

ROTARY INTERNATIONAL DISTRICT 6420

BY-LAWS



**Bylaws of 2014 Adopted at District Training Assembly 2014
As Amended at District Training Assemblies 2018 and 2021**

With:

**Amendments Proposed For Consideration at District Training Assembly 2022
As noted by ~~deletion~~ / addition**

DISTRICT 6420 BY-LAWS

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{END}

DISTRICT 6420 BY-LAWS

ARTICLE I NAME AND PURPOSE

Section 1. Name

The name of the Corporation is: **Rotary International District 6420.**

Section 2: Purpose

The purposes of the Corporation are to operate as a charitable and benevolent corporation to encourage, promote and extend the object of Rotary International and to maintain the relations of a Rotary district in Rotary International. Insofar as the provisions of the law of the State of Illinois under which this Corporation is incorporated shall permit, where any provision of the Articles of Incorporation or bylaws of the Corporation is not in conformity with the constitution, bylaws, or policies of Rotary International, the terms of the constitution, bylaws, or policies of Rotary International shall prevail at all times.

ARTICLE II MEMBERS

All Rotary Clubs in the District shall be members of the Corporation. The addition or removal of a club or clubs from a District pursuant to the Rotary International Bylaws shall immediately and automatically result in a corresponding change in the membership of the Corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation shall be managed by or under the direction of its Board of Directors, hereafter, the Board; however, the Directors shall have no authority to take any action which contravenes the authority of any District Officer or member Club in the District granted by these Bylaws or as required by Rotary International.

Section 2: Number; Composition; Term

- **Number:** The number of Directors of the Corporation shall be ~~seven~~ eight.
- **Composition:** Directors shall be District Governor, District Vice-Governor, District Governor-Elect, District Governor-Nominee, District Governor-Nominee Designate, District Secretary, District Treasurer, and Immediate Past District Governor.
- **Term:** Directors shall hold office as Director for the period during which each holds an office listed in ~~Paragraph b of this Section and Article.~~

Section 3: Vacancies

- Any vacancy occurring in the Board, by reason of resignation or removal shall be filled by the Board at the Annual Meeting, any regular meeting, or at a special meeting of the Board called for that purpose even if the number on the Board is less than a quorum.
- **Term of Office:** Each Director selected to fill a vacancy shall hold office for the duration of the unexpired term of his/her predecessor in office.

Section 4: Annual Meeting

The Annual Meeting of the Board will be held at the place and time determined by the Board.

Section 5: Regular Meetings

The Board shall hold regular meetings at the times and places designated by resolution of the Board.

Section 6: Special Meetings

Special meetings of the Board shall be held at any time and place but only if they are properly noticed pursuant to Article III, Section 7, of these Bylaws. The meetings shall be called by the President or by a written request from any two (2) Directors.

Section 7: Notice of Meetings

- **Timing:** Notice of each meeting shall be delivered by or at the direction of the Secretary to each Director at least five (5) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- **Delivery:** Notice shall be given electronically via facsimile, e-mail, or other electronic delivery methods permitted bylaw.
- **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, except as provided in Article III, Section 11 of these Bylaws.

Section 8: Quorum; Voting; Proxies

- **Quorum:** A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- **Voting:** When a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.
- **Proxies:** No Director may vote by proxy on any matter of the Corporation.

Section 9: Electronic Participation at Meetings

- Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- Telephonic or electronic Director participation in a meeting, subject to the availability of such technology for such meeting and within the discretion of the Governor shall constitute attendance and presence at the meeting.

Section 10: Informal Action; Written Consent

- **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board shall be taken without a meeting when it is consented to in writing by all of the Directors.
- **Written Consent:** The written consent shall be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the Corporate records.
- **Effective Date:** Any action taken by the Board pursuant to this Section shall be effective when all of the Directors have approved the written (may include electronic conveyances such as e-mails and faxes) consent unless the consent specifies a different effective date.

Section 11: Removal

- One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board at which a quorum is present.
- If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 6, of these Bylaws, written notice of the proposed removal shall be prepared and delivered to all Directors pursuant to Article III, Section 7, no fewer than twenty (20) days prior to the special meeting. Such notice shall both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

Section 12: Presumption of Assent

If a Director is present at a meeting of the Board, he or she shall be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- His or her dissent was entered in the minutes of the meeting;
- He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent shall not apply to a Director who voted in favor of an action).

