Conflict of Interest Policy. The Board of Directors shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy ("Conflict of Interest Policy") to ensure that its Directors, officers and Key Persons act in the Corporation's best interest and comply with applicable legal requirements, including, without limitation, the requirements set forth in Article X of these By-Laws. Such Policy shall be made a part of the Manual.

10.2 Amendment. Such Conflict of Interest Policy may be amended from time to time in the same manner as provided for amendment of these By-laws.

## ARTICLE XI
## SEXUAL HARASSMENT POLICY AND DISCRIMINATION POLICY

11.1 Adoption. The Board of Directors shall adopt a Sexual Harassment Policy and a Discrimination Policy to be made part of the Manual. The Board of Directors shall oversee the implementation of, and compliance with, such Policies.

11.2 Amendment. Such Sexual Harassment Policy and such Discrimination Policy may be amended from time to time in the same manner as provided for the amendment of these By-laws.

## ARTICLE XII
## ABUSE, NEGLECT AND HARASSMENT POLICY

12.1 Adoption. The Board of Directors shall adopt an Abuse, Neglect and Harassment Policy to be made part of the Manual. The Board of Directors shall oversee the implementation of, and compliance with, such Policy.

12.2 Amendment. Such Abuse, Neglect And Harassment Policy may be amended from

time to time in the same manner as provided for the amendment of these By-laws.

## ARTICLE XIII
## WHISTLEBLOWER POLICY

13.1 Whistleblower Policy. At any time the Corporation has twenty (20) or more employees and, in the prior fiscal year, had annual revenue in excess of One Million Dollars ($1,000,000.00), the Board of Directors shall adopt, and oversee the implementation of, and compliance with, a whistleblower policy ("Whistleblower Policy") to protect from retaliation persons who report suspected improper conduct. No Director, officer, employee or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.

13.2 Amendment. Such Whistleblower Policy may be amended from time to time in the same manner as provided for the amendment of these By-laws.

## ARTICLE XIV
## INDEMNIFICATION AND INSURANCE

14.1 Indemnification.

(a) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person, made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the Corporation to procure a judgment in its favor, which shall be governed by Section
14**.1** (b) (below), whether civil or criminal, including an action by or in the right of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he or she, his or her testator or intestate, was a Director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

(b) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she, his or her testator or intestate, is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement

and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this Section 14**.1**(b) shall be made in respect of: (i) a threatened action, or a pending action which is settled or otherwise disposed of; or (ii) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

(c) Board Approval. Notwithstanding **Section 14.1** above, except for claims for indemnification (following the final disposition of an action or proceeding) not paid in full, the Corporation shall not be required to indemnify any person in connection with any action or proceeding (or part thereof) commenced by such person unless the commencement of such action or proceeding (or part thereof) by such person was authorized in the specific case by the Board of Directors.

14.2 Insurance. The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

## ARTICLE XV
## FISCAL YEAR

15.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

## ARTICLE XVI
## SEAL

16.1 Seal. The seal of the Corporation shall be in such form as the Board of Directors shall by resolution determine.

## ARTICLE XVII
## GENERAL

17.1 Books and Records. The Corporation shall keep, at the office of the Corporation:

(a) correct and complete books and records of account;

(b) minutes of the proceedings of the Members;

(c) minutes of the proceedings of the Board of Directors and executive committee (if any); a list or record containing the names and addresses of all Members and the date each became a Member (and, if applicable, the class or classes of membership or capital certificates and the number of capital certificates held by each and the dates when they respectively became the holders of record thereof); and

(d) a copy of these By-Laws.

Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

17.2 Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest, except as allowed by law.

17.3 Relation to Certificate of Incorporation. These By-Laws are subject to, and governed by, the Certificate of Incorporation the provisions of which shall prevail in the event of a conflict in the provisions thereof.

17.4 Conflict of Provisions. Where a provision of these By-Laws conflict with the Constitution, Bylaws or Code of Policies of RI, the Constitution, Bylaws and Code of Policies of RI shall control, unless otherwise required by law. Where a provision of these By-laws conflict with a provision contained in the Manual, the provisions of these By-laws shall control.

17.5 Amendments. These By-Laws may be amended or repealed, and new by-laws may be adopted, by an affirmative vote of: (a) the Members, at the time entitled to vote in the election of Directors; or (b) two-thirds of the entire Board of Directors. Any by-law adopted by the Board may be amended or repealed by the Members and any by-law adopted by the Members may be amended or repealed by the Board. To the extent permitted by New York applicable law, all amendments shall be in accordance with the RI constitution, Code of Policies and Bylaws.

## ARTICLE XVIII
## DEFINITIONS

18.1 Definitions. As used herein the following terms shall have the meanings set forth below:

18.2 "Independent Director" means a Director who: (a) is not, and has not been within the last three (3) years, an employee or a Key Person (as hereinafter defined) of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an affiliate of the Corporation; (b) has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than Ten Thousand Dollars ($10,000) in direct compensation from the Corporation or an affiliate of the Corporation; (c) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of (i) Ten Thousand Dollars ($10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than Five Hundred Thousand Dollars ($500,000), (ii) Twenty-Five Thousand Dollars ($25,000) if the entity's consolidated gross revenue was Five Hundred Thousand Dollars ($500,000) or more but less than Ten Million Dollars ($10,000,000) or (iii) One Hundred Thousand Dollars ($100,000) if the

entity's consolidated gross revenue was Ten Million Dollars ($10,000,000) or more; or (d) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three (3) years. For purposes of this definition, the term "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by law and the term "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

18.3 "Governor, Vice Governor, Governor-Elect, Governor Nominee, Immediate Past Governor and Past Governor" refer to current or past (as indicated) offices/office holders in RI District 7090.

APPROVED AND ADOPTED BY RESOLUTION OF THE INITIAL DIRECTORS AS OF JANUARY 7, 2022

Updated by Resolution at AGM – December 4, 2023

**ATTACHMENT ONE**

Rotary District 7090

800 Lakeview Avenue
Jamestown, NY 14701
716-484-8814

US and Canadian Clubs in D7090

Updated Dec.30/2021

Clubs are officially known as

**The Rotary Club of**

| US/NY CLUBS (34) | CA/ON CLUBS (29) |
|---|---|
| Akron-Newstead | Ancaster AM |
| Albion | Brantford |
| Amherst | Brantford Sunrise |
| Amherst South | Caledonia |
| Batavia | Delhi |
| Buffalo | Dundas |
| Buffalo Niagara Medical Campus | Dundas Valley Sunrise |
| Buffalo Sunrise | Dunnville |
| Clarence | Flamborough AM |
| Dunkirk - Fredonia | Fonthill |
| East Aurora | Ft. Erie |
| Eastern Hills Sunrise | Grimsby |
| Ellicottville | Grimsby Rotary @ Noon |
| Falconer | Hamilton |
| Grand Island | Hamilton AM |
| Greater Jamestown AM | Hamilton After Five (Tonic) |
| Hamburg | Hamilton Stoney Creek |
| Hamburg Sunrise | Lincoln |
| Holley | Niagara Falls, ON |
| Jamestown | Niagara Falls Sunrise |
| Kenmore | Niagara on the Lake |
| Lancaster-Depew | Norfolk Sunrise |
| Le Roy | Rotary E-Club of Social Innovators (RESI) |
| Lewiston-NOTL | Simcoe |
| Lockport | St. Catharines |
| Medina | St. Catharines Lakeshore |
| Middleport | St. Catharines South |
| Niagara County Central | Waterdown |
| Olean | Welland |
| Orchard Park | |
| Rotary E-Club of SOWNY | |
| West Seneca | |
| Westfield-Mayville | |
| Williamsville | |

**ATTACHMENT TWO**

ROTARY INTERNATIONAL
DISTRICT 7090, INC.

# Manual of Policies

## Attachment Two to the bylaws adopted by the Corporation's Board of Directors on (date) 2021

Undertaken by Bob Artis IPG, Melisa Schrock PG, Reg Madison PG, Pene Hutton Executive Secretary, Rino Bidenti Past Treasurer, and Karen Oakes, Council on Legislation Representative.

Additional commentary provided by Governor Stream including DG Frank Adamson, DGE Anne Bermingham, DGN Lisa Bishop and DGND Scott Marcin

**This Manual of Policies will, subject to approval, replace the 2017 approved Manual of Procedures and Policies (MOPP). To see the MOPP, please go to Rotary District 7090 website (www.rotary7090.org), select District Operations, District Council. The MOPP is available as a download on the District Council page.**

ROTARY INTERNATIONAL
DISTSRICT 7090, INC.

MANUAL OF POLICIES

## Table of Contents

FOREWORD....3

GENERAL STATEMENT....3

MANUAL REVISION....4

SECTION ONE - DISTRICT COUNCIL....5

SECTION TWO - DISTRICT OFFICERS....7
GOVERNOR....7
VICE-GOVERNOR....7
GOVERNOR-ELECT....9
GOVERNOR-NOMINEE....10
IMMEDIATE PAST GOVERNOR....11
PAST GOVERNOR ADVISORY COUNCIL....11

SECTION THREE - MEMBERS OF DISTRICT COUNCIL....14
ASSISTANT GOVERNORS....14
ASSISTANT GOVERNOR COORDINATOR....14
COMMITTEES – General Information….....15
FINANCE COMMITTEE….....17
MEMBERSHIP COMMITTEE....21
PUBLIC IMAGE COMMITTEE....22
THE ROTARY FOUNDATION COMMITTEE....23
TRAINING COMMITTEE....25
SERVICE PROJECTS COMMITTEE....26
YOUTH COMMITTEE....29
GOVERNANCE COMMITTEE....32

SECTION FOUR - GOVERNOR'S SUB-COMMITTEES....38
Conference Sub-Committee....38
Strategic Planning Sub-Committee....38

SECTION FIVE - POLICIES of DISTRICT 7090....39

ROTARY INTERNATIONAL
DISTRICT 7090, INC.

# MANUAL OF POLICIES

## FOREWORD

This manual sets out policies for the use of Officers and Rotarians to ensure continuity from year to year and constitutes all elements of the Leadership Plan.

## GENERAL STATEMENT

It is intended that the manual be revised as frequently as necessary but no less than every third year to incorporate new ideas and activities that contribute to the Rotary ideal of "Service Above Self".

The purpose of these policies is to further the Objects of Rotary by establishing practices in the District designed to aid:

- the Governor with routine administrative procedures necessary for the smooth functioning of the clubs in the District, thus freeing the Governor to concentrate efforts on inspiring clubs to greater service through the Governor's leadership;

- the Governor in harnessing the best efforts of all clubs and all Rotarians to greater Rotary service;

- the Clubs and individual Rotarians to better understand and utilize the assistance that is available through the District Organization and Leadership Plan.

- It is intended that this Manual conforms to the Rotary International 2019 Manual of Procedure and should not, in any way, interfere with the Governor's administration of the District as provided by Rotary International's Constitution and By-laws. In fact, it should assist the Governor by providing a framework that has been approved by the District which, under the Governor's leadership, will itself harness the ideas, talents and energies of many outstanding Rotarians. Where there is conflict between this MOP and Rotary International's Code of Policies, constitution and by-laws, the Code of Policies, constitution and by-laws and all relevant governance documents of Rotary International will take precedence. Notwithstanding the foregoing, nothing herein shall be effective unless consistent with the laws and regulations of the State of New York, Province of Ontario and the bylaws of the corporation of which this Manual is a part.

## MANUAL REVISION

1. The Legislative Committee shall completely review this document no less than every third year. Proposed additions and revisions to this manual shall be presented to and discussed by the Council before a triennial circulation to the presidents of clubs and submission for approval at the annual District Training Assembly.

2. Resolutions proposing a new procedure or policy or a revision or addition to a present procedure or policy may also be initiated as follows:

- by any club in writing during the Rotary year;
- by the officers-elect and present at the annual District Training Assembly by a two-thirds majority of those eligible to vote;
- by the Council members at any regular meeting of the council;

3. All submissions for the triennial review must be in the hands of the Governor at a date to be fixed by the Governor, but not later than 30 days prior to the annual District Training Assembly.

4. At least 21 days prior to the annual District Training Assembly, the Legislative committee will distribute copies of all resolutions that will be presented for approval at the District Training Assembly to the presidents-elect of each club and to all members of the Council.

5. At the annual District Training Assembly, all resolutions concerning a policy received by the Legislative Committee shall be presented by the committee's chair along with the committee's recommendations for action.

6. Votes shall be cast at the annual District Training Assembly by presidents-elect from each club. Adoption shall be by approval by a two-thirds majority of the presidents-elect present and voting. Resolutions so adopted shall be transmitted to the Board of Directors for their consideration and any action to be taken in connection with the amendment of the Corporation's bylaws.

7. Where practicable all changes will become effective immediately, following the board of directors approval, but no later than July 1 following the annual District Training Assembly. The Legislative Committee shall oversee the implementation of all changes.

8. In order to maintain currency and transparency of this document, interim changes in procedures or policies may be presented to and passed at Council by a two-thirds majority of members present and voting, provided that the proposed change(s) have been circulated to members fourteen (14) days in advance of the Council meeting. Resolutions so adopted shall be transmitted to the Board of Directors for their consideration and any action to be taken in connection with the amendment of the Corporation's bylaws.

## SECTION ONE – COUNCIL

### PURPOSE:

The Council is an advisory body for affairs to assist the Governor as well as the Corporation's Board of Directors in his/her/their responsibilities to the clubs of District 7090 as provided by Rotary International. It is also a forum for the district where matters of importance to the clubs may be discussed and decisions made. Club Presidents and Presidents-elect are invited to attend as observers. Items brought to Council for consideration shall be subject to sanction by a majority of those Council Members, as noted below, present who have the authority to bind Council.

It is the function of the Council to:

1. Report its activities and recommendations to the Board of Directors when requested to do so, but at least quarterly;
2. Review all activities via a Forum of open two-way discussion;
3. Develop new ideas for activities and provide approval when applicable;
4. Formulate ways of educating club members in new positions;
5. Provide suggestions for programs at the Conference and the annual District Training Assembly;
6. Discuss and consider recommendations for finances;
7. Review this Manual and propose additions and amendments;
8. Assist in any way possible the Governor and the Governor- Elect;
9. Serve as a platform to receive input from the clubs of the district through the Assistant Governor Team.

### COMPOSITION:

The Council is composed of the following officers being Governor, Governor-Elect, Governor Nominee, Governor Nominee Designate, and the remaining District Council members.

- Governor who is chair of the Council;
- Governor-Elect who is vice-chair of the Council;
- Governor Nominee;
- Governor Nominee Designate;
- Immediate Past Governor;
- Executive Secretary;
- Treasurer;
- District Delegate, Council of Legislation

- Chair, Finance
- Chair, Rotary Foundation
- Chair, Governance
- Chair, Membership
- Chair, Public Image
- Chair, Service
- Chair, Training
- Chair, Youth Services
- Assistant Governor Coordinator; Assistant Governors;
- Past Governors;
- District Rotaract Representative

**ATTENDANCE:**

All Rotarians are welcome to attend any Council meeting and will be recognized as guests without voting privileges. The Council shall meet five (5) times in the Rotary year at the call of the Governor.

- Meetings shall take place at locations selected by the Governor – 2 in New York State and 2 in Province of Ontario with the January meeting being an electronic meeting, as may any and all meetings, as determined necessary by the Governor.

- All meetings shall be chaired by the Governor or, in the Governor's absence, by the Governor Elect.

**AGENDA:**

The Executive Secretary shall forward the agenda to members of the council along with the notice of meeting and copies of reports as available at least FIVE days prior to the meeting.

The agenda of each council meeting should address questions or concerns that arise from the previously circulated reports as well as invite constructive input from the members of Council and include:

- Minutes of the meetings of the Board of Directors of the incorporated district, Assistant Governors, Governor's Council, and Committee Chairs, Executive Secretary and the Treasurer or Chair of the Finance Committee; Reports are not read at the Council.

- Materials to be included in the Council packet must be received by the Executive Secretary seven days prior to Council.

- For items to be added to the Council the request must reach the Governor seven days prior to the meeting to be included in the agenda.

- Council uses a Consent Agenda to keep the meeting efficient.

- No items may be walked in.

- New programs and/or legislation; and other matters proposed by the Governor as well as an Open Forum for pre-identified topics of the Governor's choice.

## SECTION TWO – DISTRICT OFFICERS

### GOVERNOR

**1. STATUS:**

The Governor is the officer of Rotary International who is selected by the district as Governor Nominee Designate and is elected by the International Convention of Rotary International in the year prior to assuming office. He or she is responsible to the Board of Directors of Rotary International for the administration and supervision of clubs within the district.

**VICE GOVERNOR: Vacancy in the Office of Governor or Governor Elect: (RI Code of Policies 19.050 March 2021)** The Nominating Committee for governor may select one available past governor, proposed by the governor-elect, to be named vice-governor who shall serve during the year following selection. 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. If no selection is made by the nominating committee, the governor-elect may select a past governor as vice- governor.

The Vice Governor so selected, if approved by the Board of Directors, shall be appointed to the corporate office of Senior Vice President by the Board of Directors. The Vice governor shall have the right to receive notice of and attend the meetings of the board of directors as an observer.

