

BYLAWS

OF

ROTARY INTERNATIONAL DISTRICT 6270

May 1, 2017

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RESTATED BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6270, INC.

PREAMBLE

The Rotary Clubs within District 6270 of Rotary International have adopted these restated bylaws, (“Bylaws”) effective as of the []. These Bylaws replace the original Bylaws in their entirety. Rotary International District 6270 Inc. was formed as a corporation to continue the legal existence of the unincorporated non-profit association of Rotary Clubs in southeastern Wisconsin that was formally known as “District 6270, Rotary International.”

ARTICLE ONE
NAME AND OFFICES

1.01 Name. The name of this association shall be Rotary International District 6270, Inc. It is referred to at times in these Bylaws simply as "Rotary District 6270," "District 6270," the "District".

1.02 Principal Office. The initial principal office of the District shall be the business office address of the District. The District may also have offices at such other places as the Board of Directors may from time to time appoint for such purposes as the District may require.

1.03 Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not be, the same as its place of business. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the “WNCL”).

ARTICLE TWO
OBJECTIVES

2.01 Objectives.

- 1) To provide structure for Rotary Clubs within the District as assigned by Rotary International (herein “RI”); to provide support to these Rotary Clubs in their pursuit of programs and activities that promote the Object of Rotary; and to encourage, promote, extend, and supervise Rotary throughout the territory assigned to it by RI;
- 2) To conduct District Conferences and other training opportunities;
- 3) To conduct projects and activities that are consistent with its non-profit purposes and the Object of Rotary, as defined by RI;
- 4) To hold, manage, sell, and lease personal and real property and to invest and re-invest corporate funds in any type of property or security which the Board of Directors may deem advisable and only as authorized by the State of Wisconsin and to enter into such contracts and execute such conveyances, instruments, and releases as may be necessary and proper to carry out the objects and purposes of the Corporation;
- 5) To engage in any other permitted activities for corporations exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or as subsequently amended); and
- 6) To continue without break the legal identity of an unincorporated non-profit association of the Rotary Clubs in southeastern Wisconsin that was a district of RI and was known as “District 6270, Rotary International.”

2.02 Exempt Status.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE THREE
MEMBERS, DUES, AND ANNUAL MEETING

3.01 Clubs.

The members of the Corporation shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 6270 pursuant to the Bylaws of RI. Whenever the capitalized term "Club" is referenced below in these Bylaws, it shall refer to a Rotary club within District 6270 in its capacity as a member of the Corporation. The addition or removal of a club or clubs from District 6270 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the club's status as a member of the Corporation.

3.02 Dues.

3.02.01 Current Members of a Club. Each Club shall pay semi-annual dues to the District based on the number of its members as of July 1 and January 1 at the rate established at the Annual Meeting which occurred during the prior fiscal year. Clubs are responsible for paying the dues to the District. This payment is due even if the member of the Club has not paid the Club for the dues.

3.02.02 New Members of a Club. Each Club shall also pay full annual dues to the District for each of its new members who join the Club from July 2 through December 31 of the current fiscal year and in this case the dues payment shall be due on January 31 of the current fiscal year. A half year dues amount shall be paid by each Club based upon the number of its new members who joined the Club between January 1 and June 30 of the current fiscal year and in this case the dues payment shall be due on July 31 of the next fiscal year.

3.02.03 Refunds of Dues. No refund of paid dues will be made to a Club or to an individual member of a Club should the person cease to be a member of that Club. If a Club has paid dues based on a member who ceases to be a member of that Club and that person becomes a member of another Club in this District in the same Rotary year, no additional dues based on that member will be due to the District from the new Club.

3.03 Annual Meeting.

The Annual Meeting of the District is the formal annual business meeting of the District. It shall be held during the District Conference. The Board shall establish the time or place for the Annual Meeting. It shall send to the Clubs written or electronic notice of the time and place of the Annual Meeting at least 30 days, but not more than 60 days, before the date of the meeting. All resolutions to be submitted to the Annual Meeting shall be originated by a Club, the District Governor, the District Governor-elect, the District Governor-nominee or the Board. All resolutions shall be submitted to the District Governor no less than 30 days prior to the Annual Meeting and such resolutions shall be reviewed by the Board for recommendation at the Annual Meeting.

