

1 **BYLAWS OF ROTARY INTERNATIONAL DISTRICT 7780**

2 In effect as of July 1, 2018

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” at the district conference as described in RI Bylaws section
19 16.050.1.

20 Section 107 – “Special Meeting” means a “district resolutions meeting” as described in RI Bylaws section
21 16.040.1.

22 Section 108 – Past and Future Governors.

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

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

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

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

30 “RI” means Rotary International.

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

32 “TRF” means The Rotary Foundation.

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

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

36 “PETS” means Presidents-elect Training Seminar.

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

38 **Article II – OFFICERS**

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

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

45 Section 202 – Secretary.

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

50 Section 202.2 Duties. The Secretary shall:

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

59 Section 203 – Treasurer.

60 Section 203.1 Selection. The incoming Governor shall appoint a Treasurer for a one-year term
61 concurrent with the incoming Governor’s year of service as Governor. The Treasurer may serve for
62 more than three consecutive years, subject to approval by the Finance Committee.

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

66 Section 203.3 Duties. The Treasurer shall:

- 67 (a) Promptly pay all District expenses upon receipt of proper documentation supporting such
68 payment.
- 69 (b) Properly account for all District funds.
- 70 (c) Provide to the Governor and the Finance Committee, at least quarterly, a report of all
71 receipts and expenditures, together with such information as the Governor may request.
- 72 (d) Serve as member of the Finance Committee.

- 73 (e) As soon as practicable after September 1, prepare and forward to each District club a
74 statement of its per capita dues as determined under Section 502.2.
75 (f) Send electronically to the Governor, each club president, and each Past 7780 Governor, as
76 soon as practicable after July 1, a statement of income and expenditures for the preceding
77 year reviewed by a public accountant not serving as a member of the Finance Committee.
78 (g) File all tax returns and other returns or reports required by law.

79 Section 204 – Historian.

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

83 Section 204.2 Duties. The historian shall:

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

88 **Article III – COMMITTEES**

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

92 Section 302 – Council of Governors.

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

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

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

99 Section 303 – Finance Committee.

100 Section 303.1 Composition. The Committee shall consist of:

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

108 (ii) accounting/finance as a component of their vocation or profession.

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

- 111 (a) prepare the budget for the coming year in cooperation with the Governor-elect;
- 112 (b) monitor compliance with the budget during the year and approve deviations;
- 113 (c) review and recommend the amount of the per capita levy to be approved in accordance with
114 RI Bylaws section 16.060.2;
- 115 (d) assure that proper records of income and expenditures are kept; and
- 116 (e) prepare an annual financial report to be presented for discussion and adoption at the District
117 Conference.

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

120 Section 304 – Nominating Committee.

121 Section 304.1 Composition. The Committee shall consist of:

- 122 (a) five immediate Past 7780 Governors, the most senior of whom shall serve as chair and the
123 least senior of whom shall serve as an alternate,
- 124 (b) three immediate past presidents of District clubs, one from each division, with a fourth
125 appointed as an alternate,
- 126 (c) the governor-nominee, and
- 127 (d) an assistant governor.
- 128 (e) The governor and the governor-elect shall be non-voting members of the committee.
129 Past Governors shall be appointed to a term of four years and past presidents, the governor-
130 nominee, the governor, the governor-elect and the assistant governor to a term of one year.

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

135 Section 304.3 Meetings. The Committee shall meet after October 15 and no later than December 1
136 for the selection of candidates and shall promptly inform the Governor of its decision.

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

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

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

147 Section 305 – Foundation Committee.

148 Section 305.1 Composition. The committee shall consist of:

- 149 (a) Eight to twelve members, who shall serve staggered three-year terms, including a Past
- 150 Governor as chair and other members as required by TRF; and
- 151 (b) The Governor and the Governor-elect.
- 152 (c) The Governor-nominee and the Governor-nominee-designate shall be non-voting members.

