

1 **BYLAWS OF ROTARY INTERNATIONAL DISTRICT 7780**
2 Amended May 20, 2017

3 **Article I – DEFINITIONS**

4 Section 101 – The following terms shall, for purposes of these bylaws, have the meanings stated.

5 Section 102 – “Rotary District 7780” or “District” is a group of clubs within a geographic territory estab-
6 lished by Rotary International for administrative purposes, comprising a portion of southwestern Maine
7 and eastern and coastal New Hampshire. For purposes of these bylaws the District shall have three
8 divisions:

9 Division A: Clubs in New Hampshire;

10 Division B: Clubs in York and Oxford Counties, Maine; and

11 Division C: Clubs in Cumberland, Lincoln and Sagadahoc Counties, Maine.

12 Section 103 – Purpose. The activities and organization of the District exist solely to help the individual
13 club advance the Object of Rotary and should not tend to diminish services provided by clubs and
14 individual Rotarians on the local level.

15 Section 104 – “Year” means the Rotary year, from July 1 through June 30.

16 Section 105 – “Member” or “Club Member” means a member in good standing, other than honorary, of
17 a District club.

18 Section 106 – “Delegate” means an “elector” as described in RI Bylaws section 15.050.1.

19 Section 107 – “Special Meeting” means a “district resolutions meeting” as described in RI Bylaws section
20 15.040.1.

21 Section 108 – Past and Future Governors.

22 (a) Past District Governors (“Past Governors”) are former officers of Rotary International and not
23 of a district. Therefore all Past Governors are entitled to the same privileges as Past 7780
24 Governors.

25 (b) “Past 7780 Governor” means a Past Governor of District 7780 or of a predecessor district.

26 (c) “Future Governors” means the governor-elect, governor-nominee, and governor-nominee desig-
27 nate of District 7780.

28 Section 109 – Abbreviations. As used in these bylaws:

29 “RI” means Rotary International.

30 “RI Code” means the RI Code of Policies.

31 “TRF” means The Rotary Foundation.

32 “TRF Code” means The Rotary Foundation Code of Policies.

33 “RI Governance Documents” means the RI Constitution, RI Bylaws, RI Standard Club Constitution,
34 RI Code and TRF Code.

35 “PETS” means Presidents-elect Training Seminar.

36 “CoL/CoR” means the RI Council on Legislation and Council on Resolutions.

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Article II – OFFICERS

Section 200 – Governor. The governor is an officer of Rotary International and, as such, has the duty of furthering the Object of Rotary by providing leadership and supervision of the clubs in the District. The Governor is a member *ex officio* of all District committees except the Nominating and Audit Committees.

Section 201 – Officers. The District officers shall be a Secretary, a Treasurer, and a Historian. The same person shall not serve simultaneously as Secretary and Treasurer.

Section 202 – Secretary.

Section 202.1 Selection. The incoming Governor shall appoint a Rotarian knowledgeable in Rotary and familiar with District meetings to serve as Secretary for a one-year term concurrent with the incoming Governor’s year of service as Governor. The Secretary may serve for a total of not more than five years.

Section 202.2 Duties. The Secretary shall:

- (a) Assist the Governor in making arrangements for District meetings and shall compile proper minutes of all such meetings.
- (b) Handle correspondence as directed by the Governor.
- (c) Maintain complete files and records of all District business.
- (d) Act as secretary of the Annual Business Meeting.
- (e) Deliver all continuing committee files to the incoming Governor within one month following the end of the year.
- (f) Relieve the Governor of other routine tasks as requested.

Section 203 – Treasurer.

Section 203.1 Selection. The incoming Governor shall appoint a Treasurer for a one-year term concurrent with the incoming Governor’s year of service as Governor. The Treasurer may serve for more than three consecutive years.

Section 203.2 Bonding. The Treasurer shall, at the expense of the District, be bonded in such amounts as the Finance Committee shall reasonably require, but in no event less than the amount of District funds handled by the Treasurer during the preceding year.

