

Board of Directors Meeting Minutes

Meeting Date: March 30, 2022

Meeting Location: ZOOM

Meeting Attendees: Anne Bermingham, Governor, Lisa Bishop, Governor-Elect, Scott Marcin, Governor Nominee, Frank Adamson, Immediate Past Governor, Wally Ochterski, Past Governor, Pene Hutton, Executive Secretary, Rino Bidenti.

Absent: Reg Madison, Vice Governor (non-voting member)

Called to Order by Governor Anne at 12:00 pm with a welcome, a thanks to Pene for putting together the agenda and an overview of meeting objectives.

I. MINUTES OF JANUARY 7, 2022.

MOTION TO APPROVE THE MINUTES OF THE INITIAL MEETING ON JANUARY 7, 2022, BY FRANKADAMSON. SECONDED BY LISABISHOP. MOTION CARRIED.

II. BUDGET 2022-23

MOTION TO APPROVE THE PROPOSED BUDGET AND THE RECOMMENDATION OF THE FINANCE COMMITTEE TO KEEP DUES THE SAME FOR THE CLUBS FOR 22-23, 23-24, AND 24-25 BY LISA BISHOP; SECONDED BY RINO BIDENTI. MOTION CARRIED.

- Some discussion around the process of estimating the very conservative number of members. Also about the size of the reserves in keeping with the charitable status.
- Pene was asked to relay to the Finance Committee a request for a written policy about size of reserves. Lisa suggested that Finance might also want to consider whether Rotaract expenses should be under its own GL account now that effective July 1, Rotaract may not be considered a subcommittee of Youth Services any longer.
- Next steps consist distributing the budget to the PE's thirty days in advance of their Training Assembly meeting on May 5th to discuss and vote on it.

III. CONFLICT OF INTEREST POLICY AND FORM

Executive Secretary Pene noted that the Conflict of Interest form needs to be completed by all board of directors annually. All will complete and forward to Pene for corporate records.

IV. EXTEND TERM OF ELECTABLE BOARD MEMBERS – PENE, RINO AND WALLY TO JUNE 30, 2023

MOTION BY SCOTT MARCIN; SECONDED BY FRANK ADAMSON. MOTION CARRIED. Abstained by Pene Hutton, Wally Ochterski, Rino Bidenti.

NOTE: This extension was deemed necessary because the District's first election as an incorporated entity will be on November 14, 2022. The elected directors on that date will take office on July 1, 2023.

V. MANUAL OF POLICIES AMENDMENT

MOTION TO AMEND THE MANUAL OF OPERATING POLICIES TO ELIMINATE THE REQUIREMENT OF CLUBS TO OBTAIN APPROVAL BY DISTRICT COUNCIL TO SOLICIT CLUB TO CLUB TO RAISE MONEY FOR THEIR PROJECTS BY LISA BISHOP; SECONDED BY FRANK ADAMSON. MOTION CARRIED.

VI. EMPLOYER I.D NO FOR INCORPORATED DISTRICT DISCUSSION.

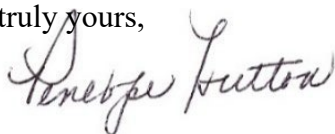
Pene advised the directors that we have received a new EIN from the IRS. She asked if that would be sufficient or was there some benefit to speaking with our CDS team at RI? All determined that the EIN was what was needed and no need to speak with CDS.

VII. FOR THE GOOD OF THE CORPORATION

Meeting schedule as follows subject to Pene's review of the corporation documents:
2nd Wednesday at 12:00pm in July, October and March. Pene will put on event calendar on District website – dates will be July 13, 2022; October 12, 2022 and March 8, 2023.

MOTION TO ADJOURN THE MEETING AT 12:50PM BY FRANK ADAMSON; SECONDED BY WALLY OCHTERSKI. MOTION CARRIED.

Very truly yours,



Penelope Hutton
Executive Secretary
Rotary District 7090, Inc.