In the event that there is a vacancy by reason or a temporary or permanent inability of the Governor to perform his/her official duties, the Board shall then appoint such Vice Governor/Senior Vice President to assume such official duties of Governor as Director.

**2. QUALIFICATIONS: (Qualifications of a Governor Nominee R. I. Bylaws 16.010)**
At the time of selection, the Nominee will be called Governor-Nominee-Designate and will assume the title of Governor-Nominee on 1 July two years before serving as Governor. The Governor-Nominee must have the following credentials:

a. The Rotarian must be a member in good standing of a functioning club in the District;
b. The Rotarian must have served as president of a club for a full term or be a charter president for at least six months;

c. The Rotarian must demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a Governor in section 16.030, refer page 10;
d. The Rotarian must demonstrate knowledge of the qualifications, duties, and responsibilities of Governor as prescribed in the bylaws; and
e. Submit to RI a signed statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of Governor and is willing and able to assume and faithfully perform those duties and responsibilities.

**Additional Qualifications of a Governor (16.020).** Unless excused by the RI Board of Directors, a governor, when taking office, must have attended the International Assembly for its full duration, been a Rotarian for at least seven years and continue to possess the qualifications in section 16.010.

**3. DUTIES AND RESPONSIBILITIES:**

The Governor is the officer of RI in the district, functioning under the general control and supervision of the RI Board. The Governor shall inspire and motivate the clubs in the district. The Governor shall ensure continuity within the district by working with past, current, and incoming leaders.

**Upon Incorporation:** The current Governor shall be the President/CEO of the incorporated district and shall serve as chair of the Board of Directors. The Governor shall report annually to the clubs on the status of the incorporated district.

The Governor is responsible for the following activities in the District: **(RI Bylaws, 16.030)** copied below.

a. Organizing new clubs;
b. Strengthening existing clubs;
c. Promoting membership growth;
d. Working with district and club leaders to encourage participation in a leadership plan as developed by the Board;
e. Furthering the Object of Rotary by providing leadership and supervision of the clubs in the district;
f. Supporting The Rotary Foundation with respect to program participation and financial contributions;
g. Promoting cordial relations among the clubs and Rotaract Clubs and between the clubs, Rotaract clubs, and Rotary International;
h. Planning for and presiding at the Conference and assisting the Governor-Elect in the planning and preparation for the Presidents-Elect Training Seminar and the District Training Assembly;
i. Conducting an official visit to each club, individually or in multi-club meetings that maximizes the Governor's presence to:
    1. Focus attention on important Rotary issues;
    2. Provide special attention to weak and struggling clubs;
    3. Motivate Rotarians to participate in service activities;
    4. Ensure that the club constitution and bylaws comply with the constitutional documents, especially following Councils on legislation; and
    5. Personally recognizing the outstanding contributions of Rotarians in the district;
j. Issuing a monthly communication to each club;
k. Reporting promptly to Rotary International as required by the President or the RI Board;
l. Providing the Governor-Elect, before the International Assembly, full information on the conditions of clubs in the district with recommended action for strengthening clubs;

m. Assuring that nominations and elections comply with the constitutional documents and RI's established policies;
n. Inquiring regularly about the activities of Rotarian organizations in the district;
o. Transferring files to the governor-elect;
p. Performing such other duties as are inherent of an RI Officer.

**Governor Code of Ethics (RI Code of Policies 19.010.1 March 2021)**

1. Governors will adhere to applicable laws and regulations while conducting Rotary business. In addition, in conducting their private lives, Governors will adhere to applicable laws in order to preserve and protect the positive image of Rotary.
2. Governors will adhere to the provisions of the RI Constitution and Bylaws.
3. Governors will adhere to the provisions established by the RI Board as documented in the Rotary Code of Policies.
4. Governors will serve for the benefit of Rotarians and the purposes of RI. Governors should put the interests of the district first and avoid even the appearance of any impropriety in their conduct.
5. Governors will foster an environment in the district that promotes safety, courtesy, dignity, and respect and shall refrain from performing or tolerating unwelcome physical contact, advances, or comments. Governors will also promptly address allegations of harassment.
6. Governors will not use their office for personal prestige or benefit or for the benefit of family members.
7. Governors will exercise due care in the diligent performance of their obligations to the district.
8. Governors will take action based on fairness to all concerned.
9. Governors will promote transparency of financial information and will ensure compliance with all local and international laws relating to financial management.
10. Governors will prohibit and restrict the disclosure, communication, and use of confidential and proprietary information. Governors should utilize this information only for intended purposes, never for personal ones, and take precautions against accidental disclosure.
11. Governors will comply with expense reimbursement policies.

**4. AUTHORITY TO ACT (RI Code of Policies 19.010.2 March 2021)**

Governors are authorized to act only as set forth in the RI Constitution and Bylaws and the Rotary Code of Policies. Governors may not represent that they have authority to negotiate or contract on behalf of RI and/or The Rotary Foundation.

## GOVERNOR–ELECT

**1. STATUS:**

As a future officer of Rotary International, it is the Governor-Elect's responsibility to be acquainted with operations and, if possible, visit a number of clubs to gain a clearer insight into these operations and to assist and accompany the Governor whenever possible. It is recommended that the Governor-Elect attend as many Area meetings as possible to gain insight into the relative club succession.

This officer is appointed a corporate Vice President by the Board of Directors.

**2. QUALIFICATIONS:**
The Governor Elect will have met the required qualifications at the time of selection as Governor Nominee in accordance with RIB 16.010 outlined earlier on page 7. Unless excused by the board, a governor, when taking office, must have attended the International Assembly for its full duration, been a Rotarian for at least seven years and continue to possess the qualifications in section 16.010.

**3. NOMINATIONS AND ELECTIONS FOR GOVERNORS:**
Governor-Elect shall have been selected in accordance RI. Bylaws Article 12 Nominations and Elections for Governors. He or she is responsible to the Board of Directors of Rotary International and under their supervision and their control for the duration of the term of office as Governor-Elect.

**4. DUTIES AND RESPONSIBILITIES: (RI Code of Policies 19.040.11 November 2020)**
In addition to the Governor Elect responsibilities outlined by Rotary International, the Governor shall provide the Governor-Elect:

1. Specific responsibilities in connection with committees or organization.
2. An invitation to attend as an observer all meetings, in addition to meetings where he or she is not otherwise designated as a participant.
3. Assignments to participate in the program of the conference.

## GOVERNOR NOMINEE

**1. STATUS:**
The Governor Nominee will have met the required qualifications at the time of selection as Governor Nominee in accordance with **RI Bylaws 16.010** outlined earlier on page 9.

This officer is appointed a corporate Vice President by the Board of Directors.

He or she is responsible to the Board of Directors of Rotary International and under their supervision and control for the duration of the term of office as Governor-Nominee.

**2. QUALIFICATIONS:**
The Governor-Nominee must have the following credentials:

a. The Rotarian must be a member in good standing of a functioning club in the district.
b. The Rotarian must have served as president of a club for a full term or be a charter president for at least six months.
c. The Rotarian must demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a Governor in section RI. Bylaws 16.030.
d. The Rotarian must demonstrate knowledge of the qualifications, duties, and responsibilities of Governor as prescribed in the bylaws; and
e. Submit to RI a signed statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of Governor and is willing and able to assume and faithfully perform those duties and responsibilities.

**3. DUTIES AND RESPONSIBILITIES (RI Code of Policies 19.020 March 2021)**

As an incoming officer of RI, the Governor-Nominee should:

1. Begin to prepare for the role of Governor;
2. Foster continuity by working with past, current, and incoming Leaders to support effective clubs;
3. Begin analyzing the District's strengths and weaknesses, including Rotary's public image, membership, The Rotary Foundation, events, and RI programs with background material provided by the Immediate Past Governor, Governor, and Governor-Elect; and using RI resources;
4. Review the organization (Leadership Plan) and club administrative framework (Club Leadership Plan);
5. Attend all meetings when possible;
6. Participate in Committees or other activities; as may be suggested by the governor or governor-elect;
7. Attend Governor-Nominee training if offered, or seek other training if available;
8. Attend training in leadership skills;
9. Select a site for the conference held during the year of the governor-nominee's service;
10. Consider which Rotarians he/she will approach to serve on his/her team.

## IMMEDIATE PAST GOVERNOR

The IPG (Immediate Past Governor) serves as a member of the Council to provide continuity and to offer guidance and advice to the Governor. In the year as IPG, and in subsequent years, a number of offices and ways for serving the district will be offered by the Governor and as set out in this manual.

This officer is appointed a corporate Vice President by the Board of Directors.

## PAST GOVERNOR (RI Code of Policies 19.060 March 2021)

**19.60.1 Utilizing Services of Past Governors**

Governors are urged to draw upon past governors for assistance in extension efforts, training incoming Governors, promoting the convention, and providing direct assistance to weaker clubs.

**19.60.2 Advisory Council of Past Governors (COLLEGE OF GOVERNORS; PAST, PRESENT, AND FUTURE). They are voting members of the District Council.**

An advisory council of past governors should be organized in each district. Such councils shall be composed of all past governors who are members of Rotary clubs within the district. Governors are urged to call a meeting of the council at least once a year within the month following the end of the International Assembly to allow the governor- elect to inform the current and past governors about the issues debated and presented at the International Assembly. The authority and/or the responsibility of the governor shall in no way be impaired or impeded by the advice or actions of the past governors. The Chair of the Advisory Council of Past Governors shall be the Past Governor selected by the nominating committee to be the Past Governor on the Board of Directors of the Corporation.

**1. PURPOSE:**

- Provide advice of an ongoing nature to the Governor, the Governor-Elect, the Governor Nominee, and the Governor Nominee Designate with respect to the operations and planning of business;
- Review and provide input to the Governor Elect on his/her year's goals and plan of action;
- Promote continued active involvement of past Governors in the district and in Rotary;
- Assist with major concerns in the district;
- Promote Fellowship amongst the past, current and future governors and their spouses.
- They are voting members of District Council.

**2. MEMBERSHIP:**

The members will be all active PGs resident in D7090, G, GE, GN, and GND with a Quorum required from the Current G team (IPG, G, GE, GN, GND and Vice Governor) with a majority of 4 to ratify any motions.

The Chair will be elected annually by the Nominating Committee from the Past Governors active in the District council, with successive terms optional,

## EXECUTIVE SECRETARY

**1. STATUS:**

Appointed by the Governor with the approval of the Board of Directors, and is an ex-officio member of the Council.

**2. QUALIFICATIONS:**

a. Proven capability to manage correspondence on behalf of Governor, Board of Directors and Officers as well as Officers and Committee chairs;
b. Evidence the technical expertise to maintain and utilize the functionality of 7090 website;
c. Possess a firm understanding of Rotary International and 7090 policies and procedures;
d. Ability to use Quick Books, Word, Excel and Adobe.

**3. DUTIES AND RESPONSIBILITIES:**

a. Attend all meetings of the leadership team and record, distribute notes and actions taken as required by the Governor;
b. Issue agendas for meetings of Council within the required timeline of such scheduled meetings;
c. Provide Counsel and advice to the Governor;
d. Distribute information to various groups within the district as required by the Governor;
e. Provide administrative support to the Governor as mutually agreed;
f. Assist with the distribution of the Governor's monthly communication;
g. Oversee the safekeeping of 7090 records, to include, but not limited to, official minutes of 7090 meetings of its Council and Audited Financial statements for a period of seven years. Obtain permission of the Governor to shred any hard copies periodically;
h. Maintain the 7090 Merchant accounts (US/CA) for online processing of credit card payments on 7090 website;
i. Manage all the various online software for virtual meetings and surveys;
j. Assist Treasurer with invoicing/payments, monthly bank reconciliation, annual budgeting and audit.

## TREASURER

**1. STATUS:**
Appointed by the Governor with the approval of the Board of Directors, and is a member of the Council. The Treasurer will serve a minimum of one year and a maximum of three consecutive years.

**2. QUALIFICATIONS:**

- Applicant should be experienced in business accounting procedures or banking with proven skills in managing financial resources within the framework of a volunteer cross-border district;
- The Treasurer must be bonded and provide documented confirmation.
- The Treasurer shall NOT be the chair of the Finance committee to allow for independent oversight of the district expenditures and commitments, refer item o. below.

**3. DUTIES AND RESPONSIBILITIES:**
**REFER also Finance Committee responsibilities listed in DISTRICT Committees (pages 17-21)**

a. Maintain the financial books and records of the district for the period they hold office;
b. Shall serve on the Finance Committee, and in concert with the Governor Elect and the Finance Committee prepare a budget for the Governor Elect`s year of service;
c. Shall forward, as soon as possible after assuming office, a statement to each Club for a *per capita* levy calculated on the assessment of the budget approved at the previous Training Assembly. The *per capita* levy shall be based on the reported membership of each Club as of July 1st of that year;
d. Shall be responsible for the collection of levies and the handling of funds;
e. Prepare and send to the Governor monthly aging reports of outstanding dues;
f. Shall undertake to notify the Governor and the Finance Chair of all outstanding per capita levies/dues 45 days after the initial request for payment to the clubs, then again at 60 days and monthly thereafter until payment in full has been received;
g. Shall deposit in the bank accounts all monies received from Clubs or individuals pertaining to affairs, with legible copies of all deposit slips/receipts retained for ease of access, when required;
h. Shall allocate, in a timely manner, all disbursements to Officers and Committees against items in the approved budget and supported by properly documented invoices; (See cheque/check request form Finance Committee.)
i. Shall act as a signing officer for monetary transactions including disbursement of district funds;
j. Shall maintain a cash book, a journal and general ledger in which all receipts and disbursements year by year shall be recorded and passed along to the Treasurer's successor;
k. Shall keep as supporting evidence all deposit slips, bank statements, cancelled checks and paid invoices together with any correspondence relative to finances until the completion of the audit. Upon audit completion, these documents shall be properly identified and placed in the archives by the Treasurer;
l. Shall provide to the Governor, as soon after July 1st as possible, not later than the Annual Business Meeting, an audited financial report with approved budget comparisons for the previous Rotary year;
m. Shall work in close conjunction with the Treasurer-Elect to assist him/her in preparation for the coming year;
n. Shall transfer on June 30th of each year to the district bank accounts established by the incoming Treasurer all, or at least a substantial portion, of the funds that are on hand. The only funds retained shall be those that might reasonably be required to meet any outstanding invoices or commitment;
o. Shall cause to be reviewed by the Finance Chair on a monthly basis any journal entries, bank statements and reconciliations and document the Finance Chair's approval.

## SECTION THREE – MEMBERS OF DISTRICT COUNCIL

### ASSISTANT GOVERNORS (RI Code of Policies 17.030.1 March 2021)

**1. STATUS:**
Appointed by the Governor-Elect to motivate and support a group of designated clubs to thrive. They are voting members of the Council.

**2. RESPONSIBILITIES:**
Duties for assistant governors may include the following:

a. Visit each club regularly to discuss the club activities, resource, and opportunities;
b. Support clubs in setting and achieving goals, finding solutions to challenges, resolving conflicts, and meeting their and RI administrative requirements;
c. Serve as a liaison between clubs and committees;
d. Assess Clubs' ability to thrive and mentor club leaders on strategies to make their club successful;
e. Encourage clubs' involvement in activities and committees;
f. Keep the governor informed on progress of the clubs;
g. Stay up to date on Rotary initiatives;
h. Share status of clubs with successor;
i. Recommend Individuals to serve on committees;
j. Identify successor in year 2 and mentor in year 3.

**3. CRITERIA – SELECTION OF ASSISTANT GOVERNOR**

a. Active member in good standing in a club for at least three years.
b. Served as President of club for a full term or as a charter president for at least six months.
c. Knowledge of clubs, and Rotary including relevant policies and Rotary's online tools.
d. Demonstrated leadership skills and qualities including listening, communication, motivation, accessibility, integrity and being proactive.
e. Regular participation in events.
f. Assistant governors may be appointed on an annual basis for a one-year term, subject to reappointment for a total of three years.

### ASSISTANT GOVERNOR COORDINATOR

**1. STATUS:**
Position is a three year term (renewable annually) to provide continuity for the Assistant Governor team in the district. Appointed by the Governor-Elect, and re-appointed annually by the Governor Elect in collaboration with the Governor and the Governor Nominee.

**2. QUALIFICATIONS:**

a. Previously successfully experience as an Assistant Governor;
b. Willing to serve a three-year term based on annual renewal;
c. Completed or working towards completion of the Rotary Leadership Modules.

**3. RESPONSIBILITIES:**

a. Assist the Governor-Nominee with the coordination of Assistant Governor Activities in the district. Includes coordination of regular Zoom, or other virtual offerings, meetings of all Assistant Governors in the district;
b. In concert with Governor Nominee conducts an assessment of the training needs of the Assistant Governors, and the development of plans to address these needs through activities at Council meetings, District Training sessions and focused LIVE and On-line meetings;
c. Upon request provide input on the appointment of Assistant Governors;
d. Attend Council meetings and other functions when possible;
e. Visit area meetings as requested or deemed necessary;
f. In consultation with the Governor Group, contribute to the annual assessment of Assistant Governors;
g. Assist with the planning of the Assistant Governor component of District Training Assembly;
h. A report on activities and concerns at the area level is provided as part of the District Council "package" for each District Council meeting;
i. In conjunction with Governor Nominee, ensure the succession plan for Assistant Governors is being followed and Assistant Governors-Elect are being properly trained and mentored.