Section 203.3 Duties. The Treasurer shall:

- (a) Promptly pay all District expenses upon receipt of proper documentation supporting such payment.
- (b) Properly account for all District funds.
- (c) Provide to the Governor and the Finance Committee, at least quarterly, a report of all receipts and expenditures, together with such information as the Governor may request.
- (d) Serve as member of the Finance Committee.
- (e) As soon as practicable after September 1, prepare and forward to each District club a statement of its per capita dues as determined under Section 502.2.

- 73 (f) Send to the Governor, each club president, and each Past 7780 Governor, as soon as prac-
74 ticable after July 1 but no later than December 31, a statement of income and expenditures
75 for the preceding year reviewed by a public accountant not serving as a member of the
76 Finance Committee.
77 (g) File all tax returns and other returns or reports required by law.

78 Section 204 – Historian.

79 Section 204.1 Selection. The incoming Governor shall appoint a Historian for a one-year term
80 concurrent with the incoming Governor’s year of service as Governor. The Historian may serve for
81 more than three consecutive years.

82 Section 204.2 Duties. The historian shall:

- 83 (a) Keep and maintain a record of information important to the history of the District.
84 (b) Act as custodian of District property and maintain an inventory of such property.
85 (c) Investigate alternatives for suitable depository for District historical records.
86 (d) Report annually to the District Conference.

87 **Article III – COMMITTEES**

88 Section 301 – Standing Committees. The standing committees of the District shall be the Council of
89 Governors, the Finance Committee, the Nominating Committee, the Foundation Committee, the Financial
90 Oversight Committee and the Bylaws Committee.

91 Section 302 – Council of Governors.

92 Section 302.1 Composition. The Council of Governors shall comprise all Past Governors who are
93 Members of District clubs.

94 Section 302.2 Duties. The Council shall act as an advisory committee to the Governor and the
95 Governor-elect during their respective terms in office.

96 Section 302.3 Meetings. The Council shall meet at the call of the Governor or of a majority of the
97 members of the Council. The Governor shall preside at meetings of the Council.

98 Section 303 – Finance Committee.

99 Section 303.1 Composition. The Committee shall consist of:

- 100 (a) the Governor,
101 (b) the Governor-elect,
102 (c) the Treasurer,
103 (d) the three immediate Past 7780 Governors, and
104 (e) three members, chosen as provided in Article VI, one from each division, to serve staggered
105 three-year terms. Preference shall be given to candidates with
106 (i) previous service as club president or treasurer, and/or
107 (ii) accounting/finance as a component of their vocation or profession.

108 Section 303.2 Duties. The Finance Committee is responsible for the fiscal integrity of the District.
109 In particular, it shall

- 110 (a) prepare the budget for the coming year in cooperation with the Governor-elect;
- 111 (b) monitor compliance with the budget during the year and approve deviations;
- 112 (c) review and recommend the amount of the per capita levy to be approved in accordance with
- 113 RI Bylaws section 15.060.2;
- 114 (d) assure that proper records of income and expenditures are kept; and
- 115 (e) prepare an annual financial report to be presented for discussion and adoption at the District
- 116 Conference.

117 Section 303.3 Meetings. The Governor shall appoint a committee member who is a Past Governor
118 as chair.

119 Section 304 – Nominating Committee.

120 Section 304.1 Composition. The Committee shall consist of:

- 121 (a) five immediate Past 7780 Governors, the most senior of whom shall serve as chair and the
- 122 least senior of whom shall serve as an alternate,
- 123 (b) three immediate past presidents of District clubs, one from each division, with a fourth
- 124 appointed as an alternate,
- 125 (c) the governor-nominee, and
- 126 (d) an assistant governor.

127 Past Governors shall be appointed to a term of four years and past presidents, the governor-
128 nominee and the assistant governor to a term of one year.

