

# **ROTARY INTERNATIONAL DISTRICT 7870 BY-LAWS**

Revision 1.6  
28 April 2017

## **Article I – Purpose**

The purpose of these by-laws is:

1. To define the Officers and Standing Committees of the District and their selection process;
2. To specify mandatory requirements for District programs subject to legal encumbrance;
3. To provide for the orderly conduct of the business of Rotary International District 7870;
4. To ensure conformance to the greatest extent possible with the provisions of the most current revision of the RI '*Manual of Procedure*';
5. To define policy with respect to conflict of procedures and /or interests of individuals.

## **Article II – District Officers**

### **2.1 Designated District Officers**

There shall be five (5) District Officers as follows:

1. District Governor
2. District Governor-Elect
3. District Governor-Nominee
4. District Secretary
5. District Treasurer

These Officers shall be elected in the manner and for the duties described in Sections 2.2 through 2.4 below.

### **2.2 District Governor, District Governor-Elect, District Governor-Nominee**

1. The selection of District Governor is by succession from District Governor-Nominee to District Governor-Elect to District Governor on 1 July of sequential years. The position of District Governor-Elect is confirmed by election at the Rotary International Convention immediately preceding 1 July of that designated year.
2. The District Governor-Nominee is selected as follows:
  - a. On or before 31 August, the District Nominating Committee as defined in Article III, Section 3.1 below, shall send a resolution to all clubs in the district requesting nominations be submitted to the committee by 15 October. The Nominating Committee's invitation should include the qualifications for a Governor-Nominee, the Governor-Nominee Data Form, and the address of the Nominating Committee Chair. The proposed candidate must submit the Governor-Nominee Data Form signed by the club president and the club's secretary to the chair of the Nominating Committee by 15 October.
  - b. Each club can submit the name of only one qualified Rotarian from any club in the district as their candidate for District Governor-Nominee.
  - c. As the District Governor-Nominee will succeed to the position of District Governor two years hence, nominees must meet all of the qualifications, duties and responsibilities of District Governor as defined in the appropriate section of the RI '*Manual of Procedure*'.
  - d. On or before 15 November, the Nominating Committee shall select by majority vote the recommended candidate to be designated the District Governor-Nominee Designate until confirmed as the Governor-Nominee at the District Conference of that Rotary year.
  - e. The Nominating Committee shall give careful consideration to all candidates proposed, but shall not be obliged to select any one of those nominees as their designated choice.
  - f. The candidate selected as the Governor-Nominee must agree to participate in all training obligations as specified in the '*Manual of Procedure*'. It is also strongly recommended that the Governor-Nominee attend all three parts of the Rotary Leadership Institute.

- g. The District Governor-Nominee Designate is nominated at the District Conference along with any nominations from the conference floor for election as District Governor Nominee by vote of the conference delegates in accordance with the voting provisions of Article V, Section 5.4 below.
3. Upon ultimate succession to the position of District Governor, that individual becomes an Officer of Rotary International in addition to an Officer of District 7870.
4. The District Governor shall be an *ex-officio* member of all district committees except the Nominating Committee. As an *ex-officio* member, he/she shall have all of the rights and privileges of every other member of that committee, including participating in discussions, making motions and voting, but shall not be counted in determination of a quorum.

### **2.3 District Secretary**

1. The District Secretary is nominated by the District Governor-Elect for a term of one (1) year and elected at the District Conference immediately preceding the year of service by vote of the conference delegates in accordance with the voting provisions of Article V, Section 5.4 below.
2. To qualify for consideration as District Secretary, the nominee must be an active member in good standing of a Rotary club in District 7870, be knowledgeable of the policies and procedures of the district, possess strong communication skills, be computer literate and have access to the necessary administrative support network to accomplish the duties of office.
3. The District Secretary shall keep any and all records and documents detailing the functioning of the District throughout the year, undertake and provide appropriate and necessary duties as requested or assigned by the District Governor, and perform such duties as prescribed in the 'Manual of Procedure', if any.
4. In the event that the District Secretary is temporarily or permanently unable to perform the duties of this position, the District Governor may, after consultation with the District Governor-Elect, select an interim District Secretary. The interim secretary would serve for the remainder of that Rotary year.