Section 13: Director Conflict of Interest

- If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, shall be counted in determining whether a quorum is present but shall not be counted when the Board or a committee of the Board takes action on the transaction.
- **Indirect Interest:** A Director is "indirectly" a party to a transaction when he or she either:
 - Has a material financial interest in the entity with which the transaction is occurring; or
 - Is an officer, director, or general party with the entity with which the transaction is occurring.
- **Grant Exception:** When a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE IV OFFICERS

Section 1: Designation; Election; Term

- **Designation:** The Officers of the Corporation shall include a President, a Vice President, a Secretary, a Treasurer, and any other Officers authorized by the Board.
- **Election/Appointment:** The Officers shall be determined in accordance with the procedures described in Sections 2, 3, 4, and 5 of this Article.
- **Term:** Each Officer shall hold office concurrently with the year of his/her District leadership position or until his/her successor has been duly elected/appointed and qualified, or until their death, resignation or removal.

Section 2: President

- The President shall be the District Governor, hereafter, Governor, and the Chief Executive Officer of the Corporation.

- The Governor, an officer of Rotary International, shall be nominated and elected by the District as provided in The Rotary International By-Laws. He or she shall have all the duties assigned by Rotary International as set forth in the Rotary International Code of Policy, those set forth in these By-Laws, and such other responsibilities as shall from time to time be delegated to him/her by the member Clubs either at District Training Assembly or at District Conference.
- In the latter capacity, the Chief Executive Officer, subject to the direction and control of the Board, shall have general and active management of the corporate affairs of the Corporation.
- The Governor shall ensure that all orders, resolutions, and directives of the Board are carried into effect unless the Board assigns that responsibility to another Officer.
- The Governor shall execute all bonds, mortgages and other contracts for the Corporation.
- The Governor shall from time-to-time report to the Board on all matters within his/her knowledge, which the interests of the Corporation may require to be brought to their notice.
- The Governor shall perform other such duties as may be assigned from time to time by the Board.

Section 3: Vice President

- The Vice President shall be the District Vice Governor, hereafter, Vice Governor. In the event of the temporary or permanent inability of the Governor (or District Governor-Elect following attendance at the International Assembly) to continue in the performance of his/her duties as Governor, the Past District Governor as herein designated shall serve as Governor. The Vice Governor shall be the Past District Governor prior to the immediate Past District Governor, i.e., the Governor in 2012-13 shall serve as Vice Governor in 2014-15. In the event this individual is not able to serve as Vice Governor, the Board shall convene for the purpose of selecting a Vice Governor.
- The Vice President shall perform such other duties as may be assigned from time to time by the Board.

Section 4: Secretary

- The Secretary of the Board shall be the District Secretary, hereafter, Secretary.
- The Secretary shall be appointed by the Governor and serve a term of three years with the privilege of reappointment.
- The Secretary shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- The Secretary shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board. This includes maintaining the Corporate Book and maintaining a permanent record of all actions taken by the Board and by the District, including all official actions taken at District and committee meetings.

- The Secretary shall maintain in his/her office a permanent record of the annual financial reports, including the report of the District Audit Review Committee.
- The Secretary shall perform such other duties as may be assigned from time to time by the Board.