**AREA MEETINGS:**

1. **PURPOSE:** Promote the exchange of ideas including the following:
Five Avenues of Service; discussion of club and area problems; consideration of plans for club extension; hearing reports from the Council; discussion of plans for area conferences; consideration of proposals for presentation to the Council, Conference, and the Training Assembly.

**2. MEMBERS:**

Composition: Club Presidents, Presidents-Elect and other Club Officers along with the Assistant Governor, who will call and chair the meetings.

The meetings shall be held throughout the Rotary year with an expectation of four (4) meetings, minimum of at least two (2), in concert with the council meetings, either immediately preceding or following, to provide updates to the club leadership. These meetings may be "in person" or using virtual options, as determined by the relative Assistant Governor hosting the meeting.

**DISTRICT COMMITTEES** **(RI code of Policies 17.030.2 March 2021)**

**1. PURPOSE:**

District committees are charged with carrying out the goals of the district as formulated by the governor with the advice of the assistant governors. The governor-elect, governor, and immediate past district governor should work together to ensure continuity of leadership and succession planning. The governor- elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office.

The following committees ***shall*** be appointed:

- **Finance**
- **Membership**
- **Public Image**

- **Rotary Foundation**
- **Training**

**Additional committees are appointed when they serve a *specific* function as identified by the Governor and the leadership team.**

**The following Committees are included with the Chairpersons, Governance, Service and Youth, having a vote at District Council.**

- **Governance – Responsibilities include:**
  a. DEI – Diversity, Equity and Inclusion
  b. District Abuse Prevention
  c. Legislative
  d. Nominating
- **Service** – Responsibilities include:
  a. Community, including Large Scale District Projects
  b. International
  c. Healthy Communities
  d. Honoring Indigenous People
- **Youth –** Responsibilities include:
  a. Interact
  b. Rotaract
  c. Rotary Youth Leadership Awards –RYLA
  d. Student Leadership Award Program for Students High on Training (SLAPSHOT)

**Committee Chairperson:**
The Governor cannot serve as a District Committee Chair. It is recommended that district committee chairs be past governors, governor-nominees, past assistant governors, or effective past district committee members. All committee chairs should be selected and reported to RI by 31 December in the year before taking office on 1 July.

Expected to serve for a three-year term, subject to annual review and re-appointment by the Governor; the Committee Chairs are considered voting members of the Council. The number of Committee Chairs, appointed is at the discretion of the Governor but will be at least three and no more than ten.

**2. BUDGETS:**
Committee Chairs are expected to submit detailed budget requirements, including any budget requirements for sub-committees under their direction, to the Governor-Elect and Chair of the Finance Committee no later than the end of November for the ensuing Rotary year.

In as much as funds are subscribed by the clubs of the district, committees should exercise great care in the stewardship of budgeted funds. Rental of meeting places, meals, transportation, and other personal expenses of committee members shall not be charged against funds unless specifically authorized by the appropriate Committee Chair well in advance of the meeting.

**3. QUALIFICATIONS: (RI Code of Policies 17.030.2 March 2021)**
Minimum recommended qualification is membership, other than honorary, in good standing in a Rotary or Rotaract club in the district. Governors are strongly encouraged to appoint Rotaractors to every committee.

**4. TRAINING REQUIREMENTS:**
District committee chairs shall attend the team training seminar prior to serving as chair. Sub-Committee Chairs and Committee members should participate in training meetings as outlined in RI COP 20.060 through 20.090.

**5. REPORTING REQUIREMENTS:**
The Chair of each committee, including sub-committee chairs, is responsible for calling meetings, setting agendas, and arranging for the recording and distribution of minutes.

- Sub-Committees report to the appropriate Committee Chair who will be the liaison between these sub-committees and the Governor and District Council.
- District committee chairs shall report to the governor on the status of their activities on a regular basis.
- Council reports need to be submitted to the respective Committee Chair no later than fourteen (14) days prior to the Council to allow the Committee Chair time to compile report and forwarded to the Executive Secretary no later than seven (7) days before Council.

**REFER to Website for the CURRENT Organization Chart. It is expected that this organization chart will be updated by the Executive Secretary when so requested by the relative Committee Chair and AUTHORIZED by the Governor.**

**The following committees *shall* be appointed:**

**FINANCE COMMITTEE (RI CODE of Policies 17.030.2 March 2021)**

**1. PURPOSE:** The district finance committee shall safeguard the assets of the district fund by reviewing and studying the amount of the per capita levy and necessary expenses of district administration, and shall prepare a budget and an annual report on the status of the district's finances.

**2. STRUCTURE:** This committee will be composed of 10 individuals. The membership will include three Past Governors still residing in the district, the Governor, the Governor-elect, the immediate Past Chair of the Finance Committee; the Treasurer (ex-officio) the Past Treasurer, the Treasurer-elect if named and two Rotarians knowledgeable in accounting/financial work appointed by the Governor from each of the Canadian and the US. portions of the district. The district treasurer shall serve as ex-officio member of the committee.

The chair shall be selected from the membership of the Finance committee and must be agreed to by the majority of committee members with preference given to previous accounting/finance experience as noted above in the committee member selection in an effort to be consistent with the expectations of the overall committee composition. The appointment by the Governor shall be a three year term subject to annual review.

**3. ADDITIONAL QUALIFICATIONS of MEMBERS:**
Preference should be given to those with previous service as club treasurer and/or Rotarians and Rotaractors with accounting/finance experience.

**4. DUTIES AND RESPONSIBILITIES:**

a. Prepare a budget of district expenditures in cooperation with the district governor to be submitted to the clubs at least four weeks prior to approval at a meeting of incoming club presidents.
b. Review and recommend the amount of per capita levy to be approved in accordance with RI Bylaws section. 15.060.2. Rotary Code of Policies November 2020
c. Assure that proper records of income and expenditures are kept.
d. Prepare a yearly financial report to be presented by the immediate past district governor according to RI Bylaws section 15.060.4.
e. A member of the committee, preferably the treasurer, shall, together with the district governor, be a signatory on the bank account(s) of the district fund. The bank account shall be held in the name of the district.

Approval of the Audited Financial Statements by the Finance Committee, or their designees shall be undertaken prior to the presentation at the Annual Members Meeting. The review may be conducted by either a qualified accountant or an audit committee.

**An audit committee must:**

- Have at least three active members be selected in accordance with established procedures;
- Include at least one member who is a past governor or an independent, financially literate person; and
- Not include any current governor, treasurer, signatory of bank accounts, or member of the finance committee.

**Additional responsibilities specific to District 7090:**
N-PCL Section 519 mandates that the financials presented to the members must be as of the end of a 12 month fiscal period terminating not more than six months prior to that meeting. Therefore the Annual Members meeting must be held not later than the month of December annually, without exception, and must include the completed Audited Financial Statements by September 30th each year to ensure adherence to the requirement for the 30 days' notice of said meeting per RI Bylaws 15.060.4. The relative district officers and committee chairs will need to exercise due diligence in ensuring all required financial reporting is in hand to comply with these deadlines.

The annual statement shall include, but not be limited to, all:

a. Sources of the district`s funds (RI, TRF, and club);
b. Funds received by or on behalf of the district from fundraising activities;
c. Grants received from TRF or TRF funds designated by the district for use;
d. Financial transactions of committees;
e. Financial transactions of the governor by or on behalf of the district;
f. Expenditures of funds; and
g. Funds received by the governor from RI.

The Audit undertakings shall be administered within the **RI Bylaws 15.060.4**.

**5. BANK ACCOUNTS:**

- District bank accounts shall be maintained in a Canadian charter bank and in a bank in New York State
- The bank accounts will be held in the name of the district. Account balances shall be maintained so as to minimize transfers of funds across the border as far as possible, but taking into account expected receipts and disbursements on each side of the border in each Rotary year.
- For accounting purposes, all budgets, financial statements and bookkeeping shall be in US. dollars.

The reporting of all Administered funds shall be governed by the principle of Transparency. The dollars of the budget belong to the Rotarians in the district and it is their right to be fully aware of the financial standing and intended budgetary forecast. It is our fiduciary responsibility to provide the information of how the funds are used.

**6. BUDGET:**

The Governor will be responsible at all times for the administration of funds in accordance with the budget as approved at the District Training Assembly.

The budget will reflect anticipated expenses including the cost of the Conference with anticipated receipts and expenses.

Input to the budget will be received and included by the Finance Committee from the Committee Chairs, through the Chair of the Finance Committee.

Other budget items shall include the following:

a. Reserves as later noted;
b. A budget amount to administer the insurance policies;
c. Expenses of the Governor-Elect and partner to attend the International Convention at which the Governor is officially elected; if such an election is needed under the provisions of Section 6.010 of these bylaws.;
d. Expenses of the Governor and partner to attend the International Convention;
e. Expenses of the Governor and the Governor-Elect for the ensuing Rotary year and their partners to attend the Rotary Zone Institute and position-related training seminars;
f. A budgeted amount for the Governor-Elect for the ensuing Rotary year, recognizing the expenses in organizing committees and travel responsibilities prior to becoming Governor;
g. A budgeted amount for the Governor Nominee to attend training at the Zone Institute and DGN training seminars;
h. A budgeted amount for the Chair of the Training Committee to attend a Zone training seminar;
i. A budgeted amount for the Chair of The Rotary Foundation Committee to attend a Zone training seminar;
j. A budgeted amount for the Chair of the Membership Committee to attend a Zone training seminar;
k. A budgeted amount for a gift and Past Governor's pin for the outgoing Governor;
l. Budgeted amounts for Administration, Chairpersons and Committees, Standing Committees, and Training;
m. In the event of a disagreement as to whether an item submitted from within or without the Finance

Committee is included or modified in its amount, the final ruling shall rest with the Governor-Elect;

n. The budget for the ensuing Rotary year shall be presented by the Governor-Elect to the incoming club presidents for their approval at the meeting previously scheduled four weeks in advance.,

o. A current financial statement shall be prepared and made available to the Club Presidents-Elect to assist in their assessment of the proposed budget, at least four weeks prior to the scheduled meeting. "After approval of the budget by the corporation's Board of Directors", the budget shall be adopted by the approval of not less than three quarters of the incoming Presidents present and voting at District Training Assembly. For this purpose, each Club will have one vote. In accordance with RI Constitution, Article 15, Interpretation: The terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e- mail) and internet technology to reduce costs and increase responsiveness. Zoom meetings' voting is considered an acceptable interpretation of voting in person at an event. In the absence of its incoming President, a Club may delegate its vote to any elected incoming officer from that Club. The Chair of The Finance Committee shall establish a physical sign in process for the respective attendees to evidence approval within the aforementioned guidelines and said sign in records shall be retained with the Treasurer as part of the financial records of the year.

**7. RESERVES FOR SPECIFIC ACTIVITIES:**

- Shall maintain **Reserves** in the budget for such specific purposes as the Finance Committee and the Governor-Elect deem appropriate.
- The reserve fund should equal the annual operating amount for the district.
- The district in an ever vigilant effort of fiscal responsibility strives to maintain a minimum in Reserves of at least two years of budgeted expenses.

**8. PER CAPITA LEVY**

The Finance Committee shall recommend the amount of the per capita levy to be included in the budget taking into account the following:

a. The budget, anticipated receipts and disbursements;
b. Reserves for specific activities;
c. Amounts held in general reserve in accounts or investments;
d. Per capita levy shall be in US. funds or their equivalent.

The per capita levy is mandatory on all clubs of a district. The Governor shall certify to the board the name of any club that has not paid the levy for more than six months. The board shall suspend the services of RI to the delinquent club while the levy remains unpaid. **(RI Bylaws 15.060.3).**

**9. DUTIES AND RESPONSIBILITIES OF THE TREASURER:**

**A. RECEIPTS:** On June 30th of each year, the current Treasurer shall transfer to the bank accounts established by the incoming Treasurer all, or at least a substantial portion, of the funds that are on hand. The only funds being retained shall be those that might reasonably be required to meet any outstanding invoices or commitments.

All outstanding expense claims for the Rotary year must be submitted by July 31st of the immediately following year. Any outstanding claims after that date will be returned with a note of thanks for the contribution to the district.

The Finance Committee has the authority to invest surplus funds in short-term deposits but the term of any such deposit shall not extend more than 90 days past the end of the Rotary year.
The Finance Committee has the authority to arrange for general liability insurance and officers and directors insurance for all Clubs in the district, except in cases where Rotary International has arranged for such coverage.

**B. DISBURSEMENTS:** All disbursements by officers and committees shall be made by the Treasurer allocated against items in the approved budget and supported by properly documented invoices.

Any disbursement in excess of US$1,000 requires the approval of the Governor and the Chair of the Finance Committee prior to disbursement.

No disbursement in excess of a budgeted amount may be made without the express approval of the Governor following a recommendation from the Finance Committee.

Contracts or other forms of implied commitment in excess of $5000 shall require pre-approval from the Finance Committee and shall be submitted to the Chair of the Finance Committee a minimum of 30 days prior to the required confirmation of the commitment. Said financial commitments shall be documented as approved in the minutes of the Finance Committee and subsequently executed by two authorized signatories in order to bind the District.

**C. FINANCIAL RECORDS:** A central repository shall be established by the Executive Secretary or other Officer residing in the United States for the safekeeping of records.

## MEMBERSHIP COMMITTEE (RI Code of Policies 17.030.2 March 2021)

### 1. PURPOSE:

Under the direction of the governor, the committee will identify, promote and implement membership strategies that will result in membership development and growth, and the formation and support of new Rotary and Rotaract clubs within the district.

The chair must have significant knowledge of, commitment to, and experience with membership attraction and engagement activities.

### 2. ADDITIONAL QUALIFICATIONS OF MEMBERS:

a. Preference should be given to Rotarians and Rotaractors who have been successful in inviting new members to join Rotary, implementing membership programs and who are members of a club with diversified membership.
b. Consideration should be given to those who have served as chairs of club committee(s) related to membership attraction and engagement

c. Preference should be given to Individuals who have been active and successful in establishing new clubs.

**3. DUTIES AND RESPONSIBILITIES:**

a. Assist club membership committee chairs in carrying out their responsibilities of attracting new members and engaging existing members.
b. Manage prospective members through the Manage Membership Leads page on My Rotary.
c. Assist in organizing, establishing and supporting new and different types of clubs, where Rotary is currently not present, as well as in areas where Rotary is already active.
d. Communicate committee progress, challenges and opportunities with your Rotary coordinator and district governor on a regular basis.

**4. ADDITIONAL TRAINING REQUIREMENTS:**

In addition to the chair, as many committee members as possible should attending a training meeting conducted by the Rotary Coordinator as appropriate.

**5. APPOINTMENT OF CHAIR:**

To be effective, the membership committee must have continuity of leadership, therefore, the Committee Chair shall be appointed for a three-year term, subject to review, with documented agreement of the Governor, Governor-Elect and Governor Nominee in their term of service.

The governor (if selected), for each of the years of the three-year term of the membership attraction and engagement committee chair will participate in the selection of the chair. Reporting to Rotary International must be completed no later than December 31st before taking office on July 1st of the following calendar year.

Any removal for cause must have prior approval of all the governors (if selected) for each of the remaining years of the three-year term.

## PUBLIC IMAGE COMMITTEE (RI Code of Policies 17.030.2 March 2021)

**1. PURPOSE:**

The district public image committee should promote Rotary and foster understanding, appreciation and support for the programs of Rotary. The committee should promote awareness among Rotarians and Rotaractors that effective publicity, favorable public relations and a positive image are desirable and essential goals for Rotary.

The chair must have significant knowledge of, commitment to, and experience with profiling the efforts of Rotarians in the public and professional sectors to entice consideration of the opportunity to serve in Rotary.

**2. ADDITIONAL QUALIFICATIONS OF MEMBERS:**

Preference should be given to those who have experience as a club public image chair and to Rotarians and to Rotaractors who possess media, public image or marketing skills.

**3. DUTIES AND RESPONSIBILITIES:**

a. Encourage clubs within the district to make public image a priority.
b. Promote Rotary to the media, community leaders, and beneficiaries of Rotary programs.
c. Promote Rotary's visual identity and voice.
d. Communicate with the governor and the chairs of key committees to stay informed about projects and activities.
e. Liaise and collaborate with the Rotary Public Image Coordinator.
f. Share RI public image materials with clubs.
g. Seek opportunities to speak to individual clubs about the importance of club public image.

**4. ADDITIONAL TRAINING REQUIREMENTS:**

In addition to the chair, as many committee members as possible should attend a training meeting conducted by the Rotary Public Image Coordinator as appropriate**.**

**ROTARY FOUNDATION COMMITTEE (Rotary Foundation Code of Policies Article 25.010 03-2021)**

The District Rotary Foundation Committee (DRFC) assists in educating, motivating, and inspiring Rotarians to participate in Foundation grant and fundraising activities in the district. The subcommittee chairs are members of this committee.

The Governor-Elect is responsible for appointing committee chairs to fill vacancies, appointing committee chairs, and conducting planning meetings before the start of the year in office. The Governor is an ex- officio member of the committee and provides one of the two authorizing signatures for the use of Designated Funds to reflect the decisions of the Rotary Foundation Committee. The current Governor cannot serve as the DRFC Chair.