3.04 Business of the Annual Meeting.

The business that may be conducted at the Annual Meeting shall include:

- 1) Election of the District's member to the Nominating Committee that selects a director-nominee of RI;
- 2) Consideration of any amendments to the Articles of Incorporation or Bylaws that are properly submitted;
- 3) Review of Board's Strategic Plan
- 4) Setting the per capita dues for the next fiscal year;
- 5) Approval of District annual budget;
- 6) Consideration of all resolutions that have been properly submitted;
- 7) Ratification of the election of the District Governor Nominee;

- 8) Election of a member and alternate to the Council on Legislation and Council on Resolutions; and
- 9) Other business as shall properly come before the Annual Meeting.

Reference: Article 12 of the RI Bylaws, regarding Nominating Committee for director-nominee of RI.

3.05 Voting at Annual Meeting.

3.05.01 Electors.

Each Club shall select, certify, and send to the Annual Meeting at least one elector. Any Club with a membership of more than 25 shall be entitled to one additional elector for each additional 25 members, or a major fraction thereof (an additional 13 members). Such membership shall be determined by the number of members in the Club as of January 1 which precedes the date on which the vote is to be held. However, any Club whose membership in RI has been suspended by the Board of Directors of RI shall not be entitled to any elector. Each elector must be a member of the Club. An elector must be present at the Annual Meeting to vote.

3.05.02 Voting Procedures at Annual Meeting.

- 1) **Electors Only.** The following issues shall be voted on only by electors:
 - (a) Election of a member of the Nominating Committee for RI director-nominee;
 - (b) Setting the per capita dues for the next fiscal year;
 - (c) Consideration of any amendments to the Articles of Incorporation or Bylaws that are properly submitted;
 - (d) Consideration of all resolutions that have been properly submitted; and
 - (e) Ratification of the election of the District Governor-nominee;
 - (f) Approval of district budget
 - (g) Election of a member and alternate to the Council on Legislation and Council on Resolutions; and
 - (h) Other business as shall properly come before the Annual Meeting.

- 2) **Club Members in Good Standing.** Every member of a Club who is present and in good standing, whether or not an elector, shall be entitled to vote on all other matters submitted to a vote at such Annual Meeting. However, any elector shall have the right to demand a poll upon any matter presented to the Annual Meeting. In such cases, voting shall be restricted to electors.
Reference: Article 16.050.2 of the RI Bylaws

3.05.03 Quorum.

A quorum shall exist if at least 20 electors representing at least 8 Clubs are present at the Annual Meeting.

3.05.04 Voting.

All questions put to the electors shall be decided by a simple majority of those present and voting.

3.06 Special Meetings.

The Chair of the Board or any three or more Directors serving on the Board may call a special meeting of the Clubs. The Chair of the Board shall send written or electronic notice of the time and place of any special meeting at least 10 days, but not more than 60 days, before the date of such special meeting. A quorum shall exist if at least 20 delegates representing at least 8 Clubs are present at the special meeting. Voting shall be made by a two-thirds majority of the delegates present.

ARTICLE FOUR
BOARD OF DIRECTORS

4.01 Purpose of the Board.

The Board of Directors (Board) oversees the business and finances of the District and is responsible for establishing and updating the policies (*see 4.04.03*) of the District.

4.02 Qualifications.

Only active member Rotarians, as defined by RI, who are members of Clubs in the District and who have served one full year as President of a Club in any Rotary District are eligible to serve as Directors.

4.03 Composition and Terms of Office.

The Board shall be composed of the District Governor, District Governor-elect, District Governor-nominee, the three most recent Past District Governors, the District Treasurer, the District Secretary, the District Rotary Foundation Committee Chair, the District Trainer, and three Directors At-large who shall have been Club Past Presidents representing one small Club (30 or less), one medium Club (31-69), and one large Club (70 or more) (each for a one year term, renewable up to three years at the option of the District Governor-elect. However, if by the end of any one year term the club of which the Director At-large is a member has increased or decreased in size so that it falls into another category, the Director At-large is no longer eligible to represent that category). The District Governor shall serve as the Chairperson. The most immediate and available Past District Governor of District 6270, who is an active member of a Club, shall serve as the Vice Chairperson of the Board.