Attachments:

- Meeting Agenda
- Meeting Minutes of January 7, 2022
- Proposed Budget 2022-23
- Conflict of Interest Policy and Form
- MOP Amendment
- EIN Document



**Rotary International District 7090, Inc.
AGENDA Board of Directors Meeting – March 30, 2022**

Meeting Objectives:

- Review the Proposed Budget for Review and Approval by Club Presidents-Elect at D7090 Club Training Assembly on May 5, 2022
- Complete Conflict of Interest forms
- Accomplish the extension of the terms of Pene Hutton, Rino Bidenti and Wally Ochterski on the board until June 30, 2023
- Review the DC Decision to Amend the MOP to exclude the club solicitation approval of the International Service Committee and the District Council
- Discuss the Employer ID Issue

AGENDA

- | | |
|----------|---|
| 12:00 pm | Welcome and Meeting Objectives |
| 12:05 pm | Items before us for formal adoption <ul style="list-style-type: none">• Approval of Minutes of January 7, 2022 meeting• Budget for 2023-2024• Conflict of Interest Policy and Forms• Motion to Extend the Terms of the electable board members – Wally, Pene and Rino – until June 30, 2023. New members will be elected at Annual Meeting in November 2022.• MOP Amendment |
| 12:45 | Employer ID No. Discussion/Decision |
| 1:00 pm | Meeting Ends |

**Board of Directors Meeting Minutes
– The Initial Meeting of the BOD**

Meeting Date: January 7, 2022

Meeting Location: ZOOM

Meeting Attendees: Anne Bermingham, Governor, Lisa Bishop, Governor-Elect, Scott Marcin, Governor Nominee, Frank Adamson, Immediate Past Governor, Reg Madison, Vice Governor (non-voting member), Wally Ochterski, Past Governor, Pene Hutton, Executive Secretary, Rino Bidenti.

Absent: None

Called to Order by Governor Anne at 1:00 pm with a welcome, a remembrance of the hard work to bring this date to fruition by Rotarian Karen Oakes (deceased) and overview of meeting objectives.

MOTION TO APPROVE THE AGENDA BY LISA BISHOP; SECONDED BY FRANK ADAMSON. MOTION CARRIED.

MOTION TO APPROVE THE UNANIMOUS CONSENT FORM BY PENE HUTTON; SECONDED BY LISA BISHOP. MOTION CARRIED.

Comments - Add the date to the first page as of July 1, 2022, inquire if Bob Artis should also sign the Unanimous Consent form because the year has changed and he is no longer on the board, enter the Annual Meeting date to be in conjunction with the November District Council Meeting. Reg Madison will clarify with Ray McCabe, attorney for the incorporation.

MOTION TO APPROVE THE BYLAWS OF THE INCORPORATED DISTRICT BY FRANK ADAMSON; SECONDED BY SCOTT MARCIN. MOTION CARRIED.

MOTION TO APPROVE THE MANUAL OF OPERATING POLICIES “MOP” BY LISA BISHOP; SECONDED BY WALLY OCHTERSKI. MOTION CARRIED.

MOTION TO APPROVE THE REQUEST OF THE DISTRICT FOUNDATION COMMITTEE THROUGH DON DEMEO, TREASURER OF THE COMMITTEE, TO OPEN A NEW BANK ACCOUNT WITH SIGNERS DON DEMEO, SANDI CHARD, CHAIR OF DISTRICT FOUNDATION COMMITTEE, AND AARON CARLSON, COMMITTEE MEMBER, IN THE NAME OF THE INCORPORATED DISTRICT BY FRANK ADAMSON; SECONDED BY RINO BIDENTI. MOTION CARRIED.

Comments – Pene to relate to Don to make the name of the account **Rotary District 7090, Inc. - Foundation Account** as the name of the account to differentiate between operating accounts and foundation.

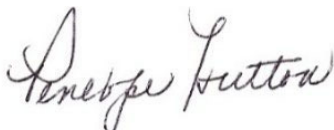
Discussion was held over the role of the newly incorporated District Board versus the District Council. Karen Oakes slides were shared and discussed which identified the roles of each. (see pages 10 and 11 attached).

Next meeting: March 30, 2021, 12 Noon. Pene to distribute Zoom meeting details. Primary discussion will be around the proposed 2022-2023 budget.

MOTION TO ADJOURN THE MEETING AT 2 P.M. BY SCOTT MARCIN;
SECONDED BY WALLY OCHTERSKI, MOTION CARRIED.