129 Section 304.2 Duties. As provided in Article VI, the Committee shall choose a candidate for
130 Governor-nominee-designate, a member of the Finance Committee, and the District representative
131 and alternate to the CoL/CoR in those years designated by RI for the election of the representative.
132 All proceedings and deliberations of the committee shall be held strictly confidential.

133 Section 304.3 Meetings. The Committee shall meet after October 15 for the selection of Candidates
134 and announce the selection no later than December 1.

135 Section 304.4 Special rule for selection of representative to the CoL/CoR.

- 136 (a) If any member of the committee is a candidate for the office of representative to the
- 137 CoL/CoR, the selection shall be made by a CoL/CoR nominating committee.
- 138 (b) The members of the CoL/CoR nominating committee shall be as stated in Section 304.1 but
- 139 excluding the candidate(s). The Governor may appoint Past 7780 Governors to fill any
- 140 vacancy thus created.
- 141 (c) Except as noted, the provisions of Section 304 and Article VI shall apply.

142 Section 304.5 Terms of Reference. The terms of reference of the Nominating Committee, including
143 the method of selecting members of the committee, shall be affirmed annually by majority vote of
144 the Annual Business Meeting.

145 Section 305 – Foundation Committee.

146 Section 305.1 Composition. The committee shall consist of:
147 (a) Eight members, who shall serve staggered three-year terms, including a Past Governor as
148 chair and other members as required by TRF;
149 (b) An Assistant Governor, who shall serve a one-year term; and
150 (c) The Governor and the Governor-elect.
151 (d) The Governor-nominee and the Governor-nominee-designate shall be non-voting members.

152 Section 305.2 Appointment. Upon expiration of the term of the Committee chair the incoming
153 Governor, in conjunction with the Future Governors, shall appoint a successor for a three-year term.

154 Section 305.3 Duties. The duties of the Foundation Committee and its subcommittees shall be as set
155 forth in the TRF Code. Additional subcommittees may be appointed, the responsibilities of which
156 shall be determined by reallocating responsibilities from the other subcommittees

157 Section 306 – Financial Oversight Committee.

158 Section 306.1 Composition.
159 (a) The Committee shall consist of three members, who shall serve staggered three-year terms.
160 (b) At least one member shall be a Past Governor or a person with audit experience.
161 (c) The Governor, District Treasurer, signatories of District bank accounts, members of the
162 Finance Committee, Foundation Committee Treasurer, and individuals directly involved
163 with TRF grants are ineligible to serve on the Financial Oversight Committee.

164 Section 306.2 Duties. The Committee shall:
165 (a) conduct the annual financial assessment of Foundation Committee Grant funds as required
166 by the Memorandum of Understanding between the District and TRF; and
167 (b) develop and maintain procedures for conducting its examinations of the accounts, and
168 review and update them at least annually.

169 Section 307 – Bylaws Committee.

170 Section 307.1 Composition.
171 (a) The Committee shall consist of three members, who shall serve staggered three-year terms.
172 Preference shall be given to candidates with
173 (i) law or legal matters as a component of their vocation or profession, and/or
174 (ii) experience in the use of parliamentary procedure.
175 (b) At least one member shall be a Past Governor.
176 (c) The District representative to the CoL/CoR shall be a non-voting member.
177 (d) The Governor shall designate one of the committee members, who is familiar with RI
178 organization and policies, as chair.
179 (e) The District Parliamentarian shall be an *ex-officio* member of the Committee.

180 Section 307.2 Duties. The Committee shall:
181 (a) review the bylaws on an ongoing basis and recommend amendments to the Governor for
182 consideration at the Annual Business Meeting; and
183 (b) review bylaws amendments proposed by District clubs as provided in Section 710(b) and
184 present its recommendations at the Annual Business Meeting.