**25.10.1 CHAIR QUALIFICATION:**

The District Rotary Foundation Chair should have working knowledge and experience of the Foundation's programs, area of focus, and grants.

**25.10.2 COMMITTEE QUALIFICATIONS:**

In addition to the minimum recommended qualifications established in the Leadership Plan, it is recommended that District Rotary Foundation committee members be past governors, past assistant governors, effective past subcommittee members, or experienced Rotarians. Committee members should be appointed based on their program participation, Foundation expertise and giving.

**25.10.3 TRAINING REQUIREMENTS:**

All members of the Rotary Foundation Committee are expected to attend a regional Rotary Foundation seminar conducted by a Regional Rotary Foundation Coordinator (RRFC). In addition, all committee members are expected to attend and participate in the team training seminar and other training meetings as outlined in **Article 20 of Rotary Code of Policies.**

**25.10.4 APPOINTMENT/TERM OF DISTRICT ROTARY FOUNDATION COMMITTEE CHAIR (DRFC Chair):**

The Rotary Foundation committee must have continuity of leadership; therefore the Rotary Foundation Committee chair shall be appointed for a three-year term, subject to removal for cause.

The Governor (if selected), for each of the years of the three-year term of the DRFC Chair will jointly select the DRFC Chair. Reporting to Rotary International must be completed no later than December 31st before taking office on July 1st of the following calendar year. The DRFC Chair must have significant knowledge of, commitment to, and experience with Rotary Foundation activities. Districts will not have access to the Designated Fund until the DRFC Chair is appointed.

**25.10.5 DRFC CHAIR DUTIES AND RESPONSIBILITIES:**

The DRFC chair shall:

a. Report to the governor on all Foundation activities monthly, including qualification status of club and district.
b. Together with governor, provide one of the two authorizing signature for the use of the Designated Fund to reflect the decisions of the Rotary Foundation committee.
c. Confirm that global grant applications are completed and confirm that the sponsor clubs are qualified.
d. Serve as the primary contact for grants.
e. Oversee the qualification process and compliance with the requirements of qualifying including ensuring that the annual financial assessment of the financial management plan and its implementation is properly distributed to the clubs in the district.
f. Work with the governor, trainer, and training committee to plan, organize, and promote seminars, training assembly, president-elect training seminar, and grant management seminars, focusing on agenda and content.
g. Assist the governor-elect in obtaining input from Rotarians before establishing Foundation goals for implementation during his/her term as governor.
h. Ensure Rotary Foundation grant activities are reported on at a meeting to which all clubs are invited or eligible to attend, as required by the terms and conditions of Foundation grants.

**25.10.6 AUTHORITY TO REMOVE ROTARY FOUNDATION COMMITTEE CHAIR**

Subject to full agreement of the governor, governor-elect, and governor-nominee, the Rotary Foundation committee chair may be removed for cause when there are significant issues that cannot be resolved.

**25.20 ROTARY FOUNDATION SUBCOMMITTEES:**

Appointed to manage the following Rotary Foundation operations, with full descriptions found in **The Rotary Foundation code of Polices, sections as noted**:

- PolioPlus 25.020.1
- Grants 25.020.2 (Global Grant and Grant Spending Plan)
- Fundraising 25.020.3 (Annual Fund and Endowment, see below)
- Stewardship 25.020.4
- Rotary Peace Fellowships 25.020.5
- Other Optional Subcommittees 25.020.6 with detailed information **outlined in Form 300 Lead your Rotary Foundation Committee,** relative to aforementioned subcommittees as well as the following:

a. Paul Harris Society Coordinator
b. Annual Fund
c. Endowment/Major Gifts
d. Rotary Peace Fellowships
e. Scholarship
f. Vocational Training Team

The governor-elect shall appoint members for the open positions of the Rotary Foundation subcommittees for his/her year in office. It is recommended that subcommittee chairs serve three year terms to ensure continuity.

**TRAINING COMMITTEE (RI CODE OF POLICIES 17.030.2 March 2021)**

**1. PURPOSE:**
The committee is responsible for supporting the governor and governor-elect in training club and leaders and overseeing the overall training plan for the district.

**2. QUALIFICATIONS OF MEMBERS:**
Preference should be given to Rotarians and Rotaractors with training, education or facilitation experience.

The chair should have significant knowledge of, commitment to, and experience with adult/youth volunteers which may necessitate the need for a variety of teaching strategies.

**3. DUTIES AND RESPONSIBILITIES:**

a. Assist the convener, usually the governor or governor-elect, of each training meeting in the district, including Rotary required training.
b. Under the direction of the meeting's convener, the committee is responsible for one or more of the following aspects:
    1. Program content (in accordance with board-recommended curricula)
    2. Conducting sessions.
    3. Identification of speakers and other volunteers
    4. Preparing training leaders
    5. Program evaluation
    6. Logistics
    7. Marketing to target audience
    8. If the district is part of a multi PETS, work in accordance with the policies and procedures of that multi PETS.

7090 COMMITTEE CHAIRS WILL INCLUDE THE FIVE COMMITTEE CHAIRS, NOTED BELOW, **AS WELL AS THE FOLLOWING THREE COMMITTEE CHAIRS, SERVICE, GOVERNANCE AND YOUTH, BRINGING THE TOTAL OF 7090 COMMITTEE CHAIRS TO EIGHT.**

1. **FINANCE**
2. **MEMBERSHIP**
3. **PUBLIC IMAGE**
4. **THE ROTARY FOUNDATION**

5. **TRAINING**

## SERVICE PROJECTS COMMITTEE

**PURPOSE:**
The committee is responsible for supporting the governor and governor-elect in orchestrating projects aimed at enhancing SERVICE in the clubs, both locally and internationally that will result in an enhanced profile within the district.

The chair should have significant knowledge of, commitment to, and experience with proven service projects and engagement activities.

### A. COMMUNITY SERVICE SUB-COMMITTEE

**1. PURPOSE:**
This committee promotes programs, activities, and resources related to community, vocational, and youth service and offers additional support for Rotary, Rotaract and Interact clubs

**2. ADDITIONAL QUALIFICATIONS:**
Preference should be given to Rotarians and Rotaractors with experience in planning, implementing local, sustainable service efforts of varied size with an emphasis on **LARGE SCALE** District Projects that will raise awareness of Rotary At Work across the district and foster a SYNERGY unique to our "Best of Friends" District.

**3. DUTIES AND RESPONSIBILITIES:**

a. Help identify new trends, issues or problems within the district that clubs may want to address
b. Visit clubs within the district to speak about successful Community service projects and provide information on Rotary programs and emphases to help strengthen their projects.
c. Encourage and assist club Community Service chairs in carrying out their responsibilities
d. Encourage clubs to organize a Rotary Community Corps (RCC) if appropriate, and encourage level RCC meetings to exchange project development ideas.
e. Maintain inter-committee communication with other committees.
f. Organize district-level club Community Service chair meetings, in conjunction with conference, training assembly and other meetings to exchange ideas and promote projects.
g. Identify areas for cooperation between Club Community Service projects and local non-Rotary service organizations, by sharing information and helping clubs to set goals.
h. Request regular reports on successful Community Service projects from club Community Service chairs, for promotion in the governor's monthly letter, and report to RI for possible publication.
i. Organize exhibits of outstanding Community Service projects at district and zone meetings.

j. Organize district wide Community Service activities.
k. Promote resources for service and engagement, inclusive of Rotary Fellowships and Rotary Action Groups.
l. Facilitate recognition for clubs and/or individuals who advance the principals of Rotary, including vocational service and empowering and engaging young people.

**B. INTERNATIONAL SERVICE SUB-COMMITTEE (REFER home page for full details, including guidelines for international projects document)**

**1. PURPOSE:**
**The International Service sub-committee supports club with their international service projects and helps enhance the quality of the district's humanitarian efforts by identifying resources and experts to provide advice on international service projects and global grants.**

**2. ADDITIONAL QUALIFICATIONS OF MEMBERS:**
Preference should be given to members who are past governors, past Regional Rotary Foundation Coordinators, past assistance Regional Rotary Foundation Coordinators, and those with experience with international service projects.

**3. DUTIES AND RESPONSIBILITIES:**
a. Promoting greater awareness of resources and strategies for project planning, implementation, identifying key local subject matter experts, and establishing direct lines of communication and accountability for all types of international service, with a special emphasis on improving global grant applications and the development of partnerships between International Rotary clubs and districts.
b. Confer and cooperate with other leaders from across the district including but not limited to the Rotary Foundation grants subcommittee, community service, vocational and alumni committees to identify and promote resources for improved projects and grants.
c. Collaborate with Rotaract representatives, Rotary Action Groups, The Rotary Foundation of Technical Advisors, and other experts interested in assisting with project and global grant activities.

**4. APPOINTMENT OF CHAIR:**
To be effective, the international service sub-committee chair must have continuity of leadership and success planning. The governor-elect, in consultation with the immediate past governor and governor-nominee, is encouraged to appoint a past governor, past regional Rotary Foundation coordinator, or a past assistant regional Rotary Foundation Coordinator to chair this committee, to serve a term of three years without reappointment limits.

**C. HEALTHY COMMUNITIES SERVICE SUB-COMMITTEE**

**1. PURPOSE:**
This committee encourages our 7090 Rotary, Rotaract and Interact clubs to be actively involved in promoting the overall health and wellness of their communities, based on identified needs of the community, and in collaboration with other community partners.

**2. MEMBERS:**

**CHAIR:** Appointed by the Governor and Governor Elect. The chair should have an awareness of common issues facing our district communities as well as a network of community partners with mandates in keeping with Rotary's ideals and vision.

**MEMBERS**: Appointed by the Committee Chair subject to consultation with the sitting Governor and Governor Elect.

**3. DUTIES AND RESPONSIBILITIES:**

**CHAIR:**

a. Encourage clubs to become involved in community "wellness" in their own communities.
b. Identify and provide resources and possible opportunities for clubs to consider to address an identified need in their community
c. Engage clubs to publish their success stories, subject to standard privacy policies.
d. Supply resources and opportunities to clubs for consideration.

**COMMITTEE MEMBERS:**

a. Assist the Chair in the performance of his/her responsibilities.
b. Provide liaison with clubs.

**D. HONOURING INDIGENOUS PEOPLES (HIP) SUB-COMMITTEE**:

**I. PURPOSE:**

a. Promote and educate Rotarians and clubs on Indigenous issues
b. Encourage District clubs to work with Indigenous groups
c. Share info on Indigenous activities
d. Encourage clubs to work on joint projects with Indigenous neighbours
e. Encourage clubs to join Rotary HIP

**2. MEMBERS:**

**CHAIR:** Appointed by the Governor and Governor Elect.
The chair should have an appreciation of the issues facing our Indigenous people as well as the ability to build a cohesive committee.

**MEMBERS:** Appointed by the Committee Chair subject to consultation with the sitting Governor and Governor Elect.

**3. DUTIES AND RESPONSIBILITIES:**

a. Gathering and sharing events and opportunities related to Indigenous groups.
b. Encouraging clubs to respect indigenous peoples by acknowledging gratitude for the land and those whose traditional territory we reside on when we meet as a group. Reference Land Acknowledgment on District website.

## YOUTH COMMITTEE

**1. PURPOSE:**
To identify, market and implement Youth engagement strategies within the District. It shall be under the direction of the Youth Services Committee Chair.

The chair must have significant knowledge of, commitment to, and experience with the established protocols relative to all interactions involving YOUTH and adhere to the relative procedures, without exception.

**Duration of Chair appointment:** Appointed for a one-year term, renewable up to a maximum of three years.

**2. STATUS:**
The Youth Services Chair is appointed by the Governor on an annual basis, on the advice of the Governor-Elect and is responsible to the Governor and the Governor-Elect.
The committee shall be composed of the Youth Services Committee Chair and relative Sub-Committee Chairs.

### A. INTERACT SUB-COMMITTEE

**1. PURPOSE:**
The Interact Committee, composed of Rotarians, Rotaractors, and Interactors, promotes and supports the activities of Interact clubs.

**2. APPOINTMENT OF CHAIR:**
The Interact sub-committee chair (a Rotarian) is appointed by the governor with option to have country specific chair in this leadership role. It is highly recommended that the district use a leadership succession plan, consulting all members of the committee as well as the governor – elect and governor-nominee, to draw from the expertise of experienced committee members and developing leaders within the committee. The plan should also arrange for an overlap period, so that incoming chairs learn important procedures and policies from their predecessors.

**3. ADDITIONAL QUALIFICATIONS OF MEMBERS:**
Preference should be given to those who have club-level experience with Interact, Interact alumni, and Interact members with leadership potential. Participation of Interactors is contingent upon receiving prior approval from a parent/guardian. Where feasible and practicable there should be provision for continuity of membership by appointing one or more members for a second term.

**4. DUTIES AND RESPONSIBILITI**ES:

a. Coordinate wide activities related to Interact.
b. Promote program participation through regular contact with assistant governors and clubs.
c. Promote Interact by inviting participants to speak at events and encourage clubs to get involved.

d. Support the organization of new Interact club.
e. Provide training and support to Interact club advisors, including youth protection.
f. Oversee other administrative functions of Interact clubs within the district.

## B. ROTARACT SUB-COMMITTEE

### 1. PURPOSE:

The Rotaract Sub-Committee is composed of equal numbers of Rotarians and Rotaractors and supports Rotaract clubs in the district.

### 2. APPOINTMENT OF CHAIR

The Rotaract sub-committee chair (a Rotarian), appointed by the governor and the Rotaract representative (a Rotaractor), elected by the Rotaract clubs in the district, should serve as co-chairs of this committee. It is highly recommended that districts use a leadership succession plan, consulting all members of the committee as well as the governor –elect and governor-nominee, to draw from the expertise of experienced committee members and developing leaders within the committee. The plan should also arrange for an overlap period, so that incoming chairs learn important procedures and policies from their predecessors.

### 3. ADDITIONAL QUALIFICATIONS OF MEMBERS:

Preference should be given to those who have club-level experience with Rotaract, Rotaract alumni and Rotaract members with leadership potential. Where feasible and practicable there should be provision for continuity of membership by appointing one or more members for a second term.

### 4. DUTIES AND RESPONSIBILITIES:

a. Coordinate district wide activities related to Rotaract.
b. Promote engagement through regular contact with assistant governors and clubs.
c. Promote Rotaract by inviting participants to speak at events, partner in service projects, and attend joint leadership and professional development training.
d. Support the organization of new Rotaract clubs.
e. Provide training and support to Rotaract club officers and advisors.
f. Prepare and submit a budget to the governor and the finance committee for approval to ensure that no personal financial profit is being made from Rotaract activities.
g. Oversee other administrative functions of Rotaract clubs within the district.

## C. ROTARY YOUTH LEADERSHIP AWARDS SUB-COMMITTEE (RYLA)

### 1. PURPOSE:

The Rotary Youth Leadership Awards sub-committee oversees, promotes, and supports the activities of Rotary Youth Leadership Awards (RYLA) in the district.

### 2. ADDITIONAL QUALIFICATIONS OF MEMBERS:

Preference should be given to those who have general knowledge of Rotary and/or experience with Rotary Youth Leadership Awards, a strong enthusiasm for youth and young adult leadership development, and RYLA alumni.

**3. DUTIES AND RESPONSIBILITIES:**

a. Coordinate district wide activities related to Rotary Youth Leadership Awards.
b. Promote program participation through regular contact with assistant governors and clubs.
c. Promote Rotary Youth Leadership Awards.
d. Engage RYLA alumni by asking them to speak at RYLA events, attend club meetings and participate in Rotary service.
e. Cultivate community partnerships and leverage community leaders as speakers, facilitators, or trainers.

**4. APPOINTMENT OF CHAIR:**

Governors are strongly encouraged to observe a three-year limitation on the consecutive length of service of the RYLA chair. Because of the special knowledge and experience that administering youth programs requires, it is highly recommended that districts use a leadership succession plan, consulting all members of the committee as well as the governor-elect and the governor-nominee., to draw from the expertise of the experienced committee members and develop leaders within the committee. The plan should also arrange for an overlap period, so that incoming chairs learn important procedures and policies from the predecessors.

**D. SLAPSHOT SUB-COMMITTEE**

SLAPSHOT is a 7090 specific, not RI approved program. This committee historically has arranged for applicable insurance through the Canadian Insurance provider and ***MUST*** continue to adhere to the procurement of satisfactory insurance.

**S**tudent **L**eadership **A**ward **P**rogram for **S**tudents **H**igh **O**n **T**raining (SLAPSHOT)

**1. PURPOSE:**

To operate leadership training program(s) for youth in the 15-19 year old age group and promote the development of Interact clubs for youth.

**2. MEMBERS:**

Preference should be given to Rotarians with experience in working with this age group.

**3. DUTIES AND RESPONSIBILITIES:**

**CHAIR(S):**

a. Set agendas and budget, arrange meetings, and report to the Youth Services CHAIR
b. Promote Rotary awareness in local high schools by encouraging student participation in week-end Slapshot programs;
c. Set fees for participants so that the program will operate on a self-financing basis;
d. Arrange for sponsoring clubs to provide for transportation to the training site;

e. Promote early registration through the use of incentives and distribution of brochures to all clubs;
f. Engage appropriate Rotary leaders and youth professionals to conduct the program;
g. Arrange for Rotarians to act as cabin supervisors for each group of ten leaders.
H. Show evidence of Apprenticeship in Youth oriented programs.

