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DISTRICT 7910 BY-LAWS

Effective July 1, 2021

WHEREAS, in conducting business affairs of District 7910, continuity from one Rotary year to the next is essential; and

WHEREAS, District 7910, in providing for an orderly transfer of administration from one Rotary year to the next, will record in one procedural handbook the various resolutions adopted at previously convened District Conferences.

BE IT THEREFORE RESOLVED that the following By-laws having been duly affirmed and ratified by vote of all Rotarians at the annual District Business Meeting are, in effect and service, direction for the governance of District 7910.

Definitions:

Assembly Except when referring to the International Assembly the term “Assembly” will be understood to mean “The District Assembly of Rotary District 7910.”

Clubs The word “Clubs” when used in these By-laws shall be understood to mean “The Rotary Clubs of Rotary District 7910.”

District The word “District” when used in these By-laws shall be understood to mean “Rotary District 7910.”

District Conference The term “District Conference” when used in these By-laws shall be understood to mean “The Annual District Conference of Rotary District 7910.”

District Finance Committee This term shall include and incorporate the Trustees of the District Funds.

Trustees of the District Funds Wherever used within the District By-laws, shall be deemed to mean, in addition, the District Finance Committee.

Trustees This term wherever used shall mean the District Trustees.

District Funds Duly established and operating in Rotary District 7910 with the exception of those District funds as provided for under Article XI and the Foundation Funds.

Foundation Funds Foundation Funds are those funds entrusted to the District by The Rotary Foundation in accordance with a memorandum of understanding between the District and The Rotary Foundation.

Officers When using the terms “District Governor,” “District Governor-elect”, “District Governor Nominee,” “District Governor Designate,” “District Treasurer,” “District Archivist,” and “Trustees of the District Funds,” in these By-laws, it shall be understood to be referring to officers of “Rotary District 7910.”

RI For purposes of this document, the initials “RI” shall mean Rotary International.

PETS For purposes of this document, the initials “PETS” shall mean the Presidents-elect Training Seminar.

Year Whenever referenced and not defined shall mean a Rotary year running from July 1st to June 30th.

District Business Meeting Wherever used shall mean the Annual Business Meeting appropriately scheduled wherein the business of the District is discussed and presented, By-laws are amended and appropriate votes of District Rotarians are taken.

Robert’s Rules shall be the procedural authority for all matters not specifically provided for herein.

Article I District Governor

1.01 A District Governor shall administer the District in accordance with section 16.090 of the Rotary International Bylaws.

1.02 The governor shall be responsible for the following activities in the district:

- (a) Organizing new clubs;
- (b) Strengthening existing clubs;
- (c) Promoting membership growth by working with district leaders and club presidents to establish realistic membership goals for each club in the district;
- (d) Supporting The Rotary Foundation with respect to program participation and financial contributions;
- (e) Promoting cordial relations between the clubs and between the clubs and RI;
- (f) Planning for and presiding at the District Conference and assisting the Governor-elect in the planning and preparation for PETS and the District Assembly;
- (g) Providing for an official visit meeting individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the governor’s presence for the purpose of: (1) focusing attention on important Rotary issues; (2) providing special attention to weak and

struggling clubs; (3) motivating Rotarians to participate in service activities; (4) ensuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and (5) personally recognizing the outstanding contributions of Rotarians in the District;

- (h) Issuing a monthly letter to each club president and secretary in the district;
- (i) Reporting promptly to RI as may be required by the RI president or the RI Board;
- (j) Supplying the Governor-elect, prior to the International Assembly, full information as to the condition of clubs with recommended action for strengthening clubs;
- (k) Assuring that district nominations and elections are conducted in accordance with the RI constitution, these bylaws, and the established policies of RI;
- (l) Inquiring on a regular basis about the activities of Rotarian organizations operating in the district (Friendship Exchanges, intercountry committees, Global Networking Groups, etc.);
- (m) Transferring continuing district files to the governor-elect;
- (n) Performing such other duties as are inherent as the officer of RI;
- (o) Appointing a qualified accountant, and with the advice and consent of the steering committee and the chair of the Board of Trustees, appoint at least two (2) person to serve as the administrator of Quick Books or any other electronic accounting system utilized by the District from time to time.

Article II Nominating Committee

2.01 There shall be a District Nominating Committee which shall consist of 3 active past District Governors, 3 active immediate Past Presidents , the District Governor, the District Governor Elect and the District Governor Nominee. The immediate Past District Governor shall be the chair of the Nominating Committee.

2.01 (a) Selection of Past District Governors. From the Past District Governors who express an interest, one shall be chosen by lottery to serve a three year term. The lottery shall be conducted by the Nominating Committee Chair after appropriate notice to all Past District Governors of the date, time and place of the lottery. A Past District Governor need not attend the lottery to be considered. No Committee member may serve more than five consecutive years. Any vacancy of Past District Governors on the Committee shall be filled (for the remainder of such Past District Governor's term) by such lottery.