153 Section 305.2 Appointment. Upon expiration of the term of the Committee chair the incoming

154 Governor, in conjunction with the Future Governors, shall appoint a successor for a three-year term.

155 Section 305.3 Duties. The duties of the Foundation Committee and its subcommittees shall be as set

156 forth in the TRF Code. Additional subcommittees may be appointed, the responsibilities of which

157 shall be determined by reallocating responsibilities from the other subcommittees

158 Section 306 – Financial Oversight Committee.

159 Section 306.1 Composition.

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

165 Section 306.2 Duties. The Committee shall:

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

170 Section 307 – Bylaws Committee.

171 Section 307.1 Composition.

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

181 Section 307.2 Duties. The Committee shall:

- 182 (a) review the bylaws on an ongoing basis and recommend amendments to the Governor for
- 183 consideration at the Annual Business Meeting; and

- 184 (b) review bylaws amendments proposed by District clubs as provided in Section 710(b) and
185 present its recommendations at the Annual Business Meeting.

186 Section 308 – Other Committees.

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

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

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

201 Section 311 – Vacancies.

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

208 **Article IV – MEETINGS**

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

211 Section 402 – District Conference.

212 Section 402.1 Date and Place

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

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

225 Section 403 – District Assembly.

226 Section 403.1 Date and Place.

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

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

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

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

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

239 Section 404.1 Date and Place.

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

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

247 Section 405 – District Business Meeting. The formal business of the District shall be transacted at annual
248 and special District Business Meetings.

249 Section 405.1 Rules Applicable to the annual District Business Meeting.

- 250 (a) Date and Place. The meeting shall be held during the District Conference at a time
251 designated by the Governor.
252 (b) Agenda. No later than 30 days prior to the meeting the Governor shall forward to each
253 District club president and to each Past Governor a notice of the time and place of the
254 meeting and a tentative agenda of matters to be considered at the meeting.
255 The agenda shall include without limitation:
256 (i) Composition and terms of reference of the nominating committee for governor.
257 (ii) Election of the District member of the nominating committee for RI director and
258 alternate in years specified by RI for such election.

- (iii) Resolutions proposing amendments to these bylaws; and
- (iv) Other resolutions proposed by a District club or the Governor.

Section 405.2 Rules applicable to special District Business Meetings.

- (a) Date and place. A meeting may be called by the Governor at a time and place conducive to attendance by club Delegates (*e.g.* in connection with a previously scheduled district-wide event).
- (b) Agenda. No later than 30 days prior to the meeting the Governor shall forward to each District club president and to each Past Governor a notice of the time and place of the meeting and an agenda of matters to be considered at the meeting. The agenda for a special meeting may include items unresolved at the annual business meeting because of time constraints, lack of quorum, or otherwise, as well as other items specified by the Governor. Action at the meeting shall be limited to consideration of the matters specified in the agenda.

Section 405.3 Rules applicable to all District Business Meetings.

- (a) Composition. The meeting shall comprise:
 - (i) Voting Delegates of District clubs as follows:
 - (A) At least one Delegate from each club: the president or a Club Member appointed by the president.
 - (B) A club with a membership of more than 25 shall be entitled to one additional Delegate for each additional 25 Members or major fraction thereof. Club membership shall be determined as of the preceding January 1.
 - (ii) Past and Future Governors, who shall have voice but no vote, unless elected as a Delegate.
 - (iii) The Governor.
- (b) Meetings.
 - (i) Meetings shall be open to attendance by all Rotarians, and any Rotarian may speak to any issue under consideration.
 - (ii) The Governor shall serve as Chair; in the absence of the Governor the most recent Past 7780 Governor shall preside.
 - (iii) The Chair may appoint a parliamentarian to act as an advisor in matters of parliamentary procedure.
- (c) Voting.
 - (i) Every Member of a District club present at a meeting shall be entitled to vote on all matters submitted to a vote at such meeting, except:
 - (A) election of a member and alternate member of the nominating committee for RI director, and
 - (B) composition and terms of reference of the nominating committee for governor. However, any Delegate shall have the right to demand a poll upon any matter presented to the meeting and in such cases voting shall be restricted to Delegates.
 - (ii) Each Delegate shall have one vote.
 - (iii) Presence of Delegates from a majority of District clubs shall constitute a quorum for the transaction of business.
 - (iv) When voting on the election of a member and alternate member of the nominating committee for RI director, or composition and terms of reference of the nominating committee for governor, all votes from a club with more than one vote shall be cast for the same candidate or proposition.