**4. COMMITTEE MEMBERS**:
a. Assist the chair in fulfilling his/her responsibilities;
b. Liaise with Clubs.

**YOUTH EXCHANGE FORMER COMMITTEE (operates as separate entity "ROTARY 7090 YOUTH EXCHANGE CORPORATION PROGRAM, INC.", REFER to website https://rye7090.org for full details, including various resources, etc.)**

## GOVERNANCE COMMITTEE

The committee is responsible to review the district's policies and operations to ensure the district is in compliance with all legal and fiduciary duties and responsibilities. As necessary the governance committee should consider and take appropriate action to maintain compliance with the established code of policies of Rotary International and The Rotary Foundation.

The Governance committee must have continuity of leadership; commitment to, as well as experience with oversight of the policies and procedures of Rotary districts and clubs. A background in governance processes through experience in not-for-profit board leadership roles would be an asset.

The chair shall be an active member still residing in the district, selected by the committee members, and appointed by the Governor will be selected from the committee subject to agreement of the majority of the committee members. The Chair should ideally have experience in matters of governance within the district as well as member's previous oversight roles in the non-profit sector. The appointment shall be a three year term subject to annual review.

This committee will be composed of 6-10 individuals including three Past Governors still residing in the district, the Governor, the Executive Secretary and 2-5 Rotarians knowledgeable in not for profit operations appointed by the Governor from each of the Canadian and the US. portions of the district.

**ADDITIONAL QUALIFICATIONS of MEMBERS:**
A background in governance processes through experience in not-for-profit board leadership roles would be an asset to this committee.

**RESPONSIBILITIES include the following:**
a. Review issues related to the governance of Rotary International, including governance procedures utilized and make recommendations to improve, when warranted;

b. Serving on one of the following sub-committees and reporting within 10 days following each sub-committee meeting by filing a report to the chair of the Governance committee for inclusion in the next meeting of the Governance Committee.

## A. LEGISLATIVE SUB-COMMITTEE

**1. PURPOSE:**
To act as the source for district related legislation, presenting legislative proposals to the Governor, Council, and the Conference as well as working with Council on Legislation (COL) representative for immediate past COL as to memorandum to be submitted to RI Board and any objections or matters pertaining to recently passed proposals; also, to work with the Council on Resolutions (COR) and the COL representative as to new proposals to be submitted at upcoming Council on Resolutions and Council on Legislation.

It shall also advise and assist the Governor on nominations and elections and other matters involving RI's constitutional documents, and 7090 Manual of Policies (MOP).

**2. MEMBERS:** Composed of two Past Governors still residing in the district with a working knowledge of the constitutional documents of RI., the Governor, the Governor Nominee, the immediate past delegate to the Council on Legislation, the incoming delegate and the alternative delegate to the Council on Resolutions and the Council on Legislation. The Council on Legislation delegate must be a PDG as mandated by RI. The senior Past Governor shall be Chair; however, if the senior Past Governor is a future or current COL rep then the next senior Past Governor shall be chair.

**3. REPRESENTATIVE TO THE COUNCILS ON RESOLUTIONS AND THE COUNCIL OF LEGISLATION:**
The Representative to the COL shall be one of the most knowledgeable and best-qualified Rotarians available for service that is well informed about current Rotary policies, procedures, and programs, from within the Clubs in the district and must be a past officer of Rotary International or qualified in accordance with the bylaws of Rotary International Article 9.

The delegate and alternative delegate will be selected according to the nomination committee procedure outlined in Article 9.050, copied below, of the RI bylaws, and in this Manual of Policies**.** The representative and an alternate representative should be selected by a nominating committee procedure based on section 12.030 RI Code of Policies when not in conflict with this section. If a district fails to adopt a method for selecting members of a nominating committee, the nominating committee shall be composed of all past governors who are members of a club in that district and able to serve. A candidate for representative shall not serve on the committee. Representatives shall be selected by 30 June two years before the council on legislation, for example June 30, 2020 to serve in the 2022 COL.

The Council Representatives will represent their district at the:

- 2020, 2021, and 2022 Councils on Resolutions
- 2022 Council on Legislation

**DUTIES AND RESPONSIBILITIES: (RI. Bylaws 9.030).**

Duties of a Council Representative are as follows:

a. Assist clubs in preparing enactments and resolutions;
a. Discuss legislation and resolutions at conferences and other meetings;
b. Be knowledgeable of the attitudes of Rotarians within the district;
c. Consider carefully all legislation and enactments presented to the councils and effectively communicate their views to the Councils;
d. Act as an objective legislator of RI;
e. Attend the Council on Legislation for its full duration;
f. Participate in the Council on Resolutions; and
g. Report on Councils deliberations to the clubs of the district.

**B. NOMINATING SUB-COMMITTEE (RI Bylaws Article 12 Nominations/Elections for Governors)**

**1. PURPOSE:**

Primary responsibility is to seek out and propose the best available candidate for Governor Nominee Designate.

As well, this district committee will select a Vice-Governor to replace a Governor in a case of temporary or permanent inability to complete their term. This selection will be done at the same time as the Governor nominations. RI Bylaws Article 16.060.

The committee is also responsible for selecting one of the most knowledgeable Rotarians from within the district to serve as the district's Representative to the Council on Legislation as well as an Alternative Representative. RI Bylaws Article 9.

In addition, the Nominating Committee will select the following members of the Rotary International District 7090, Inc. Board of Directors for a term of one year, commencing July 1, who may serve any number of consecutive terms.

a. Past Governor still active in the district, including regular attendance at district council meetings, who by virtue of this selection to serve on the Board of Directors of the Corporation will be Chair of the Advisory Council of Past Governors.
b. Two members active in the District Council will be selected to serve on the Board of Directors.

**2. MEMBERS:**

Composed of three immediate past Governors still residing in the district and two club past presidents, one from the USA and one from Canada, as an introduction to district-level participation ensuring diverse representation from the breadth of our district. No peer shall interview a peer. *Please note Impartiality requirements. Anytime there is the potential of conflict of interest, it must be declared in writing to the Nominating Chair. If one of the three immediate Past Governors is unable to serve, the Governor may appoint another Past Governor.

The senior of the three immediate Past Governors on this committee shall be Chair with right of refusal available. If/when exercised the Governor shall appoint another 7090 Past Governor residing in the district as Chair.

**3. DUTIES AND RESPONSIBILITIES:**
The selection and proposal of a candidate for Governor Nominee Designate, Vice-Governor, and Council on Legislation Representative and alternate Representative shall conform to the By-laws of Rotary International and of this Manual. Refer to Sections below on election procedure;

In the selection procedure, this committee is not limited to candidates proposed by Clubs.

**4. CONDUCT AND REVIEW OF ELECTIONS:**
**(Selection of Governor-Nominee-Designate RI Bylaws Articles 12.010/12.030.)**
The district shall select a nominee for Governor not more than 36 months, but not less than 24 months, prior to the day of taking office. The nominee shall assume the title of Governor-Nominee-Designate upon selection and shall assume the title of Governor-Nominee on 1 July two years prior to assuming office as Governor. The board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly, if such an election is needed under the provisions of Section 6.010 of these bylaws.

**Article 12.030.1** In districts adopting a nominating committee procedure, the committee shall seek out and propose the best qualified candidate for governor nominee. The terms of reference of the committee, including the method for selecting members, shall be determined in a resolution adopted by the electors present and voting at a conference. The terms of reference must not be inconsistent with the bylaws.

**12.30.2** Any district that has adopted the nominating committee procedure but fails to select the member of the committee shall select the five most recent past governors who are still members of a club in that district as its nominating committee. The committee shall function in accordance with section 12.030.

**12.30.3** The governor shall invite clubs to submit their suggestions for governor. The deadline for suggestions is at least two months before the nominating committee meeting. The suggestions shall be submitted by a resolution naming the suggested candidate adopted at a regular club meeting and certified by the secretary. A club shall only suggest one of its own members.

**12.30.4** Nomination by Committee of Best Qualified Rotarian.
The committee shall nominate the best qualified Rotarian who is available to serve as governor and not be limited to those names submitted by clubs in the district.

**12.30.5** Notification of Nomination
The chair of the committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. Within three days of the receipt of the notice, the governor shall notify the clubs in writing of the name and club of the nominee.

Balance of pertinent information relative to this section can be found in **RI Bylaws 12.030.6 – 12.030.10.**

**Impartiality of Selection Committees**

Rotarians who serve on a club or district-level selection committee for district programs are expected to exercise complete transparency in their familiar, personal, or business relationship with an applicant and must notify the committee chair in advance of the selection process of any actual or perceived conflict of interest due to the committee member's association with a candidate, e.g. employees of the same firm or organization, members of the same Rotary club or member of the Area sponsoring an application, familial relationship, etc.

The selection committee chair will decide how and if that committee member should participate in the selection process for that one or all candidates with whom there is an actual or perceived conflict of interest. If the selection committee chair is the individual with an actual or perceived conflict of interest, the Governor, as appropriate, will decide how and if such chair should participate in the election process for that one or all candidates with whom there is an actual or perceived conflict of interest.

## C. DISTRICT ABUSE and PROTECTION SUB-COMMITTEE (refer Appendix A)

The Governor/President shall appoint members to the District Abuse Prevention Committee, which shall be responsible for the implementation and enforcement of this Policy, including overseeing the investigation of reports of conduct that is reasonably believed to violate this Policy.

**Policy Statement:**

Every Rotarian, Volunteer, and Staff member is responsible to protect the well-being and welfare of every person with whom they come in contact while participating in an Activity from abuse, harassment, or neglect as those terms are defined herein, particularly in regard to vulnerable persons. This Policy shall be interpreted so as to be consistent with federal, province/state, and local law concerning the prevention and reporting of prohibited abuse, harassment, or neglect of individuals and such laws are into this Policy.

**MEMBERS:**

The DAPC shall consist of five members, at least two of whom shall be citizens of the United States and two of whom shall be citizens of Canada. Each member should have relevant training or experience in at least one of the following areas:

a. working with vulnerable persons in a professional capacity or as a Rotarian, Volunteer, or Staff;
b. in the field of human rights as defined and protected under law; or
c. in the field of human resources.

DAPC members shall be appointed to a three year term and shall be replaced on a staggered schedule, so that at least two members of the DAPC are replaced annually. DAPC members shall serve their three year term, unless and until they resign or are removed by the District Board of Directors for cause or because of incapacitation. Each DAPC member shall become familiar with both the Rotary International Child Protection System and relevant Rotary International policies concerning the prevention of abuse,

harassment, and neglect and protection of all vulnerable persons, as well as relevant federal, provincial or state, and local laws and regulations.

Members of the DAPC shall treat information regarding reported incidents of abuse, harassment, or neglect as confidential information, which shall be provided only to the Governor/President, the Board of Directors, and law enforcement agencies or courts, doing so in compliance with applicable federal, provincial or state, and local law, as well as this Policy.

**RESPONSIBILITIES:** refer to appendixes for full details:

a. The DAPC chairperson and the Governor/President shall ensure that, at least once every three years, all Rotarians, Volunteers, and Staff receive training in the requirements of this Policy and of federal, provincial/state, and local law concerning prohibited abuse, harassment, and neglect and the protection of vulnerable persons during District Activities.
b. Governor/President shall ensure that each District Rotarian, Staff, or Volunteer involved in organizing, supervising, or who participates in an Activity involving the participation of, or provision of services to, vulnerable persons has completed an appropriate screening program, relative to the individual's fitness for such participation. Such screening shall include the completion of the District's Volunteer Assessment form. Refer to the district website.
c. The DAPC shall review this Policy to determine whether it requires revision every three years after its adoption or as information shall indicate. The chairperson of the DAPC shall advise the Governor/President regarding whether any revision to this Policy is required every three years or as circumstances may require.
d. Members of the DAPC, the Governor/President, and the designated investigator shall treat all information regarding such reports as confidential information and take necessary action.

**D. DIVERSITY, EQUITY and INCLUSION (DEI) SUB-COMMITTEE:**

**Amendment to page 37 of our District Manual of Policies, Governance Committee Diversity, Equity and Inclusion (DEI) Sub-Committee, Rotary International statement to reflect recent RI Board of Directors decision to reflect the following new content:**

**Rotary International STATEMENT:**

***Our Commitment to Diversity, Equity and Inclusion***
*At Rotary, we understand that cultivating a diverse, equitable, and inclusive culture is essential to realizing our vision of a world where people unite and take action to create lasting change.*

*We value diversity and celebrate the contributions of people of all backgrounds, across age, ethnicity, race, color, disability, learning style, religion, faith, socioeconomic status, culture, marital status, languages spoken, sex, sexual orientation, and gender identity as well as differences in ideas, thoughts, values, and beliefs.*

*Recognizing that individuals from certain groups have historically experienced barriers to membership, participation, and leadership, we commit to advancing equity in all aspects of Rotary, including in our community partnerships, so that each person has the necessary access to resources, opportunities, networks, and support to thrive.*

*We believe that all people hold visible and invisible qualities that inherently make them unique, and we strive to create an inclusive culture where each person knows they are valued and belong.*

*In line with our value of integrity, we are committed to being honest and transparent about where we are in our DEI journey as an organization, and to continuing to learn and do better*

**This amendment was passed at the September 13, 2021 District Council meeting per the required prior circulation to District Council members.**

**MEMBERS:** Under the direction of the Governor, this committee shall be formed to address and to elevate this opportunity to all our membership. Rotarians and Rotaractors from diverse background will be invited to join this committee to position this awareness in a timely, yet compelling, manner to our clubs.

**RESPONSIBILITIES** include the following:

a. Successful completion of RI course – Committing to Diversity, Equity and Inclusion.

b. Development of DATA BASE to provide reasonable assessment of current status in these three critical areas.
c. Develop list of Champions to be recognized for their Equality/Diversity/Inclusion leadership beyond Rotary as possible candidates for membership on the district committee.

**The following "may be committees" will be stand alone, with possible inherent overlap in working with other sub-committees; however, will report directly to the Governor.**

## SECTION FOUR – GOVERNOR'S SUB-COMMITTEES

### A. CONFERENCE SUB-COMMITTEE

**1. PURPOSE:**
Under the direction of the governor, the conference sub-committee shall plan, promote and implement the necessary arrangements to ensure good programming and maximum attendance at the conference.

**2. ADDITIONAL QUALIFICATIONS OF MEMBERS:**
Preference should be given to those who have experience in the meeting coordination and/or hospitality industry and/or to Rotarians and Rotaractors with media, public image or marketing skills.

**3. DUTIES AND RESPONSIBILITIES:**
Under the direction of the governor:

a. Select the conference venue and coordinate all related logistical arrangements
b. Coordinate the finances of the conference to ensure maximum attendance
c. Promote conference attendance with particular emphasis on:
    1. New Rotarians and Rotaractors
    2. All members of newly-organized clubs in the district; and
    3. Representation from every club in the district and the family of Rotary
    4. Promote the conference to external audiences, such as the media, community leaders, and beneficiaries of Rotary's programs
    5. Provide relevant, motivational, and informative programs

### B. STRATEGIC PLANNING SUB-COMMITTEE

**1. PURPOSE:**
Charged with the responsibility of assisting the current Governor and future Councils in making long range plans for the organization and administration of the district in an effort to address the evolving needs of our membership.

**2. MEMBERS:**
The Committee is composed of 8-12 members who can best help drive and guide the plan forward. It is likely that some of the eight committee chairs would be asked to serve as they drive strategies that are typically the core of the plan such as membership, public image, The Rotary Foundation, youth and training. There should also be representatives from the Governor stream, including Governor and Governor-Elect. The committee can also include other interested individuals who may be on District

Council but it is not mandated as such. The Committee would select its Chair or Co-Chairs who would as well as year over year revisions, when needed, serve a three year term to allow for continuity and development of the Strategic Plan to realize outcomes.

**3. DUTIES AND RESPONSIBILITIES**:

Ongoing review to ensure Strategic Plan is Up to Date and relevant to 7090;

a. Develop and set out action plan that will be updated a minimum of every three months, in an effort to ensure progress is evident;
b. Monitor and take additional action if dashboard goal are not being met;
c. Ensure monthly communication in newsletter to update membership;
d. Ensure Strategic Plan update is included in every Council meeting agenda and reflected in the minutes.

## SECTION FIVE – POLICIES OF 7090

**1. FUND-RAISING**

It is the policy of the district that the Council shall not engage itself directly in fund-raising activities, unless in support of The Rotary Foundation.

**2. SOLICITING FUNDS FROM OTHER CLUBS**

It is the policy of the district that Clubs wishing to solicit funds from other Clubs must first obtain permission from the Council annually.

**3. 7090 COMMUNICATIONS & PRIVACY POLICY**

- Rotarians should not use the directories as a commercial mailing list, nor make it possible for anyone else to use it for that purpose.
- The online directories are not available for use by Rotarians, Rotary Clubs or sponsored Youth programs in contacting all clubs for fundraising or event purposes.
- A club desiring to request the cooperation of all 7090 clubs, in connection with any matter or utilizing email or postal service mail, shall first submit its purpose and plans to the respective governor or governors who will bring the request to Council to secure its approval.