4.04 Duties of the Board.

4.04.01 Strategic Plan.

The Board shall develop a Strategic Plan for the District, and shall review that plan annually and update it as needed. The Board shall report on an assessment of the Strategic Plan at the Annual Meeting of the District.

4.04.02 Fiduciary Responsibility.

The Board shall be responsible for approving the District annual budget, as developed by the Treasurer and Finance Committee, for ratification at the annual meeting. At each regular meeting, the Board shall receive and monitor quarterly financial statements, to include standard financial reports as submitted by the Treasurer and previously reviewed by the Finance Committee.

4.04.03 Manual of Policies and Procedures.

The Board shall establish and, as needed, update a manual of policies and procedures for the District, (the "District 6270 Manual of Policies and Procedures"). Any changes or additions made to the Manual of Policies and Procedures, including the appended policies or proposed policies, shall be reviewed and approved by the Board to ensure compliance with Rotary International By-laws and consistency within the Rotary International Manual of Procedures.

4.05 Appointment of Directors and Successor Directors.

Directors shall be appointed by the District Governor-elect prior to the commencement of the new Directors' terms of office. In the event of the death, removal, or resignation of any Director, or in the event any Director is no longer an active member of a Club, the District Governor may appoint a successor Director to fill the former Director's unexpired term. If the Director needing to be replaced was serving by reason of being the District Trainer or the District Rotary Foundation Committee Chair, such Director shall be replaced by the person who replaces that official position for the District.

4.06 Removal from the Board.

The Board may, by a majority of all Directors then in office and qualified to vote, vote to remove any Director for just cause, excluding the sitting District Governor (*see 5.01*).

4.07 Board Meetings.

4.07.01 Time; Place.

Meetings of the Board may be held from time to time, but no less than four (4) times per Rotary year as provided in this Section. The Board meetings shall be held at the locations determined from time to time by the Chair of the Board.

4.07.02 Participation in Meetings.

Any meeting among Directors may be conducted face-to-face, by electronic means, or any combination as long as during the meeting all of the Directors may participate with each other, have full access to all documents presented, and may simultaneously hear others, and if the same notice is given of the meeting as would be required by **Section 4.07.03**, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by these means constitutes presence at the meeting.

4.07.03 Calling Meetings; Notice.

The District Governor or any three Directors may call a Board meeting by giving at least fourteen (14) days' notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. Any notice may be given to a Director by a form of electronic communication.

4.07.04 Previously Scheduled Meetings.

If the day or date, time, and place of a Board meeting were announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

4.07.05 Quorum.

Fifty-one percent of the Directors currently holding office present at a meeting is a quorum for the transaction of business.

4.07.06 Voting.

At all meetings of the Board, each Director shall have one (1) vote. Vote shall be by majority decision. Such vote may be cast in person, by written proxy, or by written consent to the specific action or resolution, which unless otherwise stated in these Bylaws, may be conveyed by electronic means.

4.08 Actions of the Board.

The Board shall take affirmative vote of a majority of the Directors present at a duly held meeting having a quorum at the time the action is taken, unless otherwise required by these Bylaws, Wisconsin Statutes Chapter 181, or by the Articles of Incorporation.

4.09 Compensation.

Directors shall not be compensated for their duties as Directors, except that the Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of the District .

ARTICLE FIVE
OFFICERS and DISTRICT LEADERSHIP

Only Active Club Rotarians who are members of Clubs in District 6270 shall be eligible to serve as officers and in positions of District leadership. The officers of the District shall consist of the District Governor, the District Treasurer, and the District Secretary.

5.01 District Governor.

The District Governor (“DG”) shall serve as the President and Chief Executive Officer of the District. The District Governor shall perform the customary duties of a president and a chief executive officer of a corporation and those assigned by the bylaws and policies of RI, by these Bylaws, and the Manual of Policies and Procedures. The District Governor shall serve as an *ex-officio* member of all District Committees except the Nominating Committee. The District Governor shall be elected for a one-year term in the manner set forth by the bylaws and policies of RI, by these Bylaws, and the Manual of Policies and Procedures. The District budget shall include an allowance for the out of pocket expenses of the District Governor.