Section 5: **Treasurer**

- The Treasurer of the Corporation shall be the District Treasurer, hereafter, Treasurer.
- The Treasurer shall be appointed by the Governor and serve a term of three years with the privilege of reappointment. The qualifications shall preferably be a Past District Governor, but in any event knowledgeable in finance, budget controls, and fiscal management.
- The Treasurer shall keep full and correct accounting of receipts and disbursements in the books belonging to the Corporation, and must deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board.
- The Treasurer shall be responsible for the invoicing and collection of all per capita dues and assessments. When the Governor wishes, he/she may appoint a chair for special assessments. This chair shall work with the Governor and Treasurer in deciding who shall be responsible for invoicing, collecting, record keeping, etc.
- The Treasurer shall dispose of funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Governor and the Board, whenever he/she or they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.
- Separate Financial Accounts, at the discretion of the Governor and Board shall be established for the District Conference Committee and for such other projects or events wherein the collection, funding, or expenditure requires special control in the administration thereof. These accounts shall be designated as supplemental accounts opened in the name of the District and administered by the respective chairperson thereof or by the Treasurer. Signatures shall be by persons as appointed by the Board for the execution for checks. Reports of the all-separate accounts shall be submitted to the Treasurer by June 30 of the fiscal year.
- Bonding. The Treasurer and all signatories on any account shall be bonded with a fidelity bond for the faithful discharge of their respective duties. The Treasurer shall be bonded for 100% of the accounts as provided in the annual budget and any other funds or reserves as approved at the District Training Assembly. The District Finance Chair shall be bonded for 10% of the accounts as provided in the annual budget and any other funds or reserves as approved at the District Training Assembly. The District Finance Chair shall be required as a second signature on all checks over \$1,000.00.
- Annual Report. By July 30 annually, those responsible for special funds under Paragraph (f) above, the Rotary District Foundation Committee Chair, and the District Governor as to his/her Rotary International reimbursement allotment, shall submit to the District Treasurer and Finance Committee Chair their respective fund accounting with sufficient detail for review, for all funds within their purview. Each person so reporting shall retain such bank statements, receipts and documentation as may be necessary to verify items reported, if and upon request. By August 31 annually, the Treasurer shall submit to the Governor, the Immediate Past District Governor, and the Finance Committee Chair, the Treasurer's final statement of District finances, including all said annual reports. By

September 30 annually, the District Audit Review Committee shall review the books of the general fund and the Treasurer's final statement of District finances, and provide a written report of findings to the Board, the District Finance Committee Chair, Immediate past Treasurer and current Treasurer.

- Tax Reporting. The Treasurer shall ensure that tax returns for Federal, State, or other agencies are prepared and filed for the fiscal year served and ending during the Treasurer's term.
- Annual Statement and Report of District Finances. By October 15 annually, the Immediate Past District Governor shall provide an annual statement and report of the District finances, prepared by the Treasurer and independently reviewed per Paragraph h above, by email to each member Club's President and immediate past President. This annual statement and report shall include but not be limited to details of:
 - All sources of the District's funds (RI, The Rotary Foundation, District and club);
 - All funds received by or on behalf of the District from fundraising activities;
 - Grants received from The Rotary Foundation or funds of The Rotary Foundation designated by the District for use;
 - All financial transactions of District committees;
 - All financial transactions of the Governor by or on behalf of the District;
 - All expenditures of the District's funds; and
 - All funds received by the Governor from RI.
- By February 1 annually, the current District Governor shall give notice that the statement and report of District finances shall be presented for discussion and adoption at the forthcoming District Training Assembly, or, if no such District Training Assembly is scheduled to be held, then at the next District Conference.
- The Treasurer shall perform other such duties as may be assigned from time to time by the Board.

Section 6: Resignation

- Any Officer may resign at any time by giving written notice to the Board, the Governor, or the Secretary of the Corporation.
- Effective Date: An Officer's resignation shall take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7: Removal

- Any Officer of the Corporation may be removed by the Board with or without cause. However, an Officer's removal shall be without prejudice to his or her contract rights, if any.
- Election of an Officer will not of itself create any contract rights.

Section 8: Vacancies

The Board shall fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, at a regular meeting of the Board, or at a special meeting called for the purpose of filling the vacancy.

ARTICLE V (re-numbered)
GOVERNOR'S ADVISORY COUNCIL

Section 1: Membership

At the pleasure of the Governor, a Governor's Advisory Council shall be appointed. Membership shall be at the discretion of the Governor; however, it is suggested the Council, at a minimum, be composed of the Vice Governor, the Immediate Past Governor, the Secretary, the Treasurer, the Governor-Elect, the Nominee, the Nominee-Designate, and three past District governors to be selected by the Governor.