**4. CLUB EVENTS CONFLICTING WITH DISTRICT-WIDE EVENTS**

It is the policy of the district that no Club shall hold a special event in conflict with any district-wide event, including, and, for example, District Training Assembly, District Conference, The Rotary Foundation Annual Dinner, etc.

**5. THE CRITERIA FOR INTERNATIONAL SERVICE PROJECTS:**

It is the policy of the International Service Committee that it will review all proposed International Service projects whose sponsoring club(s) wish to solicit funds from other 7090 clubs.

The International Service Committee will recommend to the Council all projects that meet the Council approved Criteria for International Service Projects which are as follows:

## GUIDELINES FOR INTERNATIONAL PROJECTS:

For a project to be approved by the International Service Committee for recommendation to Council that the sponsoring club or clubs is allowed to solicit from other clubs, the project should meet the following criteria:

1. Benefit a large number of people
2. Be of a self-help nature
3. Concentrate on one or more of the Rotary Foundation's areas of focus:
   - Peace and conflict prevention/resolution
   - Water and sanitation
   - Basic education and literacy
   - Supporting the environment
   - Disease prevention and treatment
   - Maternal and child health
   - Economic and community development
4. Be identified as a Rotary sponsored project
5. Be initiated, controlled and implemented by Rotarians
6. Become self-sustaining after initial funding has ended

**District Abuse Prevention Committee Appendices: (refer district website)**

**Appendix A: ABUSE, NEGLECT AND HARASSMENT PREVENTION POLICY**

**Appendix B: SEXUAL HARASSMENT POLICY**

**Appendix C: NON-DISCRIMINATION POLICY**

**Appendix D: SEXUAL HARASSMENT, ABUSE, OR NEGLECT COMPLAINT REPORT**

**Appendix E: CONFLICT OF INTEREST POLICY**

**Appendix F: CONFLICT OF INTEREST DISCLOSURE FORM**

Appendix A

# *ROTARY INTERNATIONAL DISTRICT 7090, INC. ABUSE, NEGLECT AND HARASSMENT PREVENTION POLICY*

## A. Introduction

Members and representatives of Rotary International District 7090, Inc. ("District") and of individual Rotary Clubs, are often actively involved with members of the community, including young people, the elderly, and people with disabilities ("vulnerable persons"), including through their participation in District and other Rotary programs, activities and events that assist or involve the participation of vulnerable persons, including the Rotaract, Interact, RYLA and SLAPSHOT programs. The District is committed to protecting the interests of all participants in Rotary programs, activities, and events, particular vulnerable persons.

Accordingly, it is the duty of all volunteers in Rotarian programs, including Rotarians, their spouses or partners, and others, to protect vulnerable persons with whom they come into contact through Rotary programs, activities, or events from physical, sexual or emotional abuse, harassment, and neglect, as those terms are defined below. By fulfilling this duty, Rotarian volunteers will serve the interests of the District, Rotary Clubs, and Rotarians, relative to their volunteer efforts to improve the quality of life in our communities. It will also protect the reputations of Rotary International, Inc. ("RI") and the District and minimize the risk of legal liability. Accordingly, the District sets forth this Policy to regulate the organization and operation of the programs, activities and events that it conducts or sponsors and to provide guidance to Rotary Clubs operating within the District.

## B. Definitions

The following terms as used in this Protocol shall have the following meanings:

1. ***Abuse*** means willful action or inaction that causes or is likely to cause injury, unreasonable confinement, intimidation (*e.g.*, bullying), harmful treatment, or punishment relative of a vulnerable person, including sexual abuse, mental abuse, physical abuse, and exploitation of a vulnerable person, as those terms are defined below.
2. ***Activity*** shall mean any program, activity or event that is organized, operated, or sponsored by the District or another Rotarian organization.
3. ***Emotional or Verbal Abuse*** means any incident of willful verbal or nonverbal action that threatens, humiliates, harasses, coerces, intimidates, isolates, unreasonably confines, or punishes another, which may include ridicule, yelling, cursing, damage to a person's property, internet harassment, shunning, among other things.
4. ***District Abuse Prevention Committee and DAPC*** shall mean the District Committee charged with implementation and enforcement of this Policy and the investigation of reported violations of this Policy, as defined in more detail below.
5. ***Exploitation of a Vulnerable Person*** means action by a non-vulnerable person that is directed at or taken relative to a vulnerable person that is or may be detrimental, harmful, or injurious to the vulnerable person and is taken for the purpose of the non-vulnerable person's profit, gratification, or other benefit.

6. ***Governor*** shall mean the RI Governor of the District or acting RI Governor of the District and acting as the Corporate President, CEO and Board of Director's Chair.

7. ***Harassment*** shall mean communication or conduct that is intended or should reasonably be expected to be construed as an attack on the dignity of a person, particularly conduct or communication that is based on a person's color, race, national origin, religious beliefs, ethnicity, age, sex, perceived gender, physical characteristics, sexual orientation, and/or a person's actual or perceived physical or mental disability. Such conduct or communication includes verbal or written remarks, statements, or questions, gestures, jokes, practical jokes, physical contact, cartoons, e-mails, text messages, and chat communications that are or should be reasonably expected to be unwelcome and offensive and which are based on a person's color, race, national origin, ethnicity, sex, perceived gender, sexual orientation, or physical characteristics.

8. ***Law Enforcement*** means a local police or sheriff's department, a constabulary, a federal state/provincial law enforcement agency, prosecuting attorney's office, or other governmental agency charged with law enforcement that has jurisdiction in a place where a violation of this Policy occurred or caused injury or had negative effect.

9. ***Physical Abuse*** consists of physical contact with another person that is intended or likely to cause pain, injury, or other physical suffering or harm.

10. **Prohibited Person** – A person prohibited from participating in a Rotary youth program is anyone who is a registered sex offender, has admitted to, been convicted of, or otherwise been found to have engaged in sexual abuse, sexual harassment or neglect.

11. ***Rotary Club*** shall mean a Rotary Club that is located within the District.

12. ***Sexual Harassment*** means any conduct or environment that meets the definition of sexual harassment, as set forth in the District Sexual Harassment Policy.

13. ***Sexual Abuse*** shall means any conduct by a Volunteer, as defined below, or any other adult having contact with a youth participant through a District youth program that consists of the following:

    i. any touching of sexual or other intimate parts of a person for the purpose of gratifying sexual desire of either party, including the touching of a perpetrator by a victim or the touching of a victim by a perpetrator, whether directly or through clothing

    ii. providing, receiving, or any attempt to provide or receive photographs or images depicting sexual or other intimate parts of the person in which a youth participant is the intended provider or recipients of such images;

    iii. any communication in any form (*e.g.*, telephone communication, e-mail, text message, chat message, etc.) that includes any sexually explicit language concerning sexual or other intimate body parts, sexually-oriented actions, or similar matters that are objectively oriented toward a party's sexual gratification;

    iv. any request for sexual favors of any form by an adult or member of a Host Family; or

    v. any act by a Volunteer, as defined below, that aids, invites, employs, authorizes, or causes a minor to engage in sexually explicit conduct.

14. ***Staff*** shall mean all paid District employees and any independent contractor or vendor that has contracted with the District or a Rotary Club within the District and their

employees and representatives.

15. ***Volunteer*** means a Rotarian, a Rotary Club member, or any other person who is a volunteer in a program, activity or event conducted or sponsored by the District or Rotary Club.

16. ***Vulnerable Person*** means a person under the age of 18; or a person with disabilities who has an impaired communication abilities, an intellectual disability, a mental illness, a physical disability that substantially impairs the persons' ability to stand, walk, or move; or any person having impaired judgment, reasoning or cognitive abilities; or a person over the age of 70.

## C. Policy Statement

Every Rotarian, Volunteer, and Staff member is responsible to protect the well-being and welfare of every person with whom they come in contact while participating in an Activity from abuse, harassment, or neglect as those terms are defined herein, particularly in regard to vulnerable persons. This Policy shall be interpreted so as to be consistent with federal, province/state, and local law concerning the prevention and reporting of prohibited abuse, harassment, or neglect of individuals and such laws are into this Policy.

## D. Prevention and Reporting of Abuse, Harassment, and Neglect:

**1.** In accordance with the foregoing, District Rotarians, Staff, and Volunteers having responsibility for or participating in an Activity shall take reasonable measures to protect all individuals participating in such Activity from any conduct or treatment that constitutes abuse, harassment, or neglect as defined herein, particularly in regard to vulnerable persons, and to ensure that District Activities are delivered in a reasonably safe environment.

**2.** The DAPC chairperson and the Governor/President shall ensure that, at least once every three years, training in the requirements of this Policy and of federal, provincial/state, and local law concerning prohibited abuse, harassment, and neglect and the protection of vulnerable persons during District Activities is offered to all Rotarians, Volunteers, and Staff.

**3.** District representatives involved in the organization, operation, or supervision of District Activities or participating in such Activities shall ensure that adequate procedures are in place to protect vulnerable persons who participate in or receive services through such activity and that vulnerable persons participating in such activities are in the presence of at least two adults who do not meet the criteria of vulnerable persons (excepting that such adults may be over the age of 70), throughout their participation in such an activity, including their accompaniment to bathrooms and other locations.

**4.** No Rotarian, Volunteer, or Staff member shall engage in conduct that constitutes a violation of this Policy or which is intended to prevent a person from reporting such conduct or to interfere with a District or law enforcement investigation into such a report.

**5.** Rotarians, Volunteers, or Staff who witness or become aware of an incident that may constitute a violation of this Policy shall report such information to the DAPC chairperson, a DAPC member, or the Governor/President within 48 hours of witnessing or learning of such an incident. If the Governor/President, or his or her spouse/partner is suspected of violating this Policy, such report shall be made to the immediate past Governor or most recent past Governor or the DAPC chairperson. The RI President shall be informed of any suspicions or allegations of violations of this Policy by the Governor/President, RI Governor-Elect or RI Governor –Nominee. If such an incident involves the DAPC chairperson, the report shall be

made to the Governor/President. A person reporting such an incident to the Governor/President, past Governor, or DAPC chairperson who feels that the District has not addressed the report adequately may report the behavior to RI. President.

**a.** When the Governor/President receives such a report, the Governor/President shall promptly notify the DAPC chairperson of the reported incident and provide all relevant information that was received concerning the report. If the report involves the Governor/President or the Governor/President's spouse or partner, the Governor shall also inform the immediate past Governor or most recent past Governor of the reported incident.

**b.** When such a report is made to the chairperson of the DAPC, the chairperson shall promptly notify the Governor/President of the report and its content and notify all members of the DAPC of the reported incident and provide each member with copies of any materials the chairperson received concerning the report. If the report concerns the Governor/President or the Governor/President's spouse or partner, the chairperson shall also inform the immediate past Governor or most recent past Governor of the reported incident.

**c.** Within 72 hours of receiving or being advised of a reported violation of this Policy, the Governor/President shall ensure that all information is provided to the District's insurer(s), the District's legal counsel, and the District Board of Directors.

**d.** Rotarians, Volunteers, and Staff who are subject to a federal, provincial/state, or local law concerning the report of abuse, neglect or harassment to a government agency or law enforcement shall fully comply with such law, and nothing in this Policy shall be construed to prohibit or interfere with such compliance.

**e.** If a Rotarian, Volunteer, or Staff member suspect that an incident constitutes a crime, he/she shall report the incident to law enforcement or confirm it has been reported to law enforcement within 72 hours of becoming aware of the incident.

**f.** Members of the DAPC, the Governor/President, and the designated investigator shall treat all information regarding such reports as confidential information and take reasonably measures to protect the privacy of all persons involved in the incident, except as necessary to conduct an investigation, or as required by federal, state/provincial, and local law.

**6.** If reported abuse, neglect, or harassment is reasonably believed to constitute a crime, the DAPC chairperson and Governor/President shall report or ensure a report of the matter is made to law enforcement. If law enforcement declines to investigate the matter, the DAPC shall ensure that a reasonably prompt and thorough investigation of the reported violation is conducted by a person of its choosing who is trained or experienced in the investigation of such matters. DAPC investigations of such reports shall be commensurate with the gravity of the reported violation and coordinated with any investigating or prosecuting law enforcement agency.

**a.** When a reported violation of this Policy is investigated by law enforcement and the investigation determines that a person engaged in conduct that violates this Policy, or if a court finds in an order, judgment or other decree that a person engaged in such conduct, that person shall be prohibited from further involvement in an Activity that may include participation of vulnerable persons.

**b.** When an investigation by law enforcement or the DAPC of into a reported violation of this Policy is inconclusive, a person who is reported to have violated this Policy may only have future involvement in an Activity that may include participation of vulnerable persons if additional safeguards are implemented to protect vulnerable persons, as the DAPC deems appropriate.

**7.** When a reported violation of this Policy is investigated by the DAPC, the investigator shall complete his/her investigation within a reasonably prompt time and within three weeks of doing so, provide the DAPC chairperson and Governor/President a written report that describes the investigation (*e.g.*, the witnesses interviewed, materials reviewed, etc.) and states findings of fact about what occurred; whether there was a violation of this Policy; identifying all persons responsible for any violation of this Policy; and, if appropriate, recommended actions, including any recommended sanction of individuals found to have violated this Policy, the provision of assistance or resources to any person found to have been injured by a violation of this Policy, or additional training or education. The DAPC chairperson shall promptly provide a copy of the report to all DAPC members and the Governor/President.

**a.** Based on the investigator's report, the DAPC chairperson shall forward the report to the Governor/President and Board of Directors, providing recommendations of the DAPC relative to the investigator's report, including any recommended action.

**8.** All Rotarians, Volunteers, and Staff shall fully cooperate with any investigation of a reported violation of this Policy during a District or other Rotarian program, activity or event by the DAPC and/or a law enforcement agency.

**9.** The Governor/President shall ensure that each District Rotarian, Staff, or Volunteer involved in organizing, supervising, or who participates in an Activity involving the participation of, or provision of services to, vulnerable persons has completed an appropriate screening program, relative to the individual's fitness for such participation. Such screening shall include the completion of the District's Volunteer Assessment form, as described below.

**10.** Upon conclusion of the investigation the Board of Directors shall evaluate and implement such corrective actions as such Board deems appropriate. The Board shall notify the individual(s) who provided the report or complaint and each accused individual who is the subject of the report or complaint of the Board's final determination..

### E. Prevention of Harassment And Sexual Harassment:

District representatives shall ensure, to the extent reasonably possible, that all individuals involved or participating in District programs, including Rotarians and Volunteers, are not subjected to harassment, including conduct that erodes the dignity of the individual, particularly based on the individual's color, race, national origin, ethnic origin, age, gender, physical characteristics, sexual orientation or a physical or mental disability. Such prohibited sexual harassment shall include unwelcome physical contact of a sexual nature, requests for sexual favors, written or verbal statements in any form that a reasonable person would find offensive based on a person's sex. Additionally, displaying or communicating material that is offensive to a reasonable person and based on a person's sex is prohibited, including jokes, statements, cartoons, pictures, videos, or other material. Further, communication or conduct directed to another person that is based on the person's color, national origin, race, sex, or other legally protected characteristics is prohibited, including verbal, written, and other forms of communication, abuse, or threats; inappropriate or offensive gestures; and offensive physical contact.

In accordance with its legal obligations, the DAPC and the Governor/President shall ensure that, to the extent reasonably possible, all individuals involved in District programs, activities, or events are protected from sexual harassment, as defined in the District's Sexual Harassment Policy, which is incorporated here.

### F. Volunteer Assessment Form

As part of any screening program, reasonable efforts shall be made for all Rotarians, Volunteers, or Staff to complete a Volunteer Assessment Form, which shall be received and reviewed by the DAPC or any the president of a Rotarian Club that is organizing, operating, or sponsoring the Activity prior to participation in an Activity that may involve the participation of vulnerable persons. (the Volunteer Assessment Form is annexed to this Policy and shall be available on the District's website.) Such individuals shall provide any additional material or information requested by the DAPC or a Club President concerning information stated in the Volunteer Assessment Form and/or as required by applicable federal, provincial/state, or local law.

The District shall maintain each such form on file in a manner that protects each person's privacy. When the Volunteer Assessment Form and required screening concerns Club activities, the Form should be maintained in such a manner by a Rotary Club official (*e.g.*, the Club Secretary) designated by the Club's Board of Directors.

The president or chairperson of each Club that is responsible for a program, activity, or event that may involve the participation of vulnerable persons shall confirm to the DAPC or Governor the receipt of a signed Volunteer Assessment Form from any Rotarian, Volunteer, or Staff member who will participate in or has participated in an Activity involving the participation of vulnerable persons.

### G. District Abuse Prevention Committee:

The Governor/President shall form and appoint members of the District Abuse Prevention Committee, which shall be responsible for the implementation and enforcement of this Policy, including overseeing the investigation of reports of conduct that is reasonably believed to violate this Policy. The DAPC shall consist of five members, at least two of whom shall be citizens of the United States and two of whom shall be citizens of Canada. Each member should have relevant training or experience in at least one of the following areas:

- working with vulnerable persons in a professional capacity or as a Rotarian, Volunteer, or Staff;
- in the field of human rights as defined and protected under law; or
- in the field of human resources.