- 304 For votes requiring or utilizing single transferable ballot with three or more candidates,
305 all votes from a club with more than one vote shall be cast for the same ordered choices
306 of candidates.
307 Each club shall designate one Delegate to cast all of its votes.
308 (v) A club may designate a proxy for its absent Delegate(s) as provided in RI Bylaws
309 16.050.3.
310 (d) Alternate Disposition. If no District Conference is held or a quorum is not obtained at any
311 District Business Meeting, any matter that otherwise could have been determined at such
312 meeting may be determined in a ballot by mail in accordance with the RI Bylaws.

313 **Article V – DISTRICT FINANCES**

314 **A. FUNDS**

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

317 Section 502. The Operating Fund.

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

321 Section 502.2 The Operating Fund shall be funded by the District clubs through a per capita levy.
322 (a) The levy shall be based on club membership as of the preceding July 1.
323 (b) The amount of the levy shall be determined by the Operating Fund budget approved at the
324 District Assembly.
325 (c) The levy shall be payable to the Treasurer upon receipt of invoice.

326 Section 502.3 Reserve. The Finance Committee shall manage District income and expenditures in
327 such a way as to maintain a reserve of between \$40,000 and \$50,000. The Committee may, upon
328 unanimous consent, set a higher reserve amount. A separate general ledger account will be main-
329 tained for the reserve.

330 Section 503 – The Foundation Fund.

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

333 Section 503.2 The Foundation Fund shall be supported by an annual per capita levy.
334 (a) The levy shall be based on club membership as of the preceding July 1.
335 (b) The amount of the levy shall be determined by the Foundation budget approved at the
336 District Assembly.
337 (c) The levy shall be payable to the Treasurer with the District dues.

- 338 Section 504 – Deposit of Funds.
339 (a) All monies of the District shall be deposited in the name of “Rotary International District 7780”
340 in one or more accounts in federally insured financial institutions maintaining offices within the
341 District.
342 (b) The Foundation Committee shall establish and maintain bank accounts for grants funds as
343 required by, and in accordance with, the Memorandum of Understanding between the District and
344 TRF.
345 (c) The accounts shall be established and maintained in such a manner that the bank statements and
346 canceled checks may be reviewed online by the Treasurer, Governor and Governor-elect. The
347 Treasurer will print monthly copies for the reconciliation purposes.

348 **B. BUDGETS**

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

351 Section 512 – The Operating Budget.

352 Section 512.1 Budget Process.

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

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

- 368 (a) Expenses of the Governor for travel, postage, telephone, electronic communication,
369 stationery, printing, secretarial and other administrative services, and other administrative
370 expenses beyond the monies allocated to the Governor for such purposes by RI.
371 (b) The expense of conducting District affairs, including without limitation the District
372 Conference, the District Assembly, the PETS, and other District functions.
373 (c) Expenses of the Governor, the Governor-elect and Governor-nominee and their spouses for
374 not more than economy class airfare and basic necessary expenses for attendance at the
375 Rotary Zone Institute.
376 (d) Expenses of the Governor-elect and spouse for not more than economy class airfare and
377 basic necessary expenses for attendance at the RI Convention and those basic expenses for
378 attendance at the RI Assembly which are beyond the amount provided by RI for the
379 International Assembly.

- 380 (e) Expenses for registration for the Presidents-elect at the PETS. The Governor shall
381 encourage each District club to pay for their president-elect's lodging and transportation for
382 PETS. The Governor shall encourage clubs to pay the registration fee for all of their club
383 representatives to the District Assembly.
- 384 (f) Other expenses recommended by the Governor as being in the best interest of the District
385 and approved by the Finance Committee.