185 Section 308 – Other Committees.
186 (a) The Governor shall create such additional committees and subcommittees as may appear
187 necessary or desirable to the effective promotion of the program of Rotary in the District and
188 appoint their chairs and members, giving due regard to continuity in the District organization.
189 (b) The District organization shall be only as extensive as the Governor deems necessary to the
190 effective promotion of the program of Rotary in the District.

191 Section 309 – Electronic Meetings. Any member of a committee may participate in a meeting thereof by
192 means of a telephonic or electronic device by which all persons participating in the meeting can hear each
193 other at the same time, and participation in such manner shall constitute participation in person at such
194 meeting.

195 Section 310 – Committee Policies. Committees may adopt policies and procedures for their internal
196 operations, subject to approval by the Governor, consistent with these bylaws and with the RI Governance
197 Documents. Committees shall keep records of their actions in the form of minutes of meetings or
198 otherwise as appropriate. The chair of the committee shall promptly forward copies of such records to the
199 Governor.

200 Section 311 – Vacancies.
201 (a) The Governor shall fill by appointment any vacancies occurring in committees during his or her
202 term in office by reason of death, resignation, removal or otherwise.
203 (b) The incoming Governor shall fill by appointment vacancies arising at the beginning of his or her
204 term as Governor by expiration of terms of office.
205 (c) Appointments to multi-year positions shall be made in consultation with the Future Governors
206 affected.

207 **Article IV – MEETINGS**

208 Section 401 – District meetings shall include the District Conference, the District Assembly, the PETS,
209 and the District Business Meeting.

210 Section 402 – District Conference.

211 Section 402.1 Date and Place

212 (a) The Governor-elect shall select the date and place for the District Conference in the
213 following year and present it to the presidents-elect at the District Assembly for approval.
214 The Governor-elect shall announce the date, place and the name of the host club for said
215 Conference at the prior year’s District Conference.
216 (b) The Conference shall not conflict with the District Assembly, the International Assembly,
217 or the International Convention.
218 (c) The District Conference and the District Assembly shall be held as separate, unrelated
219 meetings unless special circumstances require consecutive meetings, in which case the
220 District Conference shall be held as the second such meeting.

221 Section 402.2 The Governor shall recommend to each District club that it recommend its president
222 and other members of its leadership team attend the District Conference, and that the club be
223 encouraged to contribute to their registration and expense of attendance.

224 Section 403 – District Assembly.

225 Section 403.1 Date and Place.

- 226 (a) The Governor-elect shall, with the approval of the Governor, select the date, place and host
227 club for the District Assembly to be held in the year preceding his or her term of office as
228 Governor.
- 229 (b) The District Assembly shall be held after the International Assembly but before June 1, and
230 shall not conflict with the PETS or the International Convention.

231 Section 403.2 Voting. Each president-elect shall have one vote.

232 Section 403.3 A Rotarian nominated to serve as a District club president or secretary shall commit
233 to attend the District Assembly if elected.

234 Section 403.4 Alternate Disposition. If no District Assembly is held or a quorum is not obtained at
235 the District Assembly, any matter that could have otherwise been determined at such District
236 Assembly may be determined in a ballot by mail in accordance with the RI Bylaws.

237 Section 404 – Presidents-elect Training Seminar “PETS.”

238 Section 404.1 Date and Place.

- 239 (a) The Governor-elect, in cooperation with the Governor, shall select the date, place and host
240 club for the PETS.
- 241 (b) The date shall preferably not be later than one month following the International Assembly
242 and at a different time than the District Assembly.
- 243 (c) The PETS may be held as a multi-district activity with nearby districts.

244 Section 404.2 Any Rotarian elected to serve as president of a District club shall commit to attend the
245 PETS.

246 Section 405 – District Business Meeting (formerly “District Council on Legislation”). The formal
247 business of the District shall be transacted at the District Business Meeting.