2.01 (b) Selection of Club Representatives. By August 1 of each year the incoming chair shall select 3 Immediate Past Presidents to serve a one year term and a minimum of 2 Alternates who are also Immediate Past Presidents. All Alternates will attend all meetings as observers, so they will be ready to fill in as needed. Alternates will serve a one year term and fill the term of any Immediate Past

President who is unable to continue to serve in such position including a temporary disqualification pursuant to this 2.01 (b) provision. Dates of all meetings shall be known in advance by all members of the Nominating Committee to assure they are available to attend. In the event there are not enough Alternates to fill vacancies no additional Alternates shall be selected. Club Representatives shall be disqualified and shall not serve on the Nominating Committee with respect to any position for which a member of their club has applied.

2.01 (c) The Chair of the Nominating Committee shall not be deemed a voting member of the nominating Committee but shall be entitled to attend and participate at all committee meetings. The Chair shall not be entitled to vote unless the Nominating committee is equally divided on any vote and the Chair determines, after good faith attempts to reach a consensus, that a resolution of such deadlock is not possible.

2.02 The Nominating Committee shall seek nominations, when appropriate, from the member clubs of the District for the positions of District Governor Nominee Designate, Trustees of the District Funds, District Treasurer, District Sergeant-at-Arms, District Archivist, and any other position that would otherwise be voted upon at the District Business Meeting.

2.03 By August 15 of each year, the District Governor shall issue, or cause to be issued, in the name of the Nominating Committee, an invitation to all clubs in the district to propose qualified candidates for District Governor Nominee and all other district officers to be nominated by the Nominating Committee. The invitation will outline the procedures to follow, the qualifications required for each position and the necessary nomination forms. The Nominating Committee must receive the club proposal forms, not later than October 15 of the same year. The nominating Committee, by majority vote prior to October 15 may extend to a future specified date, but no later than the date by which the club proposal forms must be received.

2.04 The Nominating Committee shall schedule and conduct interviews of the candidates proposed by the various clubs. The Nominating Committee shall not be limited in its selection to the candidates proposed by the clubs, but shall nominate the best qualified Rotarian available to fulfill the requirements of the position.

2.05 The Nominating Committee shall submit to the District Governor, District Governor Elect and the District Governor Nominee the details of the person selected for District positions (refer to Article 2.02) within 24 hours of the selection. Within 72 hours after receiving the notice from the Nominating Committee Chair the District Governor shall notify all clubs the name of the District Governor Nominee Designate and other nominees for District Positions.

2.06 If any club in the District disagrees with the selection of the Nominating Committee, it may propose a challenging candidate(s) whose name they had previously suggested to and was interviewed by the current Nominating Committee. This challenge must be filed with the District Governor on a date determined by the District Governor, but no less than seven days (7) nor more than fourteen (14) days after the publication of the Nominating Committee's action (the "Deadline")

and after the club adopted, at a regular meeting of the club, a resolution naming the challenging candidate.

2.07 In the event of a challenge, within seven (7) days after the Deadline the District Governor shall inform all challenged candidates and all clubs of the name(s) of any challenging candidates through a form prescribed by RI and inquire whether any club wishes to concur with the challenge. To do so a club must, on or before a date set by the District Governor, but not more than twenty-one (21) days after the Deadline, file with the District Governor a resolution of the club, adopted at a regular meeting, concurring with the challenge. To be considered valid, at least ten (10) other clubs in the District must second the resolution at their regular club meeting. If there is a valid challenge for District Governor Nominee Designate, or any other District position that challenge shall be conducted in accordance with procedures described in the Rotary International Bylaws.

2.08 If there are no valid challenges, the District Governor will, no later than fifteen (15) days of the Deadline, declare the Nominating Committee selections duly elected, and will so notify all candidates and all clubs in the District.

2.09 All candidates for the positions of District Governor Nominee Designate and/or Trustee shall be interviewed in person (preferred) or by video conferencing, even if interviewed for that position in a previous year

2.10 In order for a Nominating Committee member to vote on candidates for a specific office, he or she must attend all interviews of all candidates for such office for that year.

2.11 The final vote for District Governor Nominee Designate shall be a confidential written ballot. For other positions the confidential vote is optional. Any 1 member of the Nominating Committee may request a confidential vote for any other position. A majority of the voting members of the entire committee are required to select the District Governor Nominee Designate (DGND). The final vote for all other District Positions shall be a majority of those present and voting. All voting and discussions should be considered confidential.

2.12 In the event that the District Governor is unable or otherwise fails to meet these deadlines, the District Governor Elect shall fulfill the duties of the District Governor specified above.

2.13 The nominating committee for District Governor Nominee Designate will select one available past governor to be named vice-governor. The person for this position shall be proposed by the sitting District Governor Elect. 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.