386 Section 513 – The Foundation Committee Budget.

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

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

- 391 (a) Search for and selection of the best possible candidates to receive annual scholarships from
392 the Rotary Foundation;
- 393 (b) Promotion and support of programs of the Rotary Foundation;
- 394 (c) Acquisition and dissemination of Foundation information to District Rotarians and other
395 potential supporters of the Rotary Foundation;
- 396 (d) Holding annual Foundation seminars within the District; and
- 397 (e) Other programs and projects recommended by the Committee and approved by the Governor.

398 **Article VI – ELECTIONS.**

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

402 Section 602 – Proposals by Clubs.

403 Section 602.1 RI Positions.

- 404 (a) Any District club may propose a qualified member as a candidate for each of the following
405 positions:
- 406 (i) Governor-nominee-designate,
407 (ii) in years specified by RI, District representative to the CoL/CoR, and
408 (iii) in years specified by RI, District member of the nominating committee for RI director.
- 409 (b) Candidates shall satisfy the qualifications for the position set forth in the RI Governance
410 Documents and the club resolution shall so certify.
- 411 (c) Clubs should propose the best-qualified candidate.
- 412 (d) Clubs should refer to the RI Governance Documents regarding promotion of a candidate.
- 413 (e) Proposals for governor-nominee-designate shall be accompanied by a photograph of the
414 candidate together with a biographical sketch of the candidate's personal and Rotary
415 background.

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

419 Section 602.3 Procedural Requirements.

- 420 (a) Proposals shall be made by a resolution of the club, adopted at a regular club meeting. The
421 resolution shall be certified by the club secretary.
- 422 (b) The club president shall file the resolution with the Governor no later than October 15,
423 except for the resolution proposing the candidate for member of the nominating committee
424 for RI director, which shall be filed no later than 60 days prior to the Annual Business
425 Meeting of the District.

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

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

430 Section 605 – Selection.

- 431 (a) No later than December 1 the Committee shall choose a Governor-nominee-designate, a member
432 of the Finance Committee and the District representative and alternate to the C0oL/CoR in those
433 years designated by RI for the election of the representative.
- 434 (b) The Committee shall not be limited in making its selections to candidates proposed by District
435 clubs.
- 436 (c) Even if no club proposes a candidate, the Committee shall nevertheless meet and select a
437 candidate in accordance with the procedure set forth in this Article.
- 438 (d) Members of the committee who are candidates for an office to be filled by the committee shall
439 not be present at, or otherwise participate in, that portion of the meeting at which the position for
440 which they are a candidate is discussed and voted upon.

441 Section 606 – Voting. The Nominating Committee shall vote by secret ballot. If no candidate receives a
442 majority of the votes cast, subsequent votes will be taken until a majority of votes is cast for one candidate.

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

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

452

Article VII – GENERAL PROVISIONS

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

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

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

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

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

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

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

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

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

479 Section 710 – Bylaws Amendments.

480 (a) A District club or the Bylaws Committee may propose amendments to these bylaws by
481 submitting the proposed amendment(s) to the Governor no later than 75 days prior to the Annual
482 Business Meeting.

483 (b) The proposed amendments shall be reviewed by the Bylaws Committee to insure the proposals
484 are consistent with the RI Governance Documents and in keeping with the spirit and principles
485 of Rotary.

486 (c) The Governor shall forward copies of all proposed amendments and any recommendations of the
487 Bylaws Committee to each District club president and Past Governor no later than 30 days prior
488 to the Annual Business Meeting.

- 489 (d) Amendments may be adopted by a three-fourths majority of the votes cast at the Annual Business
490 Meeting.
- 491 (e) If a poll is requested at the Annual Business Meeting, the amendments shall be considered in
492 voting procedures consistent with these bylaws and the RI Governance documents.

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