Note: Follow up to meeting. Reg will call lawyer working on the incorporation to determine the actual date of the incorporation (July 1 or?) to use for the purpose of documentation like the audit. Will we need two audits? Pene will call insurer to see what they need from us to change the district's name on the policy and to verify Board of Directors (board insurance) is covered. Rino will call the auditor also.

Very truly yours,

A handwritten signature in cursive script, reading "Penelope Hutton".

Penelope Hutton
Executive Secretary
Rotary District 7090, Inc.

Attachments:

- Meeting Agenda
- Unanimous Consent Form
- ByLaws
- MOP
- Karen Oakes Slides – pages 10 and 11

Rotary District 7090
Budget vs. Actuals 2021-22 and 2022-2023 Rotary Proposed Budget
July 2021 - June 2022

	Actual YTD 2022 - 2023		Budget 2021 - 2022		Proposed Budget 2022 - 2023	
Income						
40000 Operating Revenue						
40010 General Assessment - Dues	67,665.87		67,618.00			69,796.00
40020 General Assessment - Conference	5,572.40		5,565.00			5,514.00
40030 General Assessment - Insurance	23,954.96		23,725.00			20,688.00
40031 Previous Year Budget Surplus/Reserves			6,607.00			12,035.00
40040 RI Stipend for Governor						
Total 40000 Operating Revenue	\$ 97,193.23	\$	103,515.00	\$		108,033.00
41000 Training Revenue						
41030 RLI	1,520.00					0.00
Total 41000 Training Revenue	\$ 1,520.00	\$	0.00	\$		0.00
42000 District Conference Revenue						
42010 DCONF Reg. Current Year	0.00					
Total 42000 District Conference Revenue	\$ 0.00	\$	0.00	\$		0.00
44000 Miscellaneous Income						
44002 Other Income	-224.08					0.00
Total 44000 Miscellaneous Income	-\$ 224.08	\$	0.00	\$		0.00
48000 District Simplified Grants	2,600.55					0.00
Total Income	\$ 101,089.70	\$	103,515.00	\$		108,033.00
Gross Profit	\$ 101,089.70	\$	103,515.00	\$		108,033.00
Expenses						
60000 Operating Expenses						
60010 Banking Fees	184.48		400.00			300.00
60020 Credit Card Fees	158.38		1,500.00			1,500.00
60030 IT/Software Expense	552.00		2,100.00			600.00
60031 Club Runner Software	1,991.00		2,400.00			2,000.00
60032 Website Administration			25.00			25.00
60033 Zoom Software	1,199.20		1,800.00			2,000.00
60034 QB Software	928.80		825.00			950.00

	Actual YTD 2022 - 2023		Budget 2021 - 2022	Proposed Budget 2022 - 2023	
Total 60000 Operating Expenses	\$	5,013.86	\$	9,050.00	\$ 7,375.00
60040 Insurance					
60041 US Insurance		2,363.00		2,250.00	2,363.00
60042 CA Insurance		18,302.14		21,475.00	18,325.00
Total 60040 Insurance	\$	20,665.14	\$	23,725.00	\$ 20,688.00
60050 Finance & Audit		5,500.00		7,000.00	8,000.00
60060 District Council				1,250.00	1,200.00
61000 Administrative Expenses					
61010 Admin Services		14,700.00		25,200.00	25,200.00
61020 Office Supplies		244.50		500.00	500.00
61022 Postage				150.00	150.00
61030 District Newsletter		1,400.00		2,400.00	2,400.00
61040 Phone Charge		700.00		1,200.00	1,320.00
61050 Treasurer Expenses				200.00	200.00
Total 61000 Administrative Expenses	\$	17,044.50	\$	29,650.00	\$ 29,770.00
62000 Directors and Committees					
62100 Director of Training					
62101 DLT Training		220.00		1,500.00	
62103 PETS Training for Chair					1,000.00
62105 RLI		1,704.10			
62106 Visioning Training				300.00	300.00
62107 Zone Training					1,000.00
Total 62100 Director of Training	\$	1,924.10	\$	1,800.00	\$ 2,300.00
62200 Director of Foundation					
62201 VTT				175.00	175.00
62203 Paul Harris Society				175.00	175.00
62204 Grants		2,600.55			
62205 Rotary Scholars				175.00	0.00
62207 Zone Training					1,000.00
62208 TRF Funds (Annual/Polio/Endowment)				150.00	250.00
Total 62200 Director of Foundation	\$	2,600.55	\$	675.00	\$ 1,600.00
62300 Director of Service Projects					
62301 International Community Service				125.00	125.00
62302 Community Service				125.00	125.00