2.14 In the event of a conflict between these nominating procedures and those outlined in the Rotary International By-Laws, those listed in the Rotary International by-laws shall prevail.

Article III District Secretary

3.01 There shall be a District Secretary who is appointed by the District Governor and who shall serve through June 30th and thereafter until a successor has been appointed. The District Secretary shall serve without personal remuneration or travel expenses but actual out of pocket expenses may be reimbursed upon approval of the District Governor.

3.02 The District Secretary shall maintain records of all business matters concerning the District including but not limited to business transacted at the District Conference, meetings of the District Trustees and other occasions as directed by the District Governor.

3.03 The District Secretary shall submit minutes of business transacted at the District Conference to the District Governor for review and approval, minutes of the Trustees meetings to the Trustees for review and approval, and all other minutes to the District Governor for review and approval.

3.04 The District Secretary shall submit copies of all approved minutes to the District Archivist.

3.05 The District Secretary shall submit, in a timely fashion, all proposed changes to the District Resolutions to the chartered Rotary clubs.

Article IV District Treasurer

4.01 There shall be a District Treasurer, who, in accordance with the procedures outlined in Article II of these resolutions, shall be elected for a term of up to three (3) years. The Treasurer shall not serve consecutive terms and will not be paid wages nor given a travel allowance. The Treasurer may appoint with approval of the District Governor one or more Assistant Treasurers to assist with the duties provided herein. Upon motion by the District Governor, the Board of Trustees may remove the treasurer by a 2/3 majority of the entire Board of Trustees

4.02 When authorized by the District Governor, the Treasurer shall open savings or checking accounts, make deposits, draw on or close such accounts that stand in the name of the Operating Account of such District Governor.

4.03 When authorized by a majority vote of all the Trustees of the District Funds, the Treasurer shall open savings or checking accounts, make deposits, draw on or close such account that stands in the name of the District Funds of Rotary District 7910. The Treasurer shall invest the funds of the district as directed by the Trustees of the District Funds from time to time.

4.04 The Treasurer shall maintain detailed accounting records of all funds collected pursuant to Article XI, the Permanent Fund of the District and all other District Funds and the Foundation Funds. The periodic financial reporting by the Treasurer of such individual accounts must show the beginning balance, additions and deletions to the account and the account balance at the end of the period value of investments at both the beginning and end of the period being reported. The financial report

of each individual fund should include footnotes that disclose unrealized income and unpaid expenses. The Treasurer shall assign to each respective Fund within his/her control the respective interest and dividends earned by such fund.

4.05 Subject to the satisfaction of the requirement to fund the Special Purpose Fund in Article XV, at the start of such provision the Treasurer shall transfer as soon as may be practicable after the close of the Rotary year and completion of the Assessment, any surplus funds standing in the Operating Fund of the immediate past District Governor into the Permanent Fund.

4.06 The Treasurer shall advance, when authorized by a majority vote of the entire board of Trustees of the District Funds, sums from the Operating Account not to exceed Ten Thousand Dollars to the District Governor Nominee and an additional Twenty Thousand Dollars to the District Governor Elect, each to be used for the expenses incurred in getting his/her Rotary Year successfully underway. Upon this advancement of such funds, a separate accounting for the respective District Governor Elect or District Governor Nominee during his/her year as District Governor. Such funds as are advanced from the Operating Account shall be repaid to the Operating Account by the respective District Governor Elect or District Governor Nominee from his/her operating fund.

4.07 The Treasurer shall provide, at District Expense, a surety bond in the amount of One Hundred Thousand Dollars (\$100,000.00) to insure the faithful performance of official duties. Said bond to be in place prior to the Treasurer assuming office.

4.08 The Treasurer shall keep accounts of all District Funds and Operating Accounts and shall present reports pursuant to section 4.10. The Treasurer shall have the authority to approve all entries in Quick Books or any other electronic accounting system utilized by the District from time to time.

4.09 The Treasurer shall receive an approved budget prior to an event and an income and expense statement from every chairperson responsible for a District 7910 event within sixty days from the termination of that event, and shall include such reports in his/her annual report. The income and expense statement shall be submitted on a form provided by the Treasurer.

4.10 The Treasurer shall provide financial information to the District Governor and the Trustees of the District Fund when reasonable requests are made for such information, but interim information must be available for Trustee and Council meetings. The Treasurer must submit a formal interim financial report, which will include detailed analysis of the operating funds and each restricted fund, to the business session of the annual District Conference. The Treasurer must provide a final financial report to the immediate Past District Governor within four months of the completion of such District Governor's term. This report shall be presented, discussed if need be, and formally adopted by the following District Conference.

4.11 The Treasurer shall reimburse expenses approved by the District Governor, District Governor Elect and District Governor Nominee, from his/her respective Operating Fund, submitted within 90

days of the expenditure. Expenses submitted after 90 days of expenditure will be reimbursed by the Treasurer only after being approved by a vote of the District Board of Trustees.