248 Section 405.1 Date and Place.

- 249 (a) Annual Meeting. The annual meeting shall be held during the District Conference at a time
250 designated by the Governor.
- 251 (b) Special Meeting. A special business meeting may be called by the Governor at a time and
252 place conducive to attendance by club representatives (*e.g.* in connection with a previously
253 scheduled district-wide event).

254 Section 405.2 Agenda. No later than 30 days prior to each business meeting the Governor shall
255 forward to each District club president and to each Past Governor a notice of the time and place of
256 the meeting and a tentative agenda of matters to be considered at the meeting.

- 257 (a) Annual Meeting. The agenda shall include without limitation:
258 (i) The composition and terms of reference of the Nominating Committee
259 (ii) Election of the District member of the nominating committee for RI director and
260 alternate in years specified by RI for such election.
261 (iii) Any other matter upon which a Delegate demands a poll, including but not limited to:
262 (A) Resolutions proposing amendments to these bylaws;
263 (B) Other resolutions proposed by a District club or the Governor.

264 Section 405.3 Composition. The District Business Meeting shall comprise:

- 265 (a) Voting Delegates of District clubs as follows:
266 (i) At least one Delegate from each club: the president or a Club Member appointed by the
267 president.
268 (ii) A club with a membership of more than 25 shall be entitled to one additional Delegate
269 for each additional 25 Members or major fraction thereof.
270 Club membership shall be determined as of the preceding January 1.
271 (b) Past and Future Governors, who shall have voice but no vote, unless elected as a Delegate.
272 (c) The Governor.

273 Section 405.4 Meetings.

- 274 (a) Meetings shall be open to attendance by all Rotarians, and any Rotarian may speak to any
275 issue under consideration.
276 (b) The Governor shall serve as Chair; in the absence of the Governor the most recent Past 7780
277 Governor shall preside.
278 (c) The Chair may appoint a parliamentarian to act as an advisor in matters of parliamentary
279 procedure.

280 Section 405.5 Voting.

- 281 (a) Every Member of a District club present at a district business meeting shall be entitled to
282 vote on all matters submitted to a vote at such meeting, except:
283 (i) election of a member and alternate member of the nominating committee for director;
284 (ii) composition and terms of reference of the nominating committee for governor; and
285 (iii) election of the representative and alternate representative of the District to the Council
286 on Legislation.
287 However, any Delegate shall have the right to demand a poll upon any matter presented to
288 the meeting and in such cases voting shall be restricted to Delegates.
289 (b) Each Delegate shall have one vote.
290 (c) Presence of Delegates from a majority of District clubs shall constitute a quorum for the
291 transaction of business.
292 (d) When voting on the election of a member and alternate member of the nominating
293 committee for director, composition and terms of reference of the nominating committee for
294 governor, or election of the club representative and alternate representative of the district to
295 the Council on Legislation, all votes from a club with more than one vote shall be cast for
296 the same candidate or proposition. Each club shall designate one Delegate to cast all of its
297 votes. For votes requiring or utilizing single transferable ballot with three or more
298 candidates, all votes from a club with more than one vote shall be cast for the same ordered
299 choices of candidates.
300 (e) A club may designate a proxy for its absent Delegate(s) as provided in RI Bylaws 15.050.3.

301 Section 405.6 Alternate Disposition. If no District Conference is held or a quorum is not obtained at
302 any business meeting of the District, any matter that otherwise could have been determined at such
303 meeting may be determined in a ballot by mail in accordance with the RI Bylaws.

304 Article V – DISTRICT FINANCES

305 A. FUNDS

306 Section 501 – Funds. The District shall maintain two funds for the conduct of District business: the
307 Operating Fund and the Foundation Fund.

308 Section 502. The Operating Fund.

309 Section 502.1 The Operating Fund exists to adequately finance the administration and development
310 of Rotary in the District and to finance District-sponsored projects, except those relating to The
311 Rotary Foundation, while keeping the cost of membership in Rotary at a minimum.