### **2.4 District Treasurer**

1. The District Treasurer is nominated by the District Governor-Elect for a term of one (1) year and elected at the District Conference immediately preceding the year of service by vote of the conference delegates in accordance with the voting provisions of Article V, Section 5.4 below.
2. To qualify for consideration as District Treasurer, the nominee must be an active member in good standing of a Rotary club in District 7870, be knowledgeable of general accounting practices, possess strong communication skills, be computer literate and have access to the necessary administrative support network to accomplish the duties of office.
3. The District Treasurer shall be bonded for the faithful discharge of his/her duties with sureties required by District 7870 as determined by a majority opinion of the Finance Committee described in Article III, Section 3.2 below and/or provisions of the RI 'Manual of Procedure', if any.
4. The Duties and Responsibilities of the District Treasurer are as follows.
  - a. Collect and disburse district funds in the manner prescribed by the Finance Committee;
  - b. Invest district funds in appropriate investment vehicles and/or savings accounts for the best financial interest of the district;
  - c. Safeguard the finances of the district by all such provisions as appropriate, including but not limited to multiple signatures on checks when required;
  - d. Provide for and ensure access to financial records and funds by members of the Finance Committee and/or their designees on an emergency basis only;
  - e. Attend all meetings of the District Finance Committee as an *ex-officio* member of that committee;
  - f. Provide the Finance Committee with financial information required for that committee to prepare an annual budget;
  - g. Prepare and present periodic financial reports to the Finance Committee attesting to the financial condition of the district, including but not limited to a report as of 30 June of that Rotary year;
  - h. Prepare and present an Annual Report at the District Conference of that Rotary year;
  - i. Prepare and file in a timely manner an annual tax return and any other financial reports required by law or prescribed in the RI 'Manual of Procedure';
  - j. Provide for an annual independent accounting review at the expense of the District of the books and finances of the district by a Certified Public Accountant who is not an Officer or member of the Finance Committee;
  - k. When required by the Finance Committee, provide for an independent accounting audit at the expense of the District of the books and finances of the district by a Certified Public Accountant who is not an Officer or member of the Finance Committee;

- l. Oversee and administer all financial activities and transactions associated with any corporation and/or foundation established by the district under the tax exempt provisions of section 501(c)(3) of the Internal Revenue Code, including but not limited to preparation and timely submittal of an annual tax return and any other financial reports required by law;
  - m. Perform such other duties pertaining to the Office of District Treasurer as may be delegated by the Finance Committee through its Chair and/or as provided for in the RI 'Manual of Procedure'.
5. In the event the District Treasurer is temporarily or permanently unable to perform the duties of this position, the District Governor may, after consultation with the District Governor-Elect, select an interim District Treasurer. The interim treasurer would serve for the balance of that Rotary year.

### Article III – District Committees

The following standing committees shall be constituted in accordance with the guidelines and requirements of Sections 3.1 through 3.4 below.

1. Nominating Committee
2. Finance Committee
3. By-Laws Committee
4. Governors Council

Other committees of a non-standing status may be constituted and/or dissolved in accordance with the prudent decisions of the then current district management.

Note that all district committees must be in strict compliance with the provisions of **Article VI – Conflict of Interest** at all times.

#### 3.1 – Nominating Committee

The Nominating Committee shall be constituted by the District Governor-Elect prior to the start of his/her Rotary year, and shall be comprised of five (5) members, including the Immediate Past District Governor during the year of service who will serve as Chair, one (1) additional Past District Governor and three (3) appointed active Rotarians in good standing (who may also be Past District Governor[s]) to serve a term of one (1) year. No more than two (2) appointees may have served on the Nominating Committee during the previous year. No club may be represented by more than one member serving on this committee. In the event a vacancy occurs for any reason during the Rotary year, the then District Governor shall appoint a qualified replacement. The District Governor shall NOT be an *ex-officio* member of this committee.

1. No member of the Nominating Committee shall be eligible for nomination by the committee to district office. Should a committee member desire to seek nomination to an office, he/she must first resign as a member of the Nominating Committee and the District Governor must appoint a qualified replacement to the committee prior to any nomination of the resigned member.
2. In the event that a committee member is a member of the same club as a nominee, or in the event a committee member sponsored a nominee, that committee member shall abstain from any discussion and/or vote with respect to that nominee.
3. The Duties and Responsibilities of the Nominating Committee are as follows.
  - a. Seek out and propose the best available candidate for District Governor-Nominee for the immediate upcoming Rotary year as outlined in Article XIII of the Rotary International By-Laws.
  - b. By 31 August, provide each club in the district the qualification requirements of a proposed candidate and a resolution to be completed with the name and qualifications of Rotarian the club desires to present for consideration as District Governor-Nominee;
  - c. Secure resolutions and/or Secretary of each club that submitted a nomination and the nominees considered of the committee's choice of District Governor-Nominee-Designate.
4. Upon receipt of the Nominating Committee's recommendation, the District Governor shall notify all clubs in the district of the committee's proposed candidate for District Governor-Nominee. This candidate will be presented to the District Conference attendees for election to said position.
5. Additional nominations of qualified candidates for District Governor-Nominee may be made at the appropriate time from the floor at the District Conference. Any nominations from the floor must be duly seconded, following which the qualifications of the nominee must be provided to the members of the Nominating Committee present for certification of eligibility prior to the election vote.
6. 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.