Article V District Archivist

5.01 There shall be a District Archivist who is elected for a term of three years in accordance with these Resolutions outlined in Article II. The number of consecutive terms to which the Archivist may be elected to serve shall not be restricted.

5.02 The District Archivist shall collect and maintain records of District activities, events, minutes of meetings, regulations, and resolutions, and shall catalogue and file them in such fashion that they may be readily and immediately available for reference.

5.03 The District Archivist shall be the custodian of District records and shall maintain a running inventory of them. The District Archivist shall secure receipts for all District records that are loaned. The District Archivist shall report the condition and the extent of the District records and properties each year at the District Conference Business Meeting.

Article VI District Council

6.01 There shall be a District Council which shall consist of the District Governor as Chairperson, the District Governor-elect, the District Governor Nominee, the District Governor Nominee Designate, and all Past District Governors of Rotary District 7910 who are still members in good standing of Rotary International & the District Treasurer.

6.02 Meetings of the District Council will be called by the District Governor whenever necessary, but no fewer than four times a year. No payment shall be made to members of the Council for travel or meal expenses.

6.03 Members of the District Council shall advise the District Governor, when asked, on matters of District interest, but any action taken by them shall in no way abridge the authority of the District Governor.

Article VII Board of Trustees of the District Funds

7.01 There shall be a Board of Trustees of the District Funds. The Board shall consist of the two most recent Past District Governors (still active in the district) with the Senior PDG of these as Chairperson, the current District Governor, the District Governor Elect, the District Governor Nominee, the District Governor Nominee Designee if selected, the District Treasurer, and the six Trustees of the District Funds. The District Secretary shall keep a record of all meetings, but shall have no vote.

7.02 The elected Trustees of the District Funds shall serve a term of three consecutive years. Two Trustees shall be nominated and elected each year. Trustees must have two years of service as a club officer. Club Past Presidents are encouraged to apply for this position.

7.03 A Trustee may not serve more than two consecutive terms.

7.04 The Board of Trustees shall have full authority to manage the affairs of the District Funds. The responsibility of managing District Funds includes the supervision of the investments of District Funds.

7.05 The Board of Trustees shall receive and review all requests for disbursements from the Special Purpose and Permanent funds. Their review shall include a determination of the propriety of such a request and to ascertain that the request satisfies the purpose of the fund being addressed. All disbursements require a majority vote of those attending a duly scheduled meeting of the Board of Trustees at which a quorum is present.

7.06 Meetings of the Board of Trustees of the District funds shall be called by the Chairman as required, but no fewer than four times per year. No payment shall be made to members of the Board of Trustees for meals or travel expenses.

Article VIII International Convention and Zone Institute Expenses

8.01 The District Governor-elect and District Governor Nominee shall attend both the Zone Institute (also known as the Zone Conference) held during the year they serve as District Governor-elect and District Governor Nominee respectively.

8.02 The District Governor Elect shall attend the International Convention held immediately prior to assuming office as District Governor. The District Governor Elect may also attend, as part of his/her International Convention attendance as District Governor Elect, the Pre-Convention Institute at the International Convention and any bona-fide and reasonable convention related activities and events. The District Governor Nominee is encouraged to attend the International Convention held immediately prior to assuming office as District Governor-Elect. District Operating Funds for the International Convention shall only be used as permitted in this Article.

8.03 For each of the above obligations and the discretionary Pre-Convention Institute attendance by the District Governor Elect, such individual shall be reimbursed for his/her own expenses and his/her partner for transportation (based on economy class fare if flying; traveling by car, at the mileage rate established by the current Internal Revenue Service for travel allowance), registration fees, reasonable hotel accommodations and reasonable cost of meals. The District Governor Nominee and his/her partner may be reimbursed for up to \$3000 for such expenses. Under no circumstances shall operating funds be used by a District Governor to finance travel to an international convention during their year as District Governor.

8.04 The statement of charges shall be given to the Trustees of the District Funds for assessment and for approval. Payment by the Treasurer shall be made from the operating budget of the respective individual.

8.05 The District Governor may use his/her discretion as to whether the attendance of the District Governor at the Zone Institute (also known as the Zone Conference) is appropriate or necessary. In such event, his/her reasonable expenses are a proper charge against the operating fund of the District.

Article IX Council on Legislation – Delegate and Expenses

The District shall elect a Representative and an Alternate Representative to the Rotary International Council on Legislation through the District nominating process and such representative(s) shall serve in such capacity until representation is needed for the next Council on Legislation

Article X Filling Unexpired Terms

10.01 In the event of the death, disqualification, disability, and/or prolonged absence of certain District officers (Treasurer, Archivist, Sergeant at Arms or Trustees of the District Funds), the District Governor will declare a vacancy and appoint a qualified Rotarian to complete the unfilled term until the end of the Rotary year, the next June 30th.