312 Section 502.2 The Operating Fund shall be funded by the District clubs through a per capita levy.

313 (a) The levy shall be based on club membership as of the preceding July 1.

314 (b) The amount of the levy shall be determined by the Operating Fund budget approved at the
315 District Assembly.

316 (c) The levy shall be payable to the Treasurer upon receipt of invoice.

317 Section 502.3 Reserve. If the Operating Fund balance at the end of the year (i.e. 2012) is in excess
318 or falls short of the 20% of the approved operating budget for the current year (i.e.2013), the excess
319 or shortage shall be factored in when computing the per capita levy for such following year (i.e.
320 2014). A separate general ledger account will be maintained for the 20% reserve.

321 Section 503 – The Foundation Fund.

322 Section 503.1 The Foundation Fund is established to assist the clubs of the District with their
323 achievement of the fourth Object of Rotary.

324 Section 503.2 The Foundation Fund shall be supported by an annual per capita levy.

325 (a) The levy shall be based on club membership as of the preceding July 1.

326 (b) The amount of the levy shall be determined by the Foundation budget approved at the
327 District Assembly.

328 (c) The levy shall be payable to the Treasurer with the District dues.

329 Section 504 – Deposit of Funds.

330 (a) All monies of the District shall be deposited in the name of “Rotary International District 7780”
331 in one or more accounts in federally insured financial institutions maintaining offices within the
332 District.

333 (b) The Operating Funds and the Foundation Funds will be maintained in separate accounts.

- 334 (c) The accounts shall be established and maintained in such a manner that the bank statements and
335 canceled checks may be reviewed online by the Treasurer, Governor and Governor-elect. The
336 Treasurer will print monthly copies for the reconciliation purposes.

337 **B. BUDGETS**

338 Section 511 – Budgets. Separate budgets shall be prepared for the general operations of the District (the
339 “Operating Budget”) and for the Foundation Committee (the “Foundation Committee Budget”).

340 Section 512 – The Operating Budget.

341 Section 512.1 Budget Process.

- 342 (a) Each year the Governor-elect, in consultation with the other Future Governors, shall prepare
343 and submit to the Finance Committee a requested budget of expenditures from the Operating
344 Fund for the following year.
- 345 (b) No later than March 1 the Finance Committee shall meet with the Governor-elect to discuss
346 the budget request.
- 347 (c) Based on the Governor-elect’s budget request, and taking into account (i) estimated funds
348 available from RI and (ii) District funds expected to be remaining at year end, the Finance
349 Committee shall prepare a recommended budget for the coming year.
- 350 (d) The Governor-elect shall distribute the Finance Committee’s recommended budget to the
351 incoming presidents at the PETS.
- 352 (e) The Finance Committee shall present its recommended budget to the presidents-elect at the
353 District Assembly. A three-fourths vote is required for approval.
- 354 (f) Following approval, budget adjustments and the expenditure of unbudgeted funds may be
355 made only with the approval of the Finance Committee.

356 Section 512.2 Items to be considered in preparation of the Operating Budget shall include:

- 357 (a) Expenses of the Governor for travel, postage, telephone, electronic communication,
358 stationery, printing, secretarial service, and other administrative expenses beyond the monies
359 allocated to the Governor for such purposes by RI.
- 360 (b) The expense of conducting District affairs, including without limitation the District
361 Conference, the District Assembly, the PETS, and other District functions.
- 362 (c) Expenses of the Governor, the Governor-elect and Governor-nominee and their spouses for
363 not more than economy class airfare and basic necessary expenses for attendance at the
364 Rotary Zone Institute.
- 365 (d) Expenses of the Governor-elect and spouse for not more than economy class airfare and
366 basic necessary expenses for attendance at the RI Convention and those basic expenses for
367 attendance at the RI Assembly which are beyond the amount provided by RI for the
368 International Assembly.
- 369 (e) Expenses for registration for the Presidents-elect at the PETS. The Governor shall
370 encourage each District club to pay for their president-elect’s lodging and transportation for
371 PETS. The Governor shall encourage clubs to pay the registration fee for all of their club
372 representatives to the District Assembly.
- 373 (f) Other expenses recommended by the Governor as being in the best interest of the District
374 and approved by the Finance Committee.