7. In the event of other circumstances than those envisioned above, the Nominating Committee will function in accordance with the appropriate provisions of the RI *'Manual of Procedure'*.

### 3.2 – Finance Committee

1. The Finance Committee shall be comprised of the immediate Past District Governor, and the District Governor-Elect, and the District Governor-Nominee for that Rotary year and three (3) additional active Rotarians in good standing appointed for staggered three (3) year terms. The replacement member for the one whose staggered term is expiring will be appointed by the District Governor-Elect. With the exception of the event where the Immediate Past District Governor and the District Governor-Elect happen to be from the same club, no two members of the Finance Committee shall be from the same club. A member who has served a three (3) year term shall not be eligible to succeed him/her self. In the event of an incomplete term resulting in a vacancy, the District Governor shall appoint a qualified Rotarian from the District for the unexpired portion of that term. The committee shall elect a chair from within its membership for the following year at the fall meeting where the budget is presented.
2. The District Treasurer shall be an ex-officio member of the Finance Committee.
3. The Duties and Responsibilities of the Finance Committee are as follows.
  - a. Collate and total all available income to the district;
  - b. Review and determine all income and necessary expenses for the effective administration of the district;
  - c. Prepare an annual budget. including any recommendations necessary to balance that budget;
  - d. Establish a recommended annual dues amount to be assessed by the district of each club and any policy with respect to dues pro-ration and reasons therefore;
  - e. Submit a balanced budget proposal to the club presidents-elect at PETS (as defined in Article V, Section 5.2 below) for approval at the District Assembly;
  - f. Review the Treasurer's Reports for the previous Rotary year as of 30 June and provide it to the District Governor by 15 September; on a regular basis throughout the Rotary year.
  - g. Secure and maintain , Assure on behalf of the district and its clubs, that insurances of the forms and amounts as deemed necessary for the appropriate protection of the district and its activities are in place;
  - h. Accept fiduciary responsibility for the district including but not limited to monitoring district finances periodically throughout the Rotary year, ensuring compliance with tax and RI financial obligations, if any, and oversight and approval of accounting functions including financial reviews and/or audits.

### 3.3 – By-Laws Committee

1. The By-Laws Committee shall be comprised of two (2) or more members appointed for a three (3) year term by agreement of the District Governor, District Governor-Elect and District Governor-Nominee. At least one appointee shall be a Past District Governor.
2. The committee shall meet at least once every third year immediately following adoption of actions by the Council on Legislation. It shall meet on an "as required" basis in intervening years when amendments and/or revisions are proposed by a District Officer or club within the district.
3. The Duties and Responsibilities of the By-Laws Committee are as follows.
  - a. Review and revise, if necessary, the District By-Laws every third year immediately following adoption of actions of the Council on Legislation to ensure conformance with the provisions of the latest revision of the RI *'Manual of Procedure'* or other changes mandated by the RI Board of Directors;
  - b. Accept and evaluate proposed amendments submitted in writing by any club in the district. To be considered in the Rotary year submitted, amendment proposals must be received by the By-Laws Committee at least ninety (90) days prior to the District Conference and show clearly the proposed additions, changes and/or deletions to the By-Laws then in force.
  - c. Provide the District Governor a copy of the proposed amendments and/or revisions at least sixty (60) days prior to the District Conference to provide sufficient time for notice by the District Governor to all clubs of changes to be voted on at the conference;
  - d. Incorporate any amendments and/or revisions approved at the District Conference and provide a copy certified by the District Secretary to the District Governor prior to the close of that Rotary year.

### 3.4 – Governors Council

1. The Governors Council shall be comprised of all active past, present and future District Governors who have served in or currently reside in District 7870. A Chair will be elected at the first meeting of each Rotary year by majority vote of those members present.
2. The Council shall meet from time-to-time at the call of the current District Governor and/or the Chair of the Council.
3. The Duties and Responsibilities of the Governors Council are as follows.
  - a. Function in an advisory capacity for the benefit of the district and the current District Governor;
  - b. Oversee and manage, as required, any corporation and/or foundation established by the district under the tax exempt provisions of section 501(c)(3) of the Internal Revenue Code;
  - c. Provide such other administrative and/or support functions as may be requested by the District Governor.