The Board may, by a two-thirds vote, but only for cause, request the President of RI to remove a District Governor pursuant to the bylaws and policies of RI. In the event of an unexpected vacancy in the office of District Governor, the District shall abide by the terms of the bylaws and policies of RI.

Reference: RI Bylaws 65.110; Rotary Code of Policies - Section – 19.050 - Filling Vacancies in Office of Governor

5.02 District Treasurer.

The District Governor shall appoint the District Treasurer to one or more consecutive one-year terms, but it is recommended that a Rotarian not serve in this office for more than three consecutive terms. Whenever possible, the District Treasurer should be a Certified Public Accountant. The District Treasurer shall serve as custodian of all District funds. The District Treasurer shall be bonded for purpose of serving as the District Treasurer. All funds, deposits, bonds, and accounts shall be designated as "Rotary International District 6270" or "Treasurer, Finance Committee - District 6270." The District Treasurer shall be responsible for the billing and collection of Club dues. The District Governor may assign additional duties to the District Treasurer. The removal from office of the District Treasurer may be made for cause, with a majority vote of the Directors.

5.02.01 Assistant District Treasurer.

The District Treasurer may appoint an Assistant District Treasurer, with Board approval, having the same qualifications as the District Treasurer, for a one-year term. In an emergency, in the absence of the District Treasurer from the District, or in the case of permanent vacancy of the office of District Treasurer, the Assistant Treasurer shall immediately fulfill the duties of the District Treasurer.

5.03 District Secretary.

The District Governor shall appoint the District Secretary to one or more consecutive one-year terms. The district Secretary shall be responsible for recording minutes of all meetings of which he/she is in attendance, provided, however, that the responsibility for any meeting may be assigned by the District administrative assistant. In either case, minutes of every meeting shall be forwarded by the person who recorded them, either in writing or electronically, to all participants at the meeting and all Directors within 30 days.

The District leadership also includes the following:

5.04 District Governor-elect.

The District Governor-elect (DGE) shall assume this office in the manner set forth by the bylaws and policies of RI, these Bylaws, and the Manual of Policies and Procedures. The DGE shall assume the office of District Governor in the year immediately after serving as DGE. The District Governor may assign other responsibilities to the District Governor-elect, which are in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the Manual of Policies and Procedures. The District budget shall include an allowance for the out of pocket expenses of the District Governor-elect.

5.05 District Governor-nominee.

The District Governor-nominee (DGN) shall assume the office of District Governor-elect in the year immediately after serving as DGN. The District Governor may assign other responsibilities to the DGN, which are in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the Manual of Policies and Procedures. The District budget shall include an allowance for the out of pocket expenses of the District Governor-nominee.

5.06 District Governor-nominee-designate.

The minimum qualifications for serving as a District Governor-nominee-designate (DGND) shall be in accordance with the bylaws and policies of RI. The DGND shall be elected for a six-month term in the manner set forth by the bylaws and policies of RI, these Bylaws, and the Manual of Policies and Procedures. Under normal procedures, the DGND shall assume the office of District Governor-nominee on the first day of July immediately after serving as DGND. The District Governor may assign other responsibilities to the DGND, which are in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the Manual of Policies and Procedures. The District budget shall include an allowance for the out of pocket expenses of the DGND.

5.07 Vice-Governor.

The Past District Governor, three times removed and available will be named Vice-Governor. The role of the Vice-Governor will be to replace the District Governor in case of temporary or permanent inability to continue in the performance of the District Governor's duties.

5.08 Assistant Governors.

5.08.01 Selection.

The minimum qualifications for serving as an Assistant Governor include membership in a Club in the District for at least three years and one year of service as a Club President. By the end of November of the year he or she is serving as District Governor-elect, the District Governor-elect shall select an Assistant Governor for each of the areas comprising the District. [Provisions regarding terms and term limits are listed in the Manual of Policies and Procedures.]

Reference: Rotary Code of Policies 19.060.1

5.08.02 Responsibilities.

The responsibilities of the Assistant Governors shall be delineated in the Manual of Policies and Procedures.