DAPC members shall be appointed to a three year term and shall be replaced on a staggered schedule, so that at least two members of the DAPC are replaced annually. DAPC members shall serve their three year term, unless and until they resign or are removed by the District Board of Directors for cause or because of incapacitation. Each DAPC member shall become familiar with both the Rotary International Child Protection System and relevant Rotary International policies concerning the prevention of abuse, harassment, and neglect and protection of all vulnerable persons, as well as relevant federal, provincial or state, and local laws and regulations.

Members of the DAPC shall treat information regarding reported incidents of abuse, harassment, or neglect as confidential information, which shall be provided only to the Governor/President, the Board of Directors, and law enforcement agencies or courts, doing so in compliance with applicable federal, provincial or state, and local law, as well as this Policy.

### H. Rotary Club Recommendations

The District strongly encourages each Rotary Club operating within the District to adopt and comply with this Policy. It also strongly encourages each such Rotary Club to adopt and comply with the recommendations attached to this Policy.

### I. Review of Policy

The DAPC shall review this Policy to determine whether it requires revision every three years after its adoption or as information shall indicate. The chairperson of the DAPC shall advise the Governor/President regarding whether any revision to this Policy is required every three years or as circumstances may require.

***Recommendations of District 7090 for Rotary Clubs***

As part of its commitments to preventing behavior or conduct that constitutes the abuse, neglect, or harassment of any individual participating in Rotary programs, activities, or events, the District strongly encourages Rotary Clubs within the District to adopt and comply with the following recommendations concerning the protection of vulnerable persons.

1. Each Rotary Club is strongly encouraged to adopt the District's Abuse, Neglect, and Harassment Prevention Policy.

2. Each Rotary Club is strongly encouraged to provide members and volunteers with training concerning the prevention of abuse, neglect, or harassment. Such training should include the requirements of policies or protocols adopted by the Club to prevent such conduct, the various types of behavior that can constitute abuse, neglect, or harassment – including sexual harassment – and the detrimental effect that such behavior can have on the targets of such behavior, the Club, and the community, even when a person engages in such behavior in jest or a non-serious manner.

3. Each Club is encouraged to designate a member of the Club to assist with the development and implementation of reasonable measures to protect vulnerable persons who participate in a Club program, activity, or event (*e.g.*, children, youth, the elderly, and individuals with disabilities) and that the Club periodically provides training and information to members, volunteers, and staff concerning the prevention of abuse, neglect, and harassment, including sexual harassment. The name and contact information of the Club designee should be provided to all members, volunteers, and staff.

4. Each Club should take reasonable measures to allow members, volunteers, or participants in a Club program, activity, or event to quickly and confidentially report incidents that are believed to constitute abuse, neglect, or harassment, including sexual harassment, to the Club's designee, such as including the Club designee's name and contact information on flyers, brochures, or similar materials concerning a program, activity, or event and posing the Club designee's name and contact information on the Club's website, if one exists.

- **Note:** an individual who has abused a vulnerable person may attempt to exploit their role or situation to gain the submission and/or silence of the abused vulnerable person, particularly in a residential setting. Therefore, a Club designee or another trustworthy person should be readily available to a vulnerable person and such a person's caretaker(s) or family members, so that such conduct can be reported.

5. Club programs, activities, and events should be planned and organized to minimize the potential for abuse, neglect, or harassment, such as ensuring two-adult supervision of vulnerable persons throughout an activity, providing appropriate and reasonable levels of supervision, and ensuring the processes in place to permit others to report abuse, neglect, or harassment, including sexual harassment, toward others, especially vulnerable persons and other appropriate measures.

- **Note:** Two-adult supervision of vulnerable persons should be provided throughout the duration of a program, activity, or event, including during a vulnerable person's conduct from place to place. In addition, Clubs should ensure that members, volunteers, and staff involved in programs or activities involving vulnerable persons are properly screened, including use of the Volunteer Assessment Form. Clubs should also consider factors as the age and level of vulnerability of participants, likely group size, location and visibility, type of activity, supervision and

monitoring, the nature of relationships, and physical safety, etc. (See Risk Assessment Chart posted on District 7090 website.)

- **Note:** Consider each person involved in a program, activity, or event, including, for example, Rotarians, partners of Rotarians, Volunteers and Staff.

6. Clubs are strongly encouraged to ensure that all members, volunteers, and staff who participate in any program, activity or event that includes the involvement of vulnerable persons are given clearly defined roles and guidance concerning how they should perform such rules.

- **Note:** Depending on the nature of a program or activity and the involvement of vulnerable persons, Clubs should consider providing each member, volunteer, or staff member with a written description of their role, responsibilities and tasks relative to vulnerable persons. Such a description could identify the particular risks inherent in activity and identify opportunities to minimize such risks. Clubs should also provide a copy of the District's Abuse, Neglect, and Harassment Policy and the Club designee's name and contact information.

7. Organizing Club members should take reasonable measures to ensure that any Club program, activity, or event that may include the participation of vulnerable persons is properly supervised to minimize the potential of inappropriate conduct.

- **Note:** members, volunteers, or staff providing such supervision should be familiar with policies and protocols concerning the prevention of abuse, neglect, and harassment – including sexual harassment – and help ensure that two-adult supervision is maintained and all other Club policies and protocols concerning the protection of vulnerable persons are observed. Individuals supervising a program, activity, or event should intervene immediately in the event that he observed if or become aware of any inappropriate conduct, behavior, or incident by taking appropriate and reasonable action to resolve and report suspected problems.

***Recommendations of District 7090 for Rotary Clubs***

As part of its commitments to preventing behavior or conduct that constitutes the abuse, neglect, or harassment of any individual participating in Rotary programs, activities, or events, the District strongly encourages Rotary Clubs within the District to adopt and comply with the following recommendations concerning the protection of vulnerable persons.

1. Each Rotary Club is strongly encouraged to adopt the District's Abuse, Neglect, and Harassment Prevention Policy.

2. Each Rotary Club is strongly encouraged to provide members and volunteers with training concerning the prevention of abuse, neglect, or harassment. Such training should include the requirements of policies or protocols adopted by the Club to prevent such conduct, the various types of behavior that can constitute abuse, neglect, or harassment – including sexual harassment – and the detrimental effect that such behavior can have on the targets of such behavior, the Club, and the community, even when a person engages in such behavior in jest or a non-serious manner.

3. Each Club is encouraged to designate a member of the Club to assist with the development and implementation of reasonable measures to protect vulnerable persons who participate in a Club program, activity, or event (*e.g.*, children, youth, the elderly, and individuals with disabilities) and that the Club periodically provides training and information to members, volunteers, and staff concerning the prevention of abuse, neglect, and harassment, including sexual harassment. The name and contact information of the Club designee should be provided to all members, volunteers, and staff.

4. Each Club should take reasonable measures to allow members, volunteers, or participants in a Club program, activity, or event to quickly and confidentially report incidents that are believed to constitute abuse, neglect, or harassment, including sexual harassment, to the Club's designee, such as including the Club designee's name and contact information on flyers, brochures, or similar materials concerning a program, activity, or event and posing the Club designee's name and contact information on the Club's website, if one exists.

- **Note:** an individual who has abused a vulnerable person may attempt to exploit their role or situation to gain the submission and/or silence of the abused vulnerable person, particularly in a residential setting. Therefore, a Club designee or another trustworthy person should be readily available to a vulnerable person and such a person's caretaker(s) or family members, so that such conduct can be reported.

5. Club programs, activities, and events should be planned and organized to minimize the potential for abuse, neglect, or harassment, such as ensuring two-adult supervision of vulnerable persons throughout an activity, providing appropriate and reasonable levels of supervision, and ensuring the processes in place to permit others to report abuse, neglect, or harassment, including sexual harassment, toward others, especially vulnerable persons and other appropriate measures.

- **Note:** Two-adult supervision of vulnerable persons should be provided throughout the duration of a program, activity, or event, including during a vulnerable person's conduct from place to place. In addition, Clubs should ensure that members, volunteers, and staff involved in programs or activities involving vulnerable persons are properly screened, including use of the Volunteer Assessment Form. Clubs should also consider factors as the age and level of vulnerability of participants, likely group size, location and visibility, type of activity, supervision and

monitoring, the nature of relationships, and physical safety, etc. (See Risk Assessment Chart posted on District 7090 website.)

- **Note:** Consider each person involved in a program, activity, or event, including, for example, Rotarians, partners of Rotarians, Volunteers and Staff.

6. Clubs are strongly encouraged to ensure that all members, volunteers, and staff who participate in any program, activity or event that includes the involvement of vulnerable persons are given clearly defined roles and guidance concerning how they should perform such rules.

- **Note:** Depending on the nature of a program or activity and the involvement of vulnerable persons, Clubs should consider providing each member, volunteer, or staff member with a written description of their role, responsibilities and tasks relative to vulnerable persons. Such a description could identify the particular risks inherent in activity and identify opportunities to minimize such risks. Clubs should also provide a copy of the District's Abuse, Neglect, and Harassment Policy and the Club designee's name and contact information.

7. Organizing Club members should take reasonable measures to ensure that any Club program, activity, or event that may include the participation of vulnerable persons is properly supervised to minimize the potential of inappropriate conduct.

- **Note:** members, volunteers, or staff providing such supervision should be familiar with policies and protocols concerning the prevention of abuse, neglect, and harassment – including sexual harassment – and help ensure that two-adult supervision is maintained and all other Club policies and protocols concerning the protection of vulnerable persons are observed. Individuals supervising a program, activity, or event should intervene immediately in the event that he observed if or become aware of any inappropriate conduct, behavior, or incident by taking appropriate and reasonable action to resolve and report suspected problems.

# ROTARY INTERNATIONAL DISTRICT 7090, INC.
# Appendix B

## SEXUAL HARASSMENT POLICY

Rotary International District 7090, Inc. ("District") is committed to maintaining an environment that is free of discrimination and harassment. Sexual harassment is a violation of the District's policy and a violation of federal, provincial/state, and local laws.

Sexual harassment of any Rotarian, volunteer employee or participant in a District program or activity by another employee, manager, or non-employee of the District (e.g., intern, volunteer, independent contractor, contract worker, vendor, client, customer or visitor), regardless of their sex or gender, is prohibited.[1] Sexual harassment of non-employees by District employees or volunteers is also prohibited. Further, any retaliation against a person who has reported or complained about sexual harassment or cooperated with an investigation of such a report or complaint is also unlawful and will not be tolerated.

Any employee or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action, up to and including termination of employment.

### What is Sexual Harassment?

Sexual harassment is a form of sex discrimination and is unlawful under federal, provincial/state, and (where applicable) local law. It includes harassment on the basis of sex, sexual orientation, self- identified or perceived sex, gender expression, gender identity, and the status of being transgender.

Unwelcome sexual advances, requests for sexual favors, and other physical or verbal conduct based on an individual's sex constitutes sexual harassment when:

- Submission to the conduct is an explicit or implicit term or condition of employment; or
- Submission to or rejection of the conduct is used as the basis for decisions affecting an individual's employment; or
- The conduct has the purpose or effect of creating an intimidating, hostile, or offensive working environment.

Sexual harassment is not limited to the physical workplace. It can occur while employees are traveling for business or at employer sponsored events or parties. It can occur outside work hours.

[1] While this policy specifically addresses sexual harassment, the District also prohibits the harassment or and discrimination of persons based on any characteristic that is protected under federal, provincial/state, or local law, including age, race, creed, color, national origin, sexual orientation, military status, sex, disability, marital status, domestic violence victim status, familial status, gender identity, gender expression, and criminal history and all other characteristics protected by federal, state/provincial, or local law.

## Examples of Sexual Harassment

While it is not possible to list all acts which may constitute sexual harassment, it may include explicit sexual propositions or flirtations; sexual innuendo; suggestive comments; sexually oriented teasing; comments or jokes about gender-specific traits, sexual orientation, gender identity or gender expression; foul or obscene language or gestures; unwanted physical contact; the display or transmission of obscene, demeaning, insulting, intimidating, or sexually suggestive objects, pictures, or photographs; and hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity, or the status of being transgender, such as interfering with the individual's ability to perform the job, bullying, or name-calling.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions, or privileges of employment. This is also called "quid pro quo" harassment.

Any individual who feels harassed should complain so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be address under this policy.

## What is Retaliation?

Retaliation is any action that would keep an individual from coming forward to make or support a sexual harassment claim. The action need not be job-related or occur in the workplace to constitute unlawful retaliation.

Such retaliation is unlawful under federal, provincial/state, and (where applicable) local law. Protected activity occurs when a person has:

- made a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under Title VII, the Human Rights Law, or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing a supervisor or manager of harassment;
- reported that another employee has been sexually harassed; or
- encouraged a fellow employee to report harassment.

Retaliation against an employee who, in good faith, reports or complains about sexual harassment will not be tolerated and will itself be subject to disciplinary action, which may include the termination of employment, loss of office, or preclusion from participation in Rotary events. Furthermore, no adverse actions will be taken against person who, in good faith, reports or complains about a violation of this policy or participate in the investigation of such a report or complaint.

Even when alleged harassment does not rise to the level of a violation of law, an individual is protected from retaliation if he/she had a good faith belief that the conduct or practices were unlawful. However, this retaliation provision does not protect persons who are found to have knowingly made a false report or complaint of sexual harassment.

## Reporting Sexual Harassment

Sexual harassment is a form of employee misconduct and prohibited conduct for any Rotarian, District employee, or volunteer. No person is required to submit to, or accept, sexual harassment in order to maintain their employment, position, promotional opportunities, benefits, or to meet any other condition of employment or participate in District programs or events. Similarly, it is a violation of District policy for persons to engage in such conduct toward any Rotarian, volunteer, District employee, or participant in a Rotarian program, activity, or event and no such person is required to submit to such conduct as a condition of participating in District programs or activities.

Any person who believes that he/she or another person has been a target of sexual harassment or that the actions or conduct of a District employee, Rotarian, or volunteer constitutes sexual harassment is encouraged to immediately follow the notification process set forth below.

A report of sexual harassment may be made verbally or in writing, including the use of the attached form for submission of a written complaint of sexual harassment. A person reporting or complaining of sexual harassment is encouraged to use this form.

In addition to being subject to discipline if they engage in sexually harassing conduct themselves, supervisors and managers will also be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

## Notification Process And Investigation of a Sexual Harassment Complaint

**ALL** complaints of sexual harassment will be investigated whether the information was reported in verbal or written form. An investigation of any complaint, information, or knowledge of suspected sexual harassment will be prompt and thorough. A complaint, report or investigation of sexual harassment shall be kept confidential to the extent possible.

All persons involved in an investigation of suspected sexual harassment, including complainants, witnesses, and alleged perpetrators, shall be accorded due process under the law where the investigation occurs, including the right to a fair and impartial investigation. All District employees must cooperate, as needed, in an investigation of suspected sexual harassment. Employees who participate in any investigation shall not be subjected to any retaliation for such participation.

While the process may vary from case to case, investigations should be done in accordance with the following steps:

1. Rotarians, Volunteers, or Staff who are subjected to, witness, or become aware of an incident that may constitute a violation of this Policy are encouraged to report the violation to the District Abuse Prevention Committee (DAPC) chairperson, a DAPC member, or the District's Governor/President. Any manager or officer of the District must report such conduct within 48 hours of witnessing or becoming aware of it. If the Governor/President, or his or her spouse/partner is suspected of violating this Policy, such report shall be made to the immediate past Governor or most recent past Governor or the DAPC chairperson. The Rotary International, Inc. President ("RI President") should be informed of any suspicions or allegations of violations of this Policy by the Governor/President, RI Governor-Elect or RI Governor-Nominee. If such an incident involves the DAPC chairperson, the report should be made to the Governor/President. A person reporting such an incident to the Governor/President, past Governor, or DAPC chairperson who feels that the District has not addressed the report adequately may report the behavior to the RI President.

    **a.** When the Governor/President receives such a report, the Governor shall promptly notify the DAPC chairperson of the reported incident and provide all relevant information that has been received relative to the report. If the report involves the Governor/President or the Governor/President's spouse or partner, the Governor/President shall also inform the immediate past Governor or most recent past Governor of the reported incident.

    **b.** When such a report is made to the chairperson or member of the DAPC, such chairperson or member shall promptly notify the Governor/President of the report and its content and notify all members of the DAPC of the reported incident and provide each member with copies of any materials the chairperson received concerning the report. If the report concerns the Governor/President or the Governor/President's spouse or partner, the chairperson shall also inform the immediate past Governor or most recent past Governor of the reported incident.

    **c.** Within 72 hours of receiving or being advised of a reported violation of this Policy, the Governor/President shall ensure that all information is provided to the District's insurer(s), the District's legal counsel, and the District Board of Directors.

    **d.** Rotarians, Volunteers, and Staff who are subject to a federal, provincial/state, or local law concerning the report of abuse, neglect or harassment to a government agency or law enforcement shall fully comply with such law, and nothing in this Policy shall be construed to prohibit or interfere with such compliance.