Section 2: Function

It shall be the duty of the Governor's Advisory Council to act in an advisory capacity to the Governor relative to matters concerning District affairs, District administration, and District growth. If such a Council is formed in any year, it is recommended the Council meet no less than twice during the Rotary year with the possibility of having one meeting each quarter. The Council shall also be called at the discretion of the Governor to resolve an urgent issue or problem.

ARTICLE VI (re-numbered)
COMMITTEES

Section 1: Committees

- The Board, by majority vote, may create or eliminate one or more committees.
- Committee chairs shall be appointed to serve for a three-year period by the Governor with advice and consent of the Governor-Elect and the Governor-Nominee, followed by approval by the Corporate Board.
- All Committee Chairs serve at the pleasure of the Governor. All Committee Members of the District Nominating Committee and all Committee Members of the District Audit Review and Foundation Audit Review Committees shall serve at the pleasure of the Governor. All other committees' members serve at the pleasure of the Chair of each such committee.
- Each Committee Chair shall report in writing to the District Governor, on or before December 1 and June 1 annually, as to such committee's decisions and activities since its prior report, and as to such committee's forthcoming action and future goals.
- The following District committees are standing committees with subcommittees as identified:
 - Training
 - Membership Development and Retention
 - Extension
 - Finance
 - Youth Exchange
 - Long-Term Youth Exchange
 - Short-Term Youth Exchange

- Youth Services
 - Early Act
 - Interact
 - Rotaract
 - Youth Protection
 - Rotary Youth Leadership Awards
 - Literacy
 - Public relations
 - Alumni Engagement
 - The Rotary Foundation
 - Grants
 - Fund Development
 - End Polio Now
 - Stewardship
 - Scholarships and Peace Fellowships
 - Vocational Training Team
 - RI Convention promotion
 - District ~~Governor~~-Nominating Committee responsible for selection of District Governor, District Representative on Rotary International Council on Legislation and Resolutions, and District representative on Zone Nominating Committee for Rotary International Director
 - Fellowships
 - Friendship Exchange
 - Northern Illinois Rotary Liaison
 - District Audit Review Committee
 - Foundation Audit Review Committee
- The District Governor shall nominate or note the continuation of service of each of the above Committee Chairs and all Committee Members of the District Governor’s Nominating Committee and all Committee Members of the District Audit Review and Foundation Audit Review Committees to the District Board by July 15 annually. The District Board shall meet in person or by other agreed means to determine approval of those nominated. Open positions shall be filled for the remainder of the term of the person having held such position in like manner, by the Governor with advice and consent of the Governor-Elect, Governor-Nominee and Corporate Board for the remainder of the term of such open position.
 - Unless otherwise provided by these Bylaws, Corporate Board Members serve as ex-officio members of each Committee, shall be provided notice of meetings and copies of minutes, and shall have the right to attend and to comment, but as non-voting members unless otherwise determined from year to year by vote of that Committee.

Section 2: District Trainer and Training Committee

- The District Trainer, hereafter, the Trainer, shall be appointed by the Governor, based on the recommendation of the Governor-Elect, and shall be appointed or re-appointed on an annual basis.
- The Trainer’s minimum recommended qualifications shall include:
 - Membership, other than honorary, in good standing in a club in the District for at least three years.
 - Preference shall be given to training or education as a component of their vocation or profession.

- Status as a past Governor, a skilled past Assistant Governor, or past District committee chair.
 - A clear willingness that the Trainer is responsible to the Governor-Elect.
 - Willingness and ability to accept the responsibilities of District Trainer as determined by the Board.
- The Trainer, working in conjunction with the Governor, shall be responsible on an annual basis for developing and conducting training for training events in the District, as appropriate.
 - The Trainer shall be instructed by the Governor-Elect on training needs in the District for the up-coming Rotary year related to:
 - Presidents-Elect Training Seminar
 - The District Team Training Seminar (which includes Assistant Governor training).
 - The Trainer, under the direction of the Governor-Elect, , shall be responsible for one or more of the following aspects of training conducted at the aforementioned meetings:
 - Program content (in accordance with RI Board recommended curricula)
 - Conducting sessions
 - Identification of speakers and other volunteers
 - Training of facilitators
 - Program evaluation, and/or logistics
 - It is strongly recommended that program content, in particular, be prepared by the Trainer.
 - The Trainer shall acquaint each incoming Governor with the programs of the District.