10.02 If the unfilled term is for a period beyond the Rotary year that will end on the next June 30th, the Governor will request the Nominating Committee to seek a qualified Rotarian to fill the unexpired term, commencing on the next July 1st.

10.03 In the event that subsequent to the selection by the Nominating Committee of a Governor Elect or a Governor Nominee Designate is disqualified from Rotary membership, or is unable or unwilling to assume the office of District Governor, it shall be the duty of District Nominating Committee to select a suitable replacement forthwith in accordance with the procedures set forth in Article II . If a valid challenge to the Nominating Committee selection is presented, the sitting District Governor shall convene a meeting of a committee consisting of all active past district governors which committee shall fill the vacancy in accordance with the applicable provisions of the RI Manual of Procedure. In the event that a replacement for the District Governor-elect is required after he/she has attended the International Assembly, the committee shall fill the vacancy in accordance with the applicable provisions of the RI Manual of Procedure.

Article XI District Cash Flow

11.01 There shall be a fund to be known as the Operating Fund of Rotary District 7910. The purpose of this fund is for the financing of District sponsored projects and the administration and development of Rotary in the District.

11.02 The financing for the Operating Fund shall be provided by all clubs in the District by way of a per capita levy on the members of those clubs. This levy will be assessed based on the club membership figures sent to Rotary International on January 1st of each Rotary year. Per capita dues are payable semiannually on July 1 and January 1, based on the number of members of the club on these dates.

11.03 The amount of the levy shall be decided at the President-Elects Training Seminar or the District Assembly by a vote of approval of three fourths of the incoming club Presidents present. If a three fourths vote is not attained, the existing annual levy will be retained, unless a different levy is approved by a majority of electors present and voting at the District Conference.

11.04 The payment of the levy is mandatory on all clubs in the District. A club which has failed to pay the levy for more than six months will have the services of Rotary International suspended until the assessment is paid.

11.05 To assure that adequate money is available to meet the cost of attendance of presidents-elect at PETS, there shall be an annual contribution from each club equal to its pro-rata share of the costs, fees and expenses assessed to the District by Northeast Multi-District PETS and Pre-PETS Meeting Costs. This contribution shall be included in the July District billing and shall be posted to the DGE. The Incoming District Governor shall provide a good faith estimate of each club's PETS assessment and Pre-PETS Meeting Costs to the Presidents-elect. The District Governor shall inform the clubs of the actual PETS assessment as soon as practical after the District receives its PETS assessment. The payment of the PETS levy and Pre-PETS Meeting Cost is mandatory on all clubs in the District, and is considered a part of the Club's annual levy.

11.06 To assure that adequate money is available for the District Conference, there shall be an annual contribution from each club in the amount of Five Dollars (\$5.00) per member, based on each club's membership figures sent to RI on July 1st of each year. The purpose of the Fund is to more adequately provide for the annual Conference of District 7910, and to eliminate the necessity of charging registration fees for attendance by any Rotarian and his/her partner at this Rotary function.

11.07 The budget for any District event must be approved by the District Governor prior to the commitment to any item of expense. Such approved budget is to be submitted by the event chair to the District Treasurer.

11.08 The District Governor shall certify to the Board of RI the name of any club that has failed for more than six (6) months to pay its cumulative per capita levy.

Article XII Permanent Fund

12.01 There shall be a fund known as the "Permanent Fund of Rotary District 7910" which is intended as auxiliary financial support of Rotary within the District, particularly in times of stress, when the Operating Fund, through some emergency, may become depleted. Disbursements from the Permanent Fund shall be authorized by a majority vote of the entire Board of Trustees of the District Fund. This vote must be taken at a duly called meeting of the Trustees of the District Funds and the item being voted on must appear on an agenda which has been published and distributed to the Trustees of the District Funds prior to the meeting.

12.02 The Permanent Fund may also be used for beneficial purposes to further the goals of Rotary within District 7910. Expenditures of this type must be recommended by the District Governor and be approved by a two-thirds vote of the entire Board of Trustees of the District Funds.

12.03 In no case, other than an emergency situation, may the Trustees of the District Funds approve any expenditure which would allow the balance of the Permanent Fund to fall below the current operating budget as defined in Article XI, sections 11.01 and 11.02.

Article XIII Assessment Committee

13.01 The District Governor shall appoint an Assessment Committee whose function shall be to review the operating account balance sheet for the next prior year: such account having been closed as of October 1st of the current year pursuant to Article 4.05 of these By-laws.

13.02 The Assessment Committee shall conduct a financial review of the District's finances to include: District Funds, Foundation Funds, and those referred to in Article XI. The Committee shall issue a report at the Annual Business Meeting and it shall include:

- (a) Identification of the period covered by the assessment and a statement as to the adherence by the District to its financial management plan.
- (b) Detail as to expenditures for all grants, reconciling disbursements against supporting documentation, details of disbursements to indicate compliance with grant requirements, confirmation of competitive bidding where appropriate or required, compliance with any disbursement requirements by the provider of the grant funds and any conclusions or recommendations deemed appropriate.