375 Section 513 – The Foundation Committee Budget.

376 Section 513.1 Budget Process. The budget shall be presented for approval to the presidents-elect at
377 the District Assembly. A three-fourths vote is required for approval.

378 Section 513.2 Items to be considered in preparation of the Foundation Committee Budget shall
379 include:

- 380 (a) Search for and selection of the best possible candidates to receive annual scholarships from
381 the Rotary Foundation;
- 382 (b) Promotion and support of programs of the Rotary Foundation;
- 383 (c) Acquisition and dissemination of Foundation information to District Rotarians and other
384 potential supporters of the Rotary Foundation;
- 385 (d) Holding annual Foundation seminars within the District; and
- 386 (e) Other programs and projects recommended by the Committee and approved by the Governor.

387 **Article VI – ELECTIONS.**

388 Section 601 – This article governs selection of the Governor-nominee-designate, the District representative
389 to the CoL/CoR, the District member of the nominating committee for RI director, and a member of the
390 Finance Committee.

391 Section 602 – Proposals by Clubs.

392 Section 602.1 RI Offices.

- 393 (a) Any District club may propose a qualified member as a candidate for each of the following
394 offices:
 - 395 (i) Governor-nominee-designate,
 - 396 (ii) in years specified by RI, District representative to the CoL/CoR, and
 - 397 (iii) in years specified by RI, District member of the nominating committee for RI director.
- 398 (b) Candidates shall satisfy the qualifications for the office set forth in the RI Governance
399 Documents and the club resolution shall so certify.
- 400 (c) Clubs should propose the best-qualified candidate.
- 401 (d) Clubs should refer to the RI Governance Documents regarding promotion of a candidate.
- 402 (e) Proposals shall be accompanied by a photograph of the candidate together with a
403 biographical sketch of the candidate’s personal and Rotary background.

404 Section 602.2 Finance Committee Member. Any club in the division of the retiring member of the
405 Finance Committee may propose one of its Members for a three-year term to fill the vacancy created by
406 the expiration of term of service.

407 Section 602.3 Procedural Requirements.

- 408 (a) Proposals shall be made by a resolution of the club, adopted at a regular club meeting. The
409 resolution shall be certified by the club secretary.
- 410 (b) The club president shall file the resolution with the Governor no later than October 15,
411 except for the resolution proposing the candidate for member of the nominating committee

412 for RI director, which shall be filed no later than 60 days prior to the Annual Business
413 Meeting of the District.

414 Section 603 – Election of District member of the nominating committee for RI director. The member will
415 be elected at the district business meeting as provided in Section 405.5.

416 Section 604 – Interview. Each candidate shall be afforded the opportunity for a personal interview with
417 the Nominating Committee as a whole.

418 Section 605 – Selection.

- 419 (a) No later than December 1 the Committee shall choose a Governor-nominee-designate, a member
420 of the Finance Committee and the District representative and alternate to the CoL/CoR in those
421 years designated by RI for the election of the representative.
- 422 (b) The Committee shall not be limited in making its selections to candidates proposed by District
423 clubs.
- 424 (c) Even if no club proposes a candidate, the Committee shall nevertheless meet and select a
425 candidate in accordance with the procedure set forth in this Article.
- 426 (d) Members of the committee who are candidates for an office to be filled by the committee shall
427 not be present at, or otherwise participate in, that portion of the meeting at which the position for
428 which they are a candidate is discussed and voted upon.

429 Section 606 – Voting. The Nominating Committee shall vote by secret single transferable ballot.

430 Section 607 – Announcement. The names of the candidates selected by the Nominating Committee,
431 together with a statement of the candidates’ qualifications, shall be announced in the Governor’s next
432 newsletter. The nominee shall assume the title of governor-nominee-designate upon selection and shall
433 assume the title of governor-nominee on 1 July two years prior to assuming the office as governor.