5.09 District Rotary Foundation Committee Chair.

The District Governor-elect will appoint the District Rotary Foundation Chair (DRFC) which shall be for a three-year term, subject to removal for cause. For continuity of leadership the District Governors (if selected) scheduled for each of the years of the three-year term for the DRFC chair will jointly select the DRFC chair.

5.10 District Trainer.

By the end of November of the year he or she is serving as District Governor-elect, the District Governor-elect shall select a District Trainer. [Provisions regarding terms and term limits are listed in the Manual of Policies and Procedures.]

5.11 Removal from Leadership Positions.

The removal of persons from leadership positions other than the District Governor shall be made by a majority vote of the Board. However, when removal from a leadership position involves the District Governor-elect, District Governor-nominee, the District Governor-nominee-designate, or the District Rotary Foundation Committee Chair, additional compliance with any Rotary International and Rotary Foundation rules and procedures is required.

ARTICLE SIX
EXECUTIVE COMMITTEE

6.01 Composition.

The Executive Committee shall be composed of the District Governor, the District Governor-elect, the District Governor-nominee, and the most immediate and available Past District Governor, who is an active member of a Club, the District Treasurer, and the District Secretary. The District Governor shall serve as the chairperson of the committee.

6.02 Responsibilities.

The Executive Committee may exercise all powers of the Board when the Board is not in session. It shall make decisions between meetings of the Board on behalf of the District on matters requiring immediate attention. All actions of the Executive Committee shall be reported and duly ratified at the next regularly scheduled meeting of the Board.

ARTICLE SEVEN
NOMINATING COMMITTEE

7.01 Composition.

The committee shall consist of a minimum of six (6) and not more than eight (8) members which includes the two most immediate and available Past District Governors. The Past District Governors shall co-chair the committee. Members shall be selected from a cross section of the district clubs both in size and location. No two members can be from the same club regardless of position. No club member can be from the same home club as the candidate(s). Excepting Past District Governor Chairs, no member can serve more than once in a six year span.

7.02 Responsibilities.

The Past District Governors shall seek out and propose the best available candidate for the office of District Governor-nominee and also for the Representative and Alternate to the Council on Legislation and Council on Resolutions in the year when such are to be selected. Potential candidates for Governor-Nominee are to remain private up to the interview and selection process. Once a selection has been made all proper paperwork must be signed by the District Governor and submitted to RI for final approval.

7.03 Notice Regarding District Governor-nominee Nominations.

A notice to Clubs requesting nominations for District Governor-nominee shall be sent out by the Nominating Committee Chairs at least two months prior to the due date for receiving those nominations, as specified in RI Bylaws 13020.4. [The nominee designated by the Nominating Committee is not approved or elected at the Annual Meeting, but is elected at the RI Convention held immediately preceding the year in

which such nominee is to be trained at the International Assembly. In other words, the nominee is elected at the RI Convention at the end of the nominee's year as the DGN.]

7.04 Nomination and Selection of Council on Legislation and Council on Resolutions Representative and Alternate

See 9.02 and 9.03 of these Bylaws

Reference: Articles 9 and 14 of the RI Bylaw

ARTICLE EIGHT
DISTRICT COMMITTEES

8.01 The Board may create committees to carry out the goals of the District and conduct specific tasks to meet the mission of the District and RI and to comply with the policies of RI. Any standing committee of the District must be defined in the District Leadership Plan within the District Manual of Policies and Procedures. Such definition includes committee purpose, leadership structure, responsibilities, and committee goals and objectives.

8.02 Committees shall be appointed to address the following administrative functions:

1. Training
2. Membership attraction and engagement
3. Membership extension
4. Finance
5. Ongoing District youth programs (e.g. Youth Exchange, Rotaract)
6. Public Image
7. District Conference advisement
8. The Rotary Foundation
9. RI Convention promotion

8.03 The Board may establish other committees as they from time to time determine it is in the best interests of the Corporation.

8.04 Committee Members. All committees should be composed of Rotarians who represent a cross-section of Clubs in the District. The District Governor-elect is responsible for appointing committee chairs and committee members to fill vacancies except for those committees for which the Bylaws require a different method.