13.03 The Assessment Committee may create a subcommittee to assess the Foundation Funds, but not include individuals directly involved with The Rotary Foundation grants and must meet the requirements found in the bylaws of Rotary International and The Rotary Foundation. The Committee must have at least three members, one of whom is a past district governor and a second who has had some past experience with assessments, except that the past district governor member cannot be the governor whose operating fund is being assessed.

Article XIV Budget Committee

14.01 The District shall be operated on a Budget to be arrived at by a Budget Committee of six members. The Committee shall consist of the District Governor Elect as Chairperson, the District Governor Nominee, the District Governor Nominee Designate, if chosen, the Chairperson of the Board of Trustees, the Treasurer, and the sitting District Governor. The balance of the Trustees of the District Funds should be available to aid the Budget Committee in preparing budget. The Budget Committee should meet within sixty days immediately preceding the PETS meeting at which the budget may be adopted.

14.02 The detailed items of the budget should be flexible to allow for unexpected expenses. This Committee will be concerned with the Operating Account moneys only, and should submit a report of its recommendations and findings at the next District Council meeting.

Article XV Special Purpose Fund

15.01 The District Treasurer shall maintain a separate account to be known as the Special Purpose Fund. The initial funding for this Fund shall be the balances remaining in the District Education Fund and the Governors Rinehart's Scholarship, which are hereby merged.

15.02 The Trustees of the District Funds shall administer this Fund.

15.03 It shall be the purpose of this Fund to support those special projects and needs not normally anticipated and not normally provided for in the Operating Budget of the District. Such needs might include but not be limited to additional support for outgoing and incoming Group Study Exchanges, Ambassadorial Scholars, special purpose scholarships, or disaster relief. This fund shall not be used to cover any shortfall in the Operating Fund.

15.04 Requests for disbursement of funds hereunder may be made to the Trustees by the District Governor, the District Governor Elect, any Trustee of the District Funds or any Past District Governor.

15.05 Single purpose disbursements shall be limited to the greater of Three Thousand Dollars (\$3,000.00) or 10% of the principal balance of the fund.

15.06 Disbursements must be voted by a majority of the Trustees in attendance at any duly called meeting of the Trustees at which a quorum is present and for which advance notice of the request has been provided.

15.07 Disbursements, when appropriate, may be in the form of a loan rather than a grant. Loan disbursements shall not be subject to the limitation of Section 5 of this article.

15.08 Upon the closing of the Operating Fund as provided in Article IV, the District Treasurer shall transfer to this Special Purpose Fund, an amount equal to one-third of the remaining funds, if any, in the Operating Fund.

Article XVI Not Currently Used

Article XVII Committees Not Otherwise Specifically Mentioned Herein

17.01 In addition to the Committees provided herein, the District Governor, in consultation with the Steering Committee, shall establish such committees as the District Governor deems necessary or beneficial to the District (a "District Committee"). The District Governor, District Governor-Elect, District Governor-Nominee, District Governor Nominee-Designate shall be ex officio members of each committee so established.

17.02 The Chair of each District Committee shall be appointed by, and serve at the pleasure of, the District Governor. The District Governor-Elect is strongly encouraged to select incoming District Committee chairs prior to attending the International Assembly. If a Chair is expected to serve beyond the year of the then current District Governor, the appointment shall be made by unanimous consent of the Steering Committee. To encourage development of ideas and leadership skills of Rotarians, no one may serve more than three (3) consecutive years as Chair of the same Committee but may be reappointed as chair of such Committee after a full year of absence from committee chair.

17.03 Prior to preparing the annual budget, the District Governor-Elect shall confer with each District and other Committee to determine income and expense proposals by each such Committee. Having full responsibility during his/her Governor year for the District's operating funds, the District Governor is free to shift budget priorities based on the needs of the District as determined by the District Governor.

As a normal part of implementing the Committee's objectives, the Chair of a District Committee shall confer with the Governor regarding the income and expenses of such District Committee, and after each event, shall promptly submit budget and expense reconciliations to the District Governor.

17.04 District Committee meetings shall be open to all Rotarians. The Chair shall ensure that minutes of each meeting are taken and published promptly after the meeting. All decisions of a District Committee shall be considered recommendations to the District Governor.

Article XVIII Steering Committee

18.01 There shall be a Steering Committee consisting of the District Governor, the District Governor-elect, the District Governor-Nominee and the District Governor Nominee-Designate, if selected.

18.02 The Steering Committee shall meet on a monthly basis with the District Governor as Chair.

18.03 It shall be the purpose of the Steering Committee to advise the District Governor and provide for continuity of District affairs from year to year.