434 Section 608 – Challenging Candidates. The name of the challenging candidate shall be submitted pursuant
435 to a resolution by the club adopted at a regular meeting. The club must file the resolution with the
436 governor by the date determined by the governor. Such date shall not be more than 14 days after the
437 publication of the announcement of the selection of the governor-nominee-designate by the governor. The
438 process shall continue as prescribed in the current RI Governance Documents.

439 **Article VII – GENERAL PROVISIONS**

440 Section 701 – Conformity with RI Governance Documents. These bylaws are intended to implement and
441 supplement the RI Governance Documents; in case of conflict the terms of the RI Governance Documents
442 shall prevail.

443 Section 702 – Continuity. District officers shall promote continuity in the administration of the District
444 by consulting to the greatest possible extent with their predecessors and successors. The governor-elect
445 shall consult with the other Future Governors concerning appointments to multi-year positions.

446 Section 703 – Term Limits. Unless otherwise specified, no Rotarian shall hold the same elective or
447 appointive District position for a term of more than three consecutive years.

448 Section 704 – Related Parties. Whenever persons who have joint authority to take dispositive action under
449 these bylaws or other Rotary procedures are related within the 3rd degree by blood or marriage, or are
450 members of the same household, such action shall require written approval by the Governor or, if the
451 Governor is one of the related parties, by the Governor-elect.

452 Section 705 – Proxy Voting. Proxy voting is not permitted in the conduct of District affairs, including
453 District committee actions and deliberations, the District Assembly, the District Conference and the
454 Annual Business Meeting.

455 Section 706 – Quorum. Except as otherwise provided, presence of a majority of those entitled to vote shall
456 constitute a quorum for the transaction of business and the affirmative vote of a majority of the votes cast
457 shall constitute the action of the body.

458 Section 707 – District Records and Files. The Governor shall designate the location of the District office,
459 where the official files shall be kept. The Governor shall pass the official files, together with any District-
460 owned properties, to the incoming Governor at the end of the year.

461 Section 708 – Qualification for Office. Only Rotarians who are Club Members (as defined in Section 106)
462 shall be eligible serve in any elective or appointive position under these bylaws.

463 Section 709 – Rules of Order. Except as otherwise provided in the RI Governance Documents, these
464 bylaws, or any special rules of order the District may adopt, the current edition of Robert’s Rules of Order,
465 newly revised, shall govern the conduct of all meetings of the District and its committees.

466 Section 710 – Bylaws Amendments.

- 467 (a) A District club or the Bylaws Committee may propose amendments to these bylaws by
468 submitting the proposed amendment(s) to the Governor no later than 75 days prior to the Annual
469 Business Meeting.
- 470 (b) The proposed amendments shall be reviewed by the Bylaws Committee to insure the proposals
471 are consistent with the RI Governance Documents and in keeping with the spirit and principles
472 of Rotary.
- 473 (c) The Governor shall forward copies of all proposed amendments and any recommendations of the
474 Bylaws Committee to each District club president and Past Governor no later than 30 days prior
475 to the Annual Business Meeting.
- 476 (d) Amendments may be adopted by a three-fourths majority of the votes cast at the Annual Business
477 Meeting.
- 478 (e) If a poll is requested at the Annual Business Meeting, the amendments shall be considered in
479 voting procedures consistent with these bylaws and the RI Governance documents.

480 Section 711 – Captions, Headings, Articles, Section Numbers and Conforming Changes. The Secretary,
481 the bylaws committee chair, or other designees of the Governor are authorized to correct article and
482 section designations, punctuation and cross references and to make such other technical and conforming
483 changes as may be necessary to reflect the intent of the District in connection with Amendments to these
484 bylaws.