ARTICLE NINE
REPRESENTATIVE AND ALTERNATE TO THE COUNCIL ON LEGISLATION and
COUNCIL ON RESOLUTIONS

9.01 Qualification to be a Representative.

A Representative shall be a member of a Club and shall have served a full term as an officer of RI at the time of election, that is, as a District Governor. However, upon certification by the current District Governor, with the concurrence of the president of Rotary International that no past officer is available in the District, a Rotarian who has served less than a full term as Governor or the Governor-elect may be elected.

To qualify for service at the Council on Legislation and Council on Resolutions, (the "Councils"), the Representative must be informed of the qualifications and submit to the general secretary a signed statement that the Rotarian understands the qualifications, duties, and responsibilities of a Representative; is qualified, willing, and able to assume and perform faithfully such duties and responsibilities; and shall attend the meeting for its full duration.

9.02 Nominations.

Any Club by vote may nominate a qualified Past District Governor of any Club in the District for Representative where such member has indicated a willingness and ability to serve. The Club shall certify in writing such nomination and the willingness and ability of the candidate to serve. Such certification must include the signatures of the Club President and Secretary, and be submitted to the Chair of the Nominating Committee by the deadline established by that Chair.

9.03 Selection.

The Representative and the Alternate Representative shall be selected by the Nominating Committee. The nomination procedure, including any challenges and a resulting election, shall be conducted and completed in the year two years preceding the Councils. The nomination procedure shall be based on the Nominating Committee procedures for District Governors set forth in section 13.020 of the Rotary International Bylaws.

A candidate for Representative shall not be eligible to serve on the Nominating Committee. If there is only one duly nominated candidate for Representative, the District Governor shall declare such nominee to be the District's Representative to the Councils. The District Governor shall also appoint a qualified Rotarian who is a member of a Club in this District as the Alternate.

If there are no nominees for Representative, the Nominating Committee shall select the best qualified Rotarians who are willing and able to serve and the Representative and as the Alternate.

9.04 Duties of District Representative to the Councils.

It shall be the duty of the Representative to:

- 1) assist Clubs in preparing their proposals for the Councils;
- 2) discuss proposed legislation at the District Conference and/or other District meetings;
- 3) be knowledgeable of the existing attitudes of Rotarians within the District;
- 4) give critical consideration to all legislation presented to the Councils and effectively communicate those views to the Councils;
- 5) act as an objective legislator of RI;
- 6) attend the meeting of the Councils for their full duration;
- 7) report on the deliberations of the Councils to the Clubs of the District following the meeting of the Councils; and

9.05 Representative and Alternate Unable to Serve.

Where neither the Representative nor the Alternate Representative is able to serve, the District Governor may designate some other duly qualified member of a Club in the District to be the Representative to the Councils.

References: Articles 8 and 13 of the RI Bylaws.

ARTICLE TEN
AVENUES OF SERVICE

10.01 General.

Rotary's commitment to Service Above Self has been channeled through the Avenues of Service, which have formed the foundation of club activity and which remain central to the work of Rotary, ensuring that Rotary service efforts are balanced and working to achieve all aspects of the Object of Rotary.

ARTICLE ELEVEN
DISTRICT LEADERSHIP PLAN

11.01 General.

The District Leadership Plan shall be contained in the District Manual of Policies and Procedures.

ARTICLE TWELVE
INDEMNIFICATION

12.01 Insurance.

The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

12.02 Indemnification; Coverage.

To the full extent permitted by any applicable law, and subject to the procedural limitations noted in **Section 11.06** following, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as:

- 1) a Director, Officer, employee, or member of a committee of this Corporation, or
- 2) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a Director, Officer, employee, or member of a committee of this Corporation, is or was serving another organization at the request of this Corporation, or whose duties as a Director, Officer, employee, or member of a committee of this Corporation involve or involved such service to another organization.