Article XIX Resolutions and By-laws Committee

19.01 There shall be a "District Resolutions and By-laws Committee" composed of the three most recent immediate Past District Governors, the District Governor, District Governor Elect, District Governor Nominee, District Governor Nominee Designate, if selected and the District Parliamentarian. The Chair of this Committee shall be the most senior member of the Past District Governors on the Committee. The District Parliamentarian shall not serve as the Chair.

19.02 The Committee shall review the By-laws each year and make recommendations to the Clubs to consider in anticipation of presentation at the Business Meeting.

19.03 These By-laws may be amended, altered, or replaced in whole or in part by majority vote of the voting delegates at any Annual Business Meeting for which advance notice of such proposed change is provided in the notice of such Meeting.

19.04 Changes may be proposed by the District Governor, the District Council, Trustees of the District Funds, a Rotary Club in the District upon a vote of that club, or by the District Resolutions Committee. The District Governor shall notify all clubs of the procedure for amending the Resolutions of District 7910 at least five months prior to the District Business Meeting. The changes must be submitted in writing to the District Secretary, with a copy to the Chair of the Resolutions Committee, postmarked no later than ninety days prior to the date of the District Business Meeting where the proposed changes are to be acted upon.

19.05 The District Resolutions and By-laws Committee will send to the District Secretary its recommendations regarding any proposed changes at least forty-five days before the District Business Meeting, and the District Secretary, will send to each Club President copies of all proposed changes together with the recommendations from the District Resolutions Committee at least thirty days prior to the date of the District Business Meeting.

Article XX Business Meeting

20.01 The District Governor Elect shall select a date (or dates) and location for a District Business Meeting during his or her year as Governor. The Business Meeting may be held as a part of the schedule for the District Conference at the discretion of the District Governor.

20.02 At least thirty (30) days prior to the scheduled Business Meeting, the District Governor shall inform each club how many votes it is entitled to in accordance with the RI By-laws.

20.03 Regarding voting at Business Meeting. Procedure at the Business Meeting shall be governed by the By-Laws and the Manual of Procedure and for matters not covered in either, by Robert's Rules of Order.

20.04 The District Governor shall chair the Business Meeting and may limit the amount of time an individual speaker may have and the number of times an individual speaker may speak on a given motion. The chair shall have the discretion to require that any substantive motion to be voted on be

submitted in writing. Proxcedure at the Business Meeting shall be governed by the most recent edition of Robert's Rules of Order unless provisions of these By-laws provide otherwise.

20.05 The Agenda for the District Business Meeting shall include, at a minimum:

- (a) Acceptance of the Minutes of the prior Business meeting
- (b) Report of the District Treasurer
- (c) Report of the Assessment Committee
- (d) Repoiert of the Foundation Committee
- (e) Report of the District Secretary
- (f) Reoport of the District Nominating Committee
- (g) Elections as may be appropriate
- (h) Report of the Resolutions and By-laws Committee
- (i) Old Business
- (j) New Business
- (k) Any other matter required to be included pursuant to RI By-laws

20.06 The District Governor along with the Conference Chair and the District Secretary shall prepare and execute a written report of the Conference proceedings within thirty (30) days of the adjournment of said Conference. Three copies of such report shall be transmitted to the general secretary of Rotary International and one each to the constituent Clubs in the District and to the District Archivist.

20.07 Quorum. Thirty percent (30%) of the Clubs in the District represented by one or more delegates at the annual Business Meeting shall constitute a quorum for the transaction of business.

Article XXI Public Relations Committee

21.01 There shall be a Public Relations Committee appointed by the District Governor.

21.02 The purpose of the Committee shall be to promote the activities of Rotary International, District 7910 and the clubs of the District as well as all such other Rotary communications and information as the Committee and the District Governor may deem in the best interest of Rotary.

Article XXII District Leadership Plan

22.01The District shall have a Leadership Plan that includes, at a minimum: ensuring that each club is visited by a District officer prior to September 1st for the purpose of reviewing the club's plans and providing guidance where appropriate, the appointment of Assistant Governors and specifying their minimum duties, scheduling of all appropriate training sessions for club officers, scheduling of the Annual Business Meeting and such other matters deemed appropriate by the District Governor.

22.02 The District Governor Elect shall present his/her proposed Leadership Plan to the District Council prior to June 1st preceding the start of his/her year and to the clubs at the District Assembly next preceding his/her term as Governor for comments and suggestions. The Leadership Plan may be identical from year-to-year and changed only to fit the intended program of the incoming Governor.

Article XXIII Sergeant at Arms

23.01 There shall be a District Sergeant at Arms who, accordance with the procedures outlined in Article II of these Resolutions, shall be elected for a term of three years.

23.02 The Sergeant at Arms shall be responsible to maintain the District banners and other property of the District as directed by the District Governor, all of such items to be duly turned over to his or her successor upon appointment.