    **e.** If a Rotarian, Volunteer, or Staff member suspect that an incident constitutes a crime, he/she shall report the incident to law enforcement or confirm it has been reported to law enforcement within 72 hours of becoming aware of the incident.

    **f.** Members of the DAPC, the Governor/President, and the designated investigator shall treat all information regarding such reports as confidential information and take reasonably measures to protect the privacy of all persons involved in the incident, except as necessary to conduct an investigation, or as required by federal, state/provincial, and local law.

2. If reported abuse, neglect, or harassment is reasonably believed to constitute a crime, the DAPC chairperson and Governor/President shall report or ensure that there is a report of the matter to law enforcement. If law enforcement declines to investigate the matter, the DAPC shall ensure that a reasonably prompt and thorough investigation of the reported violation is conducted by a person of its choosing who is trained or experienced in the investigation of such matters. DAPC investigations of such reports shall be commensurate with the gravity of the reported violation and coordinated with any investigating or prosecuting law enforcement agency.

    a. When a reported violation of this Policy is investigated by law enforcement and the investigation determines that a person engaged in conduct that violates this Policy, or if a court finds in an order, judgment or other decree that a person engaged in such conduct, that person shall be prohibited from further involvement in an Activity that may include participation of vulnerable persons.

    b. When an investigation by law enforcement or the DAPC of into a reported violation of this Policy is inconclusive, a person who is reported to have violated this Policy may only have future involvement in an Activity that may include participation of vulnerable persons if additional safeguards are implemented to protect vulnerable persons, as the DAPC deems appropriate.

3. When a reported violation of this Policy is investigated by the DAPC, the investigator shall complete his/her investigation within a reasonably prompt time and within three weeks of doing so, provide the DAPC chairperson and Governor/President a written report that describes the investigation (*e.g.*, the witnesses interviewed, materials reviewed, etc.) and states findings of fact about what occurred; whether there was a violation of this Policy; identifying all persons responsible for any violation of this Policy; and, if appropriate, recommended actions, including any recommended sanction of individuals found to have violated this Policy, the provision of assistance or resources to any person found to have been injured by a violation of this Policy, or additional training or education. The DAPC chairperson shall promptly provide a copy of the report to all DAPC members and the Governor.

    a. Based on the investigator's report, the DAPC chairperson shall forward the report to the Governor/President and Board of Directors, providing recommendations of the DAPC relative to the investigator's report, including any recommended action.

4. All Rotarians, Volunteers, and Staff shall fully cooperate with any investigation of a reported violation of this Policy during a District or other Rotarian program, activity or event by the DAPC and/or a law enforcement agency.

5. The Governor/President shall ensure that each District Rotarian, Staff, or Volunteer involved in organizing, supervising, or who participates in an Activity involving the participation of, or provision of services to, vulnerable persons has completed an appropriate screening program, relative to the individual's fitness for such participation. Such screening shall include the completion of the District's Volunteer Assessment form, as described below.

Upon conclusion of an investigation into a report or complaint of sexual harassment, the Board of Directors shall evaluate and implement such corrective actions as the Board deems

appropriate. The Board shall notify the individual(s) who made a report or complaint regarding the alleged harassment and each accused individual who is the subject of the report or complaint of sexual harassment of the Board's final determination.

## Legal Protections and External Remedies

Aside from the District's internal process, employees may also choose to pursue legal remedies with several governmental entities, including the New York State Human Rights Law ("HRL"), which applies to employers in New York State and prohibits sexual harassment. The HRL protects employees and non-employees, regardless of immigration status. A complaint alleging violations of the HRL may be filed either with the New York State Division of Human Rights or in New York State Supreme Court.

The United States Equal Employment Opportunity Commission ("EEOC") enforces anti-discrimination laws, including Title VII of the Civil Rights Act of 1964. Sexual harassment is unlawful under Title VII. If an employee believes s/he has been discriminated against at work, s/he can file a discrimination charge with the EEOC.

The Ontario Human Rights Code, RSO 1990 ( "OHRC") provides employees in Ontario the freedom from discrimination. Specifically, Part I, Section 7(2) of the OHRC stipulates that employees have the right to be free from sexual harassment from their employer, employer's agent(s) and fellow employees. Any employee can file a human rights claim, called an application, through the Ontario Human Rights Tribunal.

Many localities enforce laws protecting individuals from sexual harassment. An individual should contact the county, city, or town in which they live to find out if such a law exists. For example, individuals who work in New York City may file complaints of sexual harassment with the New York City Commission on Human Rights.

Remedies available to a target of sexual harassment may include: reinstatement, back pay, front pay, compensatory damages, punitive damages, and attorneys' fees.

ROTARY INTERNATIONAL DISTRICT 7090, INC.

Appendix D

# Sexual Harassment, Abuse or Neglect Complaint Report

If you believe that you or another person has been subjected to sexual harassment, abuse or neglect this form may be used to file a complaint. If you are unsure what sexual harassment, abuse or neglect is kindly refer to our Sexual Harassment Policy and/or our Abuse, Neglect and Harassment Prevention Policy. When completing the form, please provide as much detail as possible as the information will be used to assist in the investigation of your complaint. Submit the completed form to the Rotary International District 7090, Inc.'s Governor, or a District Abuse Prevention Committee Chairperson or member.

Your Name: _____

Your Contact Information (e.g., work phone or email): _____

Name(s) of Alleged Victim(s) _____

Name(s) of Alleged Abuser(s)/Harasser(s)

_____

Detailed statement of the incident(s) including dates, times, places, and names of witnesses. Attach additional sheets as needed.

_____

_____

_____

_____

_____

_____

_____

Are there documents, emails, text messages, etc. which contain information supporting the incident(s) described above? If so, please describe or attach a copy.

_____

_____

_____

To investigate this report, it will be necessary to interview you, the alleged victim(s), the alleged abuser(s)/harasser(s), and any witnesses with knowledge of the allegation(s). To the extent possible, the investigation and any resulting management action will be handled in a confidential manner.

Retaliation against an individual who has complained about sexual harassment or who has cooperated with a sexual harassment investigation is unlawful and will not be tolerated.

The information provided in this report is true and correct to the best of my knowledge. I am willing to cooperate fully in the investigation of my report.

Signature of Reporting Person _____ Date _____

**ROTARY INTERNATIONAL DISTRICT 7090, INC.**

**Appendix E**

# CONFLICT OF INTEREST POLICY

## ARTICLE I
## PURPOSE

1.1 Purpose. The purpose of this Conflict of Interest Policy ("Policy") is to protect the interest of Rotary International District 7090, Inc. (the "Corporation") when it is contemplating entering into a transaction or arrangement that might: (a) result in a Conflict of Interest; (b) result in a Related Party Transaction; (c) result in a possible Excess Benefit Transaction; or (d) otherwise benefit the private interest of a director, officer or Key Person of the Corporation. This Policy is intended to assist the Corporation's directors, officers and Key Persons act in the best interest of the Corporation and comply with applicable laws. This Policy is also intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to not-for-profit and charitable organizations.

## ARTICLE II
## DEFINITIONS

2.1 Definitions. As used in this Policy, the following capitalized terms shall have the meanings ascribed to such terms in this **Article II**:

(a) "Affiliate" means, with respect to the Corporation, any entity controlled by, or in control of, the Corporation.

(b) "Conflict of Interest" means, as determined by the Governing Body hereunder: (A) possessing any Financial Interest or personal interest, direct or indirect; (B) participating in any business, transaction or professional activity which is in substantial conflict with any director's, officer's or Key Person's duties to the Corporation; or (C) incurring any obligation of any nature which is in substantial conflict with any director's, officer's or Key Person's duties to the Corporation. Circumstances which may suggest that a Conflict of Interest exists include, without limitation, the following:

(i) a director, officer or Key Person participates in a decision in which such person may be unable to remain impartial in choosing between the interests of the Corporation and such person's Financial Interests or personal interests or those of a Related Party;

(ii) a director, officer or Key Person has access to confidential information of the Corporation which could be used for personal benefit or gain or for the personal benefit or gain of a Related Party; or

(iii) a director, officer or Key Person receives a financial or other benefit from an Excess Benefit Transaction.

(c) "Excess Benefit Transaction" means a transaction in which an economic benefit is provided by the Corporation, directly or indirectly, to or for the use of an entity or individual, and the value of the economic benefit provided by the Corporation exceeds the value of the consideration (including the performance of services) received by the Corporation.

(d) "Financial Interest" means having, whether through a business, an investment or a Related Party, a direct or indirect:

(i) ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(iii) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

As used in this **Section 2.1(d)**, "compensation" includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. Under **Section 3.2** hereof, a person who has a Financial Interest may have a Conflict of Interest only if the Governing Body decides that a Conflict of Interest exists.

(e) "Governing Body" means the Audit Committee of the Corporation or, if there shall be no Audit Committee at such time, the Board of Directors of the Corporation or another authorized committee thereof.

(f) "Interested Person" means any director, officer, Key Person or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

(g) "Key Person" means any person, other than a director or officer, whether or not an employee of the Corporation, who: (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

(h) "Related Party" means: (i) any director, officer or Key Person of the Corporation or any Affiliate of the Corporation; (ii) any Relative of any individual described in clause (i) of this subsection **(h)**; or (iii) any entity in which any individual described in clauses (i) and (i) of this subsection **(h)** has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

(i) "Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or any Affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party's Financial Interest in the transaction is *de*

*minimis*; (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

(j) "Relative" means, with respect to any individual: (i) his or her spouse or domestic partner as defined in Section 2994-A of the New York Public Health Law; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren and great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren and great-grandchildren.

## ARTICLE III
## PROCEDURES

3.1 Procedure for Disclosing a Conflict of Interest. In connection with any actual or potential Conflict of Interest, an Interested Person shall immediately disclose to the Governing Body the existence of such Conflict of Interest and all material facts relating thereto.

3.2 Determining Whether a Conflict of Interest Exists.

(a) After disclosure of the actual or potential Conflict of Interest and all material facts, and after any discussion with the Interested Person, such Interested Person shall leave, and not participate in, the Governing Body's meeting while the determination of a Conflict of Interest is discussed, deliberated and voted upon. Any director who is present at such meeting but not present at the time of a vote due to a Conflict of Interest shall be determined to be present at the time of the vote.

(b) The remaining directors of the Governing Body shall determine, by a majority vote of such disinterested persons, whether a Conflict of Interest exists. An Interested Person is prohibited from making any attempt to influence improperly the deliberation or voting on the matter giving rise to the Conflict of Interest.

3.3 Procedures for Addressing and Documenting a Conflict of Interest.

(a) An Interested Person may make a presentation at the Governing Body's meeting, but, after the presentation, such Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.

(b) The chair of the Governing Body shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Governing Body shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Governing Body shall determine, by a

majority vote of the disinterested directors of the Governing Body, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, the Governing Body shall make its decision as to whether to enter into the transaction or arrangement.

(e) Upon making its final determination, the Governing Body shall document the existence and resolution of the Conflict of Interest in the Corporation's records and in accordance with **Article IV** of this Policy.

3.4 Procedures for Disclosing, Addressing and Documenting a Related Party Transaction.

(a) Any director, officer or Key Person who has an interest in a Related Party Transaction shall immediately disclose in good faith to the Governing Body the material facts concerning such interest.

(b) The Corporation shall not enter into any Related Party Transaction unless the transaction is determined by the Governing Body to be fair, reasonable and in the Corporation's best interest at the time of such determination.

(c) With respect to any Related Party Transaction involving the Corporation and in which a Related Party which has a substantial Financial Interest, the Governing Body shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the directors of the Governing Body present at the meeting; and (iii) contemporaneously document in writing the basis for the Governing Body's approval, including its consideration of any alternative transactions.

(d) No Related Party may participate in deliberations or voting related to a Related Party Transaction; provided, however, that the Governing Body may request that the Related Party present information as background or answer questions concerning the Related Party Transaction at the meeting of the Governing Body prior to the commencement of deliberations or voting relating thereto. Any director who is present at a meeting of the Governing Body but not present at the time of a vote due to a Related Party Transaction shall be determined to be present at the time of the vote.

3.5 Violations of this Policy.

(a) If the Governing Body has reasonable cause to believe a director, officer, Key Person or member of a committee with Board-delegated powers has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it shall inform such person of the basis for such belief and shall afford such person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Governing Body determines that such person has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it or the appropriate level of management shall take appropriate disciplinary and corrective action.

## ARTICLE IV
## RECORDS OF PROCEEDINGS

4.1 Minutes. The minutes of the Governing Body shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, the Governing Body's decision as to whether a Conflict of Interest in fact existed, and any resolution of the Conflict of Interest by the Governing Body.

(b) The names of the persons who were present for discussions, deliberations and votes relating to the transaction or arrangement, the content of the discussion and deliberation, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(c) If the Governing Body votes to approve a Conflict of Interest, the basis on which the Governing Body made that decision, to include a statement as to why considered alternatives were rejected.

## ARTICLE V
## COMPENSATIO
## N

5.1 Compensation. No director or officer who may benefit from compensation, directly or indirectly, from the Corporation for services rendered may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation. Notwithstanding the foregoing, the Board or authorized committee is permitted to request that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto. Nothing herein shall be construed to prohibit a director from deliberating or voting concerning compensation for service on the Board that is to be made available or provided to all directors of the Corporation on the same or substantially similar terms.

## ARTICLE VI
## ANNUAL
## STATEMENTS

6.1 Annual Statement. Each director (and, in the discretion of the Governing Body, any officer, Key Person or member of a committee with Board-delegated powers) shall, prior to his or her initial election or appointment and thereafter annually, complete, sign and a submit to the secretary of the Corporation or other designated compliance officer a written statement:

(a) Affirming such person:

(i) has received a copy of this Policy;

(ii) has read and understands this Policy;

(iii) has agreed to comply with this Policy; and

(iv) understands that the Corporation is charitable and, in order to

maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and

(b) Identifying, to the best of such person's knowledge, any entity of which such person is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which such person might have a conflicting interest.

6.2 Completed Statements. The secretary of the Corporation or other designated compliance officer shall provide a copy of all completed statements to the chair of the Governing Body.

## ARTICLE VII
## PERIODIC REVIEWS

7.1 Periodic Reviews. To assist the Corporation to operate in a manner consistent with its charitable purposes and not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures and arrangements concerning the management of the Corporation conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an Excess Benefit Transaction.

## ARTICLE VIII
## USE OF OUTSIDE EXPERTS

8.1 Outside Experts. When conducting the periodic reviews as provided for in **Article VII**, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Appendix F

# ROTARY INTERNATIONAL DISTRICT 7090, INC.

# CONFLICT OF INTEREST DISCLOSURE FORM

## INSTRUCTIONS

This Conflict of Interest Disclosure Form ("Form") is to be filled out if you are a member of the Board of Directors (the "Board") of Rotary International District 7090, Inc. (the "Corporation"). The Board may also request that Key Persons or members of committees with Board-delegated powers fill out this Form. Capitalized terms not defined herein have the meaning set forth in the Conflicts of Interest Policy of the Corporation (the "Policy").

Pursuant to the Policy, all members of the Board are required to complete and sign this Form prior to a person's initial election to the Board and annually thereafter. Key Persons and any non-Board members of a committee with Board-delegated authority may also be asked to complete this Form annually. **The annual execution of this Form shall in no way affect the obligation of an Interested Person to disclose, at the time it arises, the existence of a Financial Interest which poses or may potentially pose a Conflict of Interest, or involvement in any outside business activity that may be to the detriment of the Corporation.**

If you have any questions concerning this Form or the applicability of this Form to you, or your obligations under the Policy, please direct them to _____, at (phone) or [E-Mail Address].

If you need additional space to answer any question, please attach additional paper and number the continued response as appropriate.

The completed and signed Form must be submitted to _____ at [E-Mail Address] or [Mailing Address].

**CONFLICT OF INTEREST DISCLOSURE FORM**

DATE: _____, 20___

Name: _____

Job Title/Organization: _____

Relationship to the Corporation: (*Please check all that apply*)

- ❑ Member of the Board of Directors
- ❑ Key Person
- ❑ Committee member

If a committee member, please provide the committee name: _____

1. Describe the nature of your or any Relative's outside activities in any entity that engages in <u>any</u> business or maintains any relationship with the Corporation. (Include listing of any ownership interest (e.g., stock) in a private or public company.)

_____

_____

_____

_____

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2. Describe the nature of your or any Relative's outside activities in any entity that provides Compensation to, or receives Compensation from, the Corporation.

_____

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_____

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3. Describe the nature of your or any Relative's outside business transaction that would or could be in any way to the detriment of the Corporation, including activities with known or potential competitors to the Corporation.

_____

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4. If you are a member of the Board of the Corporation and employed or contracted by another entity, identify all persons in that entity's organization whom you believe should fall within the scope of the Policy and/or should complete this Form.

_____

_____

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**I HEREBY REPRESENT AND WARRANT THAT:**

1. I have received, read and understand the Conflicts of Interest Policy of the Corporation;
2. I will comply with the Conflicts of Interest Policy of the Corporation;
3. I understand that in order to maintain the Corporation's federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and
4. I, to the best of my ability, have accurately completed this Form.

_____ _____

Signature Date

*Reviewed by* _____*:*

_____ _____

Signature of Reviewer Date