	Actual YTD 2022 - 2023		Budget 2021 - 2022	Proposed Budget 2022 - 2023	
62303 Vocational Service			125.00		125.00
62304 SP (Materials/Printing/Resources)			125.00		125.00
Total 62300 Director of Service Projects	\$	0.00	\$	500.00	\$ 500.00
62400 Director of Youth Services					
62403 Rotaract		838.68		2,500.00	2,500.00
62404 Interact				1,000.00	1,000.00
62408 Youth Program Promotion				1,000.00	1,000.00
Total 62400 Director of Youth Services	\$	838.68	\$	4,500.00	\$ 4,500.00
62500 Director of Public Image					
62502 Badges				250.00	250.00
62503 Advertising				2,000.00	2,500.00
62504 Zone Training					1,000.00
62505 Club Website Initiative		817.42		2,500.00	2,500.00
Total 62500 Director of Public Image	\$	817.42	\$	4,750.00	\$ 6,250.00
62600 Director of Membership					
62601 Zone Training					1,000.00
62602 Regional Training				500.00	0.00
62603 Membership Materials				250.00	250.00
62604 Membership Marketing					2,500.00
Total 62600 Director of Membership	\$	0.00	\$	750.00	\$ 3,750.00
62700 District Governor					
62702 RI Convention				4,100.00	12,100.00
62703 Governor Awards		264.42		500.00	
62705 President Meetings				2,200.00	
62706 District Governor RI Reimbursement		6,678.63			
62707 Governor's Pin				400.00	
Total 62700 District Governor	\$	6,943.05	\$	7,200.00	\$ 12,100.00
62800 District Governor Elect					
62802 RI Convention				4,100.00	6,000.00
62803 Theme Items				3,000.00	3,000.00
Total 62800 District Governor Elect	\$	0.00	\$	7,100.00	\$ 9,000.00
62900 District Governor Nominee					
62901 Training				\$	1,000.00
Total District Governor Nominee				\$	1,000.00

	Actual YTD 2022 - 2023	Budget 2021 - 2022	Proposed Budget 2022 - 2023
Total 62000 Directors and Committees	\$ 13,123.80	\$ 27,275.00	\$ 41,000.00
63000 District Conference Expenses			
63010 General Expenses (current year)	1,000.00	5,565.00	
Total 63000 District Conference Expenses	\$ 1,000.00	\$ 5,565.00	\$ 0.00
64000 Miscellaneous Expenses			
64050 Other Miscellaneous Expenses	7,750.76		
Total 64000 Miscellaneous Expenses	\$ 7,750.76	\$ 0.00	\$ 0.00
Total Expenses	\$ 70,098.06	\$ 103,515.00	\$ 108,033.00
Net Operating Income	\$ 30,991.64	\$ 0.00	\$ 0.00
Other Expenses			
Exchange Gain or Loss	634.37		
Total Other Expenses	\$ 634.37	\$ 0.00	\$ 0.00
Net Other Income	-\$ 634.37	\$ 0.00	\$ 0.00
Net Income	\$ 30,357.27	\$ 0.00	\$ 0.00

The Finance Committee addressed the need of the clubs for the dues to stay flat - and the decision has been made to keep the dues the same for 22-23, 23-24, 24-25 subject to approval.

ADJUSTED COMPARISON OF DUES IN USD\$\$\$\$		
	2022 - 2023	
Assumption	Governor Lisa Bishop	
1838 Total Members	Members	1838
990 US Members		
848 CA Members	Assessment per Member	
Dues difference is for US Clubs who pay RI for insurance also		
REVENUE TOTALS	US Clubs	\$49.00
\$48,510.00	X	990
	Canadian Clubs	\$56.00
\$47,488.00	X	848
	PETS Assessment	\$0.00
	Clubs	65
\$95,998.00	TOTAL REVENUE from dues	
\$108,033.00	Budgeted Expenses (D112)	
-\$12,035.00	to be paid from Unfunded Surplus	

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 COMPENSATION

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 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.