### 3.5 - District Treasure Award Selection Committee

1. This committee will meet annually, but at least 60 days prior to the district conference, to review nominations submitted by our district's Rotary clubs for the District Treasure Award. The committee members will be selected and chaired by the district governor and will be comprised of 2 past district governors, 2 assistant governors, and two Rotarians at large. Each category, excluding the governor, must represent a Rotary club from NH and VT. The provisions of Article VI - Conflict of Interest, will apply to this committee.
2. It will be the responsibility of the district governor to ensure that the district's clubs are made aware of this annual award and are asked to submit their nominations with supporting documentation to a designated committee member at least 30 days prior to the date of the committee's selection meeting.
3. The District Treasure Award is a special honor for an extraordinary District 7870 Rotarian who exemplifies every aspect of Rotary, including, but not limited to, perfect attendance, Rotary Foundation support, membership recruitment, club extension, attendance at district assemblies, district conferences, RI conventions, plus active participation in club, community and international humanitarian projects. In summary, the recipient must emulate the level of involvement and dedication to Rotary as the first District Treasure Award winner, PDG Al Kerr. The successful nominee will be announced at the district conference and will receive the District Treasure Award.

## Article IV - Youth Exchange

In any Rotary year in which clubs in District 7870 participate in Youth Exchange, the following provisions will be required of District 7870.

1. District 7870 will maintain and pay for on behalf of all district clubs participating, insurances of the forms and amounts as determined by the District Finance Committee.
2. District 7870 and all participating district clubs will comply with all requirements and regulations of the most current version of Rotary International's "Student Protection Plan", will maintain regular communication between club Youth Exchange Committee members and the District 7870 Youth Exchange Program Chair, will abide by all District Youth Exchange Program rules and regulations and will conform to any other reasonable requirement to ensure the absolute safety and well-being of all Exchange Students.
3. The district will maintain an active membership and participation in ESSEX (Eastern States Student Exchange) Program.
4. On or before 1 September of each year, the Youth Exchange Program Chair shall provide to the District Governor the dates, destination and purpose of all known or proposed group trips outside the physical boundaries of District 7870 for the remainder of the Rotary year. Said trips shall be scheduled so as to not conflict with the District Assembly, District Conference and/or other events as determined by the District Governor. The District Governor shall forward to the Youth Exchange Chair in a timely manner written approval of all said trips.

5. Expenditures on behalf of Youth Exchange activities shall be in accordance with a budget agreed upon by the district Finance Committee, the district Youth Exchange Committee and the District Governor. All financial transactions shall be approved and executed by the District Treasurer, who shall also maintain financial records on behalf of the Youth Exchange Committee. Expenditures approved in advance by the District Treasurer and made by Inbound or Outbound Chairs shall be documented by receipts, preferably on credit cards obtained solely for the purpose of such expenditures.

## **Article V – District Meetings and Attendance Requirements**

District 7870 will conduct or participate in the following annual meetings.

1. Pre-PETS Training Session(s)
2. Presidents-Elect Training Seminar (PETS)
3. District Assembly
4. District Conference
5. District Rotary Foundation Seminar (or appropriate equivalent)
6. District Team Training Seminar
7. District Leadership Seminar

### **5.1 – Pre-PETS Training Session(s)**

The District Governor-Elect shall convene, at his/her discretion, one or more Pre-PETS Training Session(s) for club presidents-elect. These sessions are intended to provide a training opportunity and information exchange in advance of and in preparation for PETS. Sessions may be conducted for all presidents-elect simultaneously or in smaller groups, and multiple sessions may be scheduled if desired.

### **5.2 – Presidents-Elect Training Seminar (PETS)**

Unless and until a majority of clubs in District 7870 vote for reasonable cause to withdraw from participation, District 7870 will participate with other districts in New England and Southern Quebec in a Northeast Multi-District Presidents-Elect Training Seminar held each year for the purpose of providing orientation and training for the incoming presidents of Rotary clubs in the district. The seminar, usually held in March of each year, is planned and conducted by the District Governors-Elect in cooperation and coordination with the District Governors.

### **5.3 – District Assembly**

A District Assembly will be convened following PETS but prior to the District Conference in accordance with provisions of the RI *'Manual of Procedure'*.

### **5.4 – District Conference**

A District Conference will be convened annually following the District Assembly but prior to the close of the Rotary year in accordance with provisions of the RI *'Manual of Procedure'*.