Section 3: Finance Committee

- Composition
 - The voting committee shall be composed of at least seven members with no more than two members from the same Rotary Club. Ex-officio members of the Committee shall be the Governor, Vice Governor, Governor-Elect, Governor-Nominee, Governor Nominee- Designate, Secretary, Treasurer, Immediate Past District Governor, Trainer, and Public Relations Chair.
 - The Committee Chair (preferably someone currently serving on the Committee with at least one year remaining in their term) shall be selected by the Governor-Elect.
- Term
 - Each member shall be appointed for a three-year staggered term At least two members shall be appointed or reappointed each Rotary year by the Governor who shall serve that year.
- Duties
 - This Committee shall meet and review the financial status of the District.
 - The Committee shall prepare a proposed budget of income and expenditures for the upcoming year.
 - The Committee Chair shall provide to all club presidents-elect a copy of the proposed budget of income and expense at least four weeks prior to the District Training Assembly. At the Assembly the Committee Chair shall present the budget for vote by the club presidents-elect, and it must be approved by three-fourths of the presidents-elect attending the Assembly. The per capita levy for the

clubs of the District shall also be voted upon and approved by three- fourths of the presidents-elect attending the Assembly. Any and all other requests for contributions for special District projects shall also be presented for vote by the presidents- elect.

- To address unbudgeted revenues or expenses encountered during any fiscal year, the Governor shall have the authority to approve deviations of up to \$250.00 from the budget as adopted by the District Training Assembly and to authorize the District Treasurer to make expenditures in accord with such changes. Deviations from the approved budget in excess of \$250.00 shall be subject to the approval of the Corporate Board.

- Budget Considerations
 - Income shall consist of, but not be limited to member per capita contributions, based on District membership numbers as of Dec 31, and on fees charged for programs, events, and fund raisers.
 - Expenses shall consist of, but not be limited to:
 - Governor expenses
 - Governor-Elect expenses
 - Governor Nominee-Elect expenses
 - Assistant Governor expenses
 - District trainer expenses
 - Foundation Committee expenses, to cover:
 - Scholarship and Fellowship Committee
 - Vocational Training Team Committee
 - Foundation program
 - Youth Services Committees
 - District committee expenses
 - Administration costs

Section 4: District Audit Review Committee

- Composition.
The Committee shall be composed of three Rotarians, at least one of whom is a past District Governor or a person with audit experience but not including the past year's District Governor, Treasurer, signatories of District bank accounts, or members of the Finance Committee. For the 2018-2019 Rotary fiscal year (reviewing FY 2017-2018 District accounts), the Governor with advice and consent of the Governor-Elect and Governor-Nominee and Corporate Board, shall appoint one Committee Member to a one-year term, one Committee Member to a two-year term, and one Committee Member to a three-year term, to create staggered terms. Upon expiration of each such Committee Member's Term, future Committee Member appointments shall be for a three-year term.

- Review and Reporting.
By September 30 annually, the District Audit Review Committee shall conduct its review consistent with any requirements of Rotary International and its Bylaws and procedures, and provide a written report of findings to the Board, the District Finance Committee Chair, Immediate Past Treasurer and current Treasurer.

Section 5: Foundation Audit Review Committee

- Composition.
The Foundation Audit Review Committee shall be composed of at least three Rotarians, at least one of whom is a past District Governor or a person with audit experience but not including the past year's District Governor, Treasurer, signatories of District or Rotary

Foundation bank accounts, or members of the Finance or Foundation Committees. For the 2018-2019 Rotary fiscal year (reviewing FY 2017-2018 District Foundation accounts), the Governor with advice and consent of the Governor-Elect and Governor-Nominee and Corporate Board, shall appoint one Committee Member to a one-year term, one Committee Member to a two-year term, and one Committee Member to a three-year term, to create staggered terms. Upon expiration of each such Committee Member's Term, future Committee Member appointments shall be for a three-year term.

- **Review and Reporting.**
Consistent with the above provisions for reporting and audit review of District Funds and Accounts, by July 30 annually, those responsible for Foundation funds, grants and accounts shall submit their respective fund accounting with sufficient detail for review, for all funds within their purview, to the Foundation Audit Review Committee.