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 any business or maintains any relationship with the Corporation. (Include listing of any ownership interest (e.g., stock) in a private or public company.)

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.

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.

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.

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

Report to: D7090 District Council

Date: January 31, 2022

From: AD HOC Committee: Sandi Chard, DRFC, Phil Shames, Service Projects Chair, John Teibert, PDRFC, Aaron Carlson ADG.

Requested Input provided by: Jackie Van Lankveld, ISC Chair, Lezlie Murch, Foundation Grants Chair

Purpose of Ad HOC Committee: To review question posed at District Council meeting January 2022, by the District Service Committee.

Question Under Review: "There has been a lot of discussion as to why clubs in the district need to approach the District Executive for approval to approach other clubs with projects, they can help fund. Since there is no need for clubs outside the district to seek any approval, this requirement is facing some backlash. We should either get back to the clubs with some solid reasoning for this rule or discuss removing it as a requirement."

Report: The group met via Zoom on January 27 to discuss the issue.

Background provided: It wasn't until January 2011 that a motion to approve club to club solicitation was made by the then World Community Service (WCS) committee to District Council. Up to that point in time, previous motions made by the WCS were to get District Council's approval to include the club project in the World Community service Catalogue. In April 2015 the MOPP communication policy was amended to require clubs wishing to solicit support for their international projects, to seek recommendation through the District's World Community Service which would then be submitted to District Council for final approval.

A fulsome discussion was had and resulted in a unanimous recommendation to remove from the MOP, (See details below), the policy of requiring clubs wishing to solicit funds from other clubs for service projects, to seek approval from the District International Service Committee and District Council.

Rationale for recommendation:

- The process is extremely lengthy (months) as ISC as well as District Council only meet quarterly;
- There are no established criteria by which the ISC determines if a project should be recommended to go club to club;
- There isn't any consistent knowledge or documentation throughout the district that the policy is a rule or why this policy is in place.
- There is no penalty if a club doesn't seek approval to ISC first. Clubs are currently going club to club without having gone to ISC and clubs are approving or declining their asks; we believe clubs should have the right to decide on which projects they invest in and/or partner with;
- No evidence could be found that this policy was a requirement for any other district or a RI guideline.

Respectfully Submitted,

Proposed Revisions to MOP

Re: Soliciting Funds for Service Projects

Document below is copied from MOP (green highlights are recommended changes)

MOP SECTION FIVE - POLICIES OF 7090 page 39

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.

This policy does not apply to clubs seeking funding for service projects, such as: district grants, cluster grants, collaborative grants, and global grants.

4. NO CHANGES

Remove from MOP, page 39 and 40:

~~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:~~

~~1. Peace and conflict prevention/resolution~~

~~1. Disease prevention and treatment~~

~~1. Water and sanitation~~

~~1. Maternal and child health~~

~~1. Basic education and literacy~~

~~1. Economic and community development~~

~~1. Supporting the environment~~

~~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~~

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
PHILADELPHIA PA 19255-0023

000759.404065.493180.29886 1 MB 0.485 914



ROTARY INTERNATIONAL DISTRICT 7090
% PENELOPE HUTTON
800 LAKEVIEW AVE
JAMESTOWN NY 14701

000759

Date of this notice: 01-11-2022

Employer Identification Number:
87-4290359

Form: SS-4

Number of this notice: CP 575 C

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 87-4290359. This EIN will identify your entity, accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did not apply for this EIN, please visit, www.irs.gov/einnotrequested.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1120

04/15/2022

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, Accounting Periods and Methods.

We assigned you a tax classification (corporation, partnership, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification and is not binding of the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, Entity Classification Election. See Form 8832 and its instructions for additional information.



EIN Assistant

Your Progress:

1. Identity ✓

2. Authenticate ✓

3. Addresses ✓

4. Details ✓

Congratulations! The EIN has been successfully assigned.

EIN Assigned: **87-4290359**

Legal Name: **ROTARY INTERNATIONAL DISTRICT 7090
INC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

We strongly recommend you print this page for your records.

Click "Continue" to get additional information about using the new EIN.

Continue >>