Voting at the District Conference for election of Officers, amendments and/or revisions to the District By-Laws and other business as designated by the District Governor shall be conducted on a proportional basis. Proxies representing one (1) vote per twenty-five club members or fraction thereof will be provided by the District Secretary to each club six (6) weeks prior to the scheduled vote. The number of dues paying members of each club for the second half of the Rotary year will be used in determining the number of eligible votes for that club. One member of each club represented at the District Conference shall be designated as the club Elector to cast his/her club votes. If no representative of a club is present at the District Conference, a written proxy of that club's eligible votes may be forwarded to the District Secretary to be voted at the discretion of the District Secretary. All eligible votes of each club must be cast the same.

For voting not designated as proportional, a simple majority of Rotary members in attendance shall determine the vote.

### **5.5 – District Rotary Foundation Seminar (or appropriate equivalent)**

A District meeting in seminar or other suitable format will be convened on one or more occasions within the district for the express purpose of furthering knowledge and understanding of and support for The Rotary

Foundation. This meeting may be held at any time or times throughout the Rotary year, but with preferential consideration being given to November, Rotary Foundation Month. Convening of this meeting shall be the responsibility of the District Governor. Content of the program of this meeting shall be the responsibility of the District Foundation Chair (as defined by Rotary International).

#### **5.6– District Team Training Seminar**

A one-day District Team Training Seminar will be convened annually in or around February for the purpose of developing a cohesive team of district leaders with the necessary skills, knowledge, and motivation to support effective clubs. This seminar will be conducted as further defined in the RI 'Manual of Procedure'.

#### **5.7– District Leadership Seminar**

A one-day District Leadership Seminar will be convened immediately prior to or after the District Conference for the purpose of developing Rotarian leaders within the district with the necessary, skills, knowledge, and motivation to serve in Rotary beyond the club level. This seminar will be conducted as further defined in the RI 'Manual of Procedure'.

#### **5.8– Presidents-Elect Attendance Requirements**

Except as provided for herein, every club president-elect must attend (a) at least one (1) Pre-PETS Training Session, (b) PETS and (c) the District Assembly.

In instances where attendance by the president-elect would cause severe hardship, with the advance written approval of the District Governor-Elect, a qualified substitute may attend no more than one (1) of the above mandatory meetings. Failure to secure appropriate approval or failure of a president-elect to attend at least two (2) of the mandatory meetings shall result in:

1. Disqualification of that Rotarian from becoming club president;
2. Probable request that the current club president serve an additional term of one (1) year until a qualified successor has been certified; and
3. Possible designation of the club being regarded as "not in good standing", with possible suspension of privileges and activities per the RI 'Manual of Procedure'.

### **Article VI – Conflict of Interest**

Any possible conflict of interest on the part of any District Officer or committee member shall be immediately disclosed in writing to the District Governor for determination of severity and plan of resolution. Such written disclosure shall be kept on record by the District Secretary along with a written disposition with respect to the conflict disclosed.

In the event the conflict of interest involves a financial transaction, a two-thirds vote of the District Officers when an Officer is involved, or a two-thirds vote of non-conflicted committee members plus the concurrence of the District Governor when a committee member is involved shall be required to authorize said financial transaction.

While it is preferable that no district committee be constituted with more than one member from the same club, it is mandatory that any committee involved in the selection of applicants or candidates for Rotary service or involvement not be comprised of more than one member from the same club. Such committees include but are not limited to Nominating Committee, Group Study Exchange Committee (for the selection of team leader and team members), Ambassadorial Scholarship Committee, World Peace Scholarship Committee, and Four Way Test Speech Contest Committee.

In the event that a committee member is a member of the same club as a nominee, or in the event a committee member sponsored a nominee, that committee member shall abstain from any discussion and/or vote with respect to that nominee.

If the conflict of interest is on the part of the District Governor, the District Governor-Elect shall assume the responsibilities and authority of the District Governor in the resolution of the conflict.

This conflict of interest policy will be fully disclosed to all officer candidates and proposed committee members prior to their election or appointment.

## **Article VII – Amendments and Certification**

Amendments to these By-Laws shall be executed by the By-Laws Committee in accordance with the procedure detailed in Article III, Section 3.3 – By-Laws Committee.

Amendments approved at the District Conference and incorporated into these By-Laws shall be certified by the District Secretary in accordance with the following statement.

### **Certification**

This is to certify that these revised By-Laws were approved by majority in proportional voting representative of the total membership of District 7870 at the Annual District Conference at Nashua, NH on 28 April 2017 and will remain in force until subsequently revised in accordance with Article III, Section 3.3.

Alice Boucher

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**PDG Alice Boucher, District Secretary, 2016-2017**