By September 30 annually, the District Foundation Audit Review Committee shall conduct its review consistent with any requirements of the Rotary Foundation and its Bylaws and procedures, and provide a written report of findings to the Board, the District Finance Committee Chair, Immediate Past Treasurer and current Treasurer.

ARTICLE VII (re-numbered) **SELECTION OF GOVERNOR NOMINEE-DESIGNATE**

Section 1: Governor Nominee-Designate Defined

The succession of a candidate from nomination to District Governor shall be as follows (FY referring to the Rotary fiscal year July 1- June 30)

- In FY 1, a Candidate for District Governor shall be proposed by his or her Club and selected as District Governor Nominee-Designate by the Nominating Committee meeting in December of that FY, subject to procedures outlined elsewhere in these bylaws.
- In FY 2, as of July 1, the District Governor Nominee-Designate becomes District Governor Nominee; at the voting session of the Rotary International Convention that is held the following May or June of that FY, the District Governor Nominee is formally "elected" by all Club delegates, confirming his or her Nominee status.
- In FY 3, as of July 1, the District Governor Nominee becomes District Governor-Elect and attends the Rotary International Assembly held in the following January of that FY.
- In FY 4, as of July 1, the District Governor-Elect becomes District Governor.

Section 2. Selection of Nominating Committee

- By August 1 annually, the District Governor shall propose to the District Board of Directors the slate of seven (7) District Rotarians to serve on the Nominating Committee. Each member of the slate shall serve for a two-year term. Therefore, in alternating years, the District Governor shall propose either three (3) or four (4) continuing members and either three (3) or four (4) new members to serve on the Nominating Committee. The District Governor shall further annually propose to the District Board of Directors two (2) District Rotarians to serve for that year only as first and second alternates on the Nominating Committee, designating each as first alternate or second alternate. The District Governor shall further designate one member of the Nominating Committee to serve as Chair for that year only. No two members shall be from the same Club and not more than four (4) members shall have served on the Committee during the preceding year and none served as District Governor during the preceding two years.
- By September 1 annually, the District Board of Directors shall vote to approve or disapprove the proposed slate of Nominating Committee members and alternates. If any member of the slate is not approved, the District Governor shall make a further

nomination within seven (7) days and the Board shall act thereon within (7) days following such nomination continuing said process until selection is complete.

- The Governor's Advisory Council members and all Past District Governors who continue to be member Rotarians of this District shall be non-voting ex-officio members of the Nominating Committee. Non-voting ex-officio members of the Nominating Committee shall not be present during such Committee's deliberations and voting process.

Section 3. Call for Candidates

- By September 1 annually, the District Governor shall invite all member Clubs to submit their proposal for Governor Nominee-Designate by November 15 of that year. The invitation to submit candidates may be effected electronically by email to all Club Presidents and Secretaries, and shall be included in the next-published District Newsletter. Each candidate shall have the qualifications required by Rotary International including, at a minimum, being a member in good standing of a Club in good standing, and having served at least one full term as a Club President, and being available in person to meet with the Nominating Committee on the date set by that Committee as set forth below.
- The District Governor, shall extend said date of November 15, if no qualified candidates are proposed by that date. Such extended deadline cannot be later than the date set for the meeting of the District Governor Nominating Committee.

Section 4. Nominating Committee Actions

- The Committee shall meet in person on a date selected by the Chair of such committee between December 1 and December 15 annually ("snow date" if needed to be 7 days thereafter), to interview all proposed and qualified candidates and to nominate a candidate as District Governor Nominee-Designate. If any members of the Nominating Committee shall be unable to attend a meeting of the Committee, the Alternates shall be seated in their stead in the order of their appointment, for that meeting. Non-seated alternates and Ex-Officio members who are present shall be permitted to participate only to the extent permitted by the Chair of the Nominating Committee, and in any event shall not be present during the vote of the Nominating Committee for selection of a candidate.
- In the event that no qualified candidate is proposed to the Nominating Committee for consideration, or in the event that no proposed candidate is nominated, the Corporate Board shall have the duty to propose its own nominee who shall then be invited to proceed through the interview and selection process as set forth in this Article.
- Upon selection of a nominee, the Chair of the Nominating Committee shall immediately advise the District Governor thereof.