23.03 The Sergeant at Arms shall ensure that such items within his or her control are readily available for use throughout the District.

23.04 The Sergeant at Arms shall provide an annual report to the District Governor of all District property in his or her possession. Such report shall be provided within thirty days prior to the District Business Meeting , with copy to the District Governor Elect.

23.05 The Sergeant at Arms shall be the custodian of District properties and shall maintain a running inventory of them. The District Sergeant at Arms shall secure receipts for all District properties that are loaned. "Properties" as used in this section shall exclude records maintained by the District Archivist.

Article XXIV Not Currently Used

Article XXV Youth Protection Policy

The District shall have a Youth Protection Policy that contains, at a minimum, its stated purpose, the all-inclusiveness of the provisions, definitions, coverage of volunteers and participants, existence of liability insurance, publication of the Plan to all clubs, training where appropriate, procedures relative to complaints or suggestions and the procedure for review of all complaints and incidents.

Article XXVI Code of Conduct

Definitions. For the purpose of Section 26.01 through 26.05 the following definitions shall apply:

"District 7910 Activity" means attendance at or participation in any Rotary District 7910 event, meeting, or other activity, and includes without limitation service as a District Officer, Committee Chair, or any other district position.

“Inappropriate Conduct” means a comment, conduct or gesture directed toward an individual or group of individuals which is reasonably considered to be insulting, intimidating, humiliating, malicious, degrading or offensive.

“Repeated Inappropriate Conduct” means Inappropriate Conduct that persistently or continually torments, bothers, persecutes, or subjects to attack or hostilities, another person.

“Protection Committee” means the District Committee charged with reviewing complaints of Inappropriate Conduct involving any District 7910 Activity, and shall consist of the District Governor Nominee, District Governor Nominee Designate, if any, and District Parliamentarian. The Protection Committee’s power and authority is limited to reviewing events and circumstances occurring at District 7910 Activities, and under no circumstances may the Protection Committee investigate any matter internal to any Rotary Club in District 7910.

26.01 Code of Conduct. Rotary District of 7910 is dedicated to providing an environment in which all Rotarians are treated with dignity and respect. Rotarians participating in any District 7910 Activity are expected comply with the Rotary Code of Conduct, including avoiding behavior that reflects adversely on Rotary or other Rotarians. No Rotarian engaged in any District 7910 Activity shall engage Repeated Inappropriate Conduct.

26.02 Complaints. Any individual Rotarian who believes they have been directly subject to Repeated Inappropriate Conduct involving a District 7910 Activity, and/or the Board of Directors of any club in which one of their members may have been directly subject to Repeated Inappropriate Conduct involving a District 7910 Activity, may file a written complaint with the District Governor. The Complaint shall name the parties involved, and describe in reasonable detail the circumstances giving rise to the Inappropriate Conduct.

26.03 Procedure. Upon receipt of a complaint, the District Governor shall forward the same to the Protection Committee, who shall investigate the facts alleged in the Complaint. The Protection Committee may interview witnesses, the complainant and the person accused, and/or seek written statements from any person. The Protection Committee shall consider the matter and present its findings and recommendations to the District Governor.

26.04. Review of Protection Committee Findings and Recommendations. The District Governor shall consider the findings and recommendation of the Protection Committee and within thirty (30) days after receipt of such findings, the District Governor shall take such action within the District Governor’s power as the District Governor deems appropriate to ensure that the offending conduct does not reoccur, including but not limited to removing the offending Rotarian from appointed District office, barring the offending Rotarian from future District 7910 Activities during his/her term as District Governor, and/or reporting the findings to the Board of Directors of the offending Rotarian’s club.

Article XXVII Remote or Distributed Meetings

Article XXVII Remote or Distributed Meetings

27.01 It shall be the policy of this District that no vote may be counted at any Committee meeting unless the individual member of such Committee and casting such vote is present in person or electronically. Any person participating in a meeting utilizing technology by which all persons participating in such meeting may simultaneously hear each other during the meeting shall be deemed present, in person, and entitled to vote. Action taken without meeting must be unanimous and in writing, electronic or otherwise.

27.02 Action Without Meeting: Any action required or permitted to be taken by any boards, committees, councils and the like (a "Voting Body") under the 7910 By-Laws may be taken without a meeting if the action taken is by an unanimous affirmative vote of such Voting Body. The required affirmative vote of each member of the voting body must be evidenced in writing and shall be effective when the required number of affirmative votes have been received, unless the vote specifies a different effective date. A vote taken under this section has the same effect as if taken at a meeting. Votes by electronic means shall be deemed to be in writing for purposes of these District 7910 By-laws.

As originally adopted by the District Conference in May, 1982, and amended at the District Conferences in 1983, 1984, 1985, 1986, 1988, 1989, 1991, 1992, 1994, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2010, 2011, 2012, 2013, 2016, 2017, 2018, 2019, 2020 and 2021.