12.03 Mandatory Indemnification.

Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- 1) has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
- 2) acted in good faith;
- 3) received no improper personal benefit and pursuant to Wisconsin Statutes, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- 4) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- 5) in the case of acts or omissions occurring by a Director, Officer, employee, or member of a committee of this Corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this Corporation, or in the case of acts or omissions occurring by a Director, Officer, employee, or member of a committee of this Corporation who is or was serving another organization at the request of this Corporation, or whose duties as a Director, Officer, employee, or member of a committee of this Corporation involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this Corporation.

12.04 Indemnification: Eligibility, Advances, and Ancillary Recovery.

Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

- 1) Determination of eligibility for indemnification payments or advances shall be made in accord with Wisconsin Statutes, as now enacted or hereinafter amended. In essence, same provides that whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:

- (a) by the Board by a majority of a quorum; Directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum;
 - (b) if a quorum under (a) cannot be obtained, by a majority of a committee of the Board, consisting solely of two or more Directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board including Directors who are parties;
 - (c) if a determination is not made under (a) or (b), by special legal counsel, selected either by a majority of the Board or a committee by vote constituted under (a) or (b), respectively, or, if the requisite quorum of the full Board cannot be obtained and the committee cannot be established, by a majority of the full Board including Directors who are parties; or
 - (d) if an adverse determination is made under (a) or (b) preceding, or **subsection (2)** following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this state, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.
- 2) With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a Director, Officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria in **Section 13.05** of this Article has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under Wisconsin Statutes, as now enacted or hereinafter amended, may be made by an appointed committee of the Board, having at least one member who is a Director.
- 3) Unless otherwise determined by the Board by a majority of a quorum, advances of expenses incurred which are payable under **Section 13.05** shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the Corporation. For purposes of this **subsection (3)**, Directors who are at the time parties to the proceeding shall not be counted for determining a majority or the presence of a quorum.

ARTICLE THIRTEEN

MISCELLANEOUS

13.01 Conformity with RI Articles of Incorporation and Bylaws.

These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of RI. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or policies of RI, as amended, then the terms of the Constitution, Bylaws, or Policies of RI shall prevail *unless* a different result is required by Wisconsin or federal law, in which case the provision required by law shall prevail.

13.02 The Articles and Bylaws Supersede Previous Legislation.

The Articles of Incorporation, filed on [] and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of District 6270 and shall therefore, replace any and all legislation previously enacted by the Clubs.

13.03 Robert's Rules of Order.

The edition of *Robert's Rules of Order, Newly Revised, and all subsequent editions thereof*, that is then currently sanctioned by the Robert's Rules Association governs this organization in all parliamentary situations that are not provided for in the laws of the State of Wisconsin, these Bylaws, or adopted rules.

13.04 Fiscal Year.

The fiscal year of the District shall be from July 1 through June 30 of the following year.

ARTICLE FOURTEEN
AMENDMENTS

14.01 Amendment Process.

These Bylaws may be amended at the Annual Meeting by a majority vote of electors as provided in **Section 3.05** of these Bylaws. Before being considered by the electors at the Annual Meeting, an amendment must have been reviewed by the Board, which may make a recommendation regarding that amendment. For an amendment to be considered at the Annual Meeting, the District Governor shall have given notice of such proposed amendment to all of the Clubs at least 30 days before the Annual Meeting.

14.02 Who May Propose an Amendment to the Bylaws.

Only the District Governor, the District Governor-elect, the Board, or a Club may propose an amendment to these bylaws.

14.03 Effective Date.

Any amendments to the Bylaws shall be effective upon adoption, unless otherwise specifically stated in such amendment.

14.04 Amendment Limitation.

Unless Wisconsin or federal law requires it to do so, the District may not adopt any amendment to these Bylaws that conflict with the Constitution, Bylaws, or policies of RI.

ARTICLE FIFTEEN
DISSOLUTION

15.01 Dissolution.

This corporation shall immediately and automatically cease operations and begin dissolution proceedings Upon the vote of two-thirds of its Members at the Annual Meeting of District 6270, upon directive of the Board of Directors of RI. The District Governor of District 6270 shall provide the the Board of Directors of RI with notice of a decision by the clubs in District 6270 to dissolve the corporation and shall provide a final report upon completion of the dissolution process to the General Secretary of RI.

District Governor Signature ➡ _____ Date: _____

District Secretary Signature ➡ _____ Date: _____