Section 5: Challenging Candidates

If more than one qualified candidate had been submitted for consideration, the District Governor shall, within seven (7) days thereafter, notify the President and Secretary of each Club having proposed an unsuccessful candidate, advising of the name of the candidate that has been nominated, and advising that each Club having submitted an unsuccessful candidate has the right to file a challenge to such nomination, by resolution of the Board of such Club, filed with the District Governor within fourteen (14) days following their Club's notification. If a challenge is timely received, the District Governor shall promptly publish by email to all Presidents and Secretaries of all District Clubs, the Committee's nomination and each challenge thereto, advising all District Clubs that each such challenge(s) may only proceed if at least five additional Clubs concur in such challenge, by resolution of the Board of each such Club, filed with the District Governor within fourteen (14) days following such email publication. If at least five (5) District Clubs concur in a challenge, the matter of selection of a nominee, as between the candidate selected by the Nominating Committee and the

challenging candidate(s) having concurrence of at least five (5) other Clubs, shall take place by vote at the next-scheduled District Training Assembly. Each Club represented at such District Training Assembly shall be entitled to one vote.

Section 6: Certification of Nominee

The District Governor's declaration of the nomination of a District Governor Nominee-Designate shall occur (i) upon receipt of the Nominating Committee's nomination if only one candidate has been submitted and selected; or (ii) if more than one qualified candidate had been considered by the Nominating Committee and if no challenge is timely received, then upon expiration of the said fourteen (14) day challenge period; or (iii) if more than one qualified candidate had been considered, and a challenge has been duly made, and at least five (5) District Clubs have concurred therein, then upon tally of votes at the next-scheduled District Training Assembly. Upon declaring such nomination, the District Governor shall promptly notify Rotary International thereof by email on the forms prescribed, and shall publish the declared nomination to all District members within seven (7) days, by email to all Club Presidents and Secretaries and by inclusion in the next-published District newsletter.

ARTICLE VIII (re-numbered)

REPLACEMENT OF DISTRICT GOVERNOR-ELECT (DGE), DISTRICT GOVERNOR NOMINEE (DGN), & DISTRICT GOVERNOR NOMINEE DESIGNATE (DGND)

Section 1. REPLACEMENT OF DGE

If the DGE is unable or unwilling to serve as DGE before International Assembly:

- The offer is made to the DGN to move into the position of DGE and if accepted, the DGN becomes DGE and attend IA, and the DGND becomes DGN.
- If the DGN declines, or is unable or unwilling to serve as DGE, the offer is next made to the DGND to move into the position of DGE.
- In the event the position of DGE cannot be filled by the process above, the District Governor shall promptly call for Clubs to propose a qualified candidate for the position of DGE, by email to Club Presidents and Secretaries and publication to all District members via the District Newsletter or special edition thereof, setting a short date by which candidates are to be proposed for consideration by the District Nominating Committee. That Committee shall interview any candidates not previously interviewed by that Committee and shall then nominate a candidate as DGE and the certification of that nominee shall proceed as otherwise provided in these by laws. The Board shall determine an abbreviated schedule for the call for nominations, meeting of the Nominating Committee, and process of certification of the nominee, as it deems necessary under the circumstances.

If the DGE is unable or unwilling to serve as DGE, and insufficient time remains to fill such vacancy before International Assembly:

- The DG or PDG who would have served as Vice Governor during such DGE's term as District Governor shall serve in his or her stead.

Section 2. REPLACEMENT OF A DGN

If the DGN is unable or unwilling to serve as DGN:

- The offer is made to the DGND to move into the position of DGN and if accepted, the DGND becomes DGN and move up the line of succession in due course.

- If the DGND declines, or is unable or unwilling to serve as DGN, the District Governor shall promptly call for Clubs to propose a qualified candidate for the position of DGN, by email to Club Presidents and Secretaries and publication to all District members via the District Newsletter or special edition thereof, setting a short date by which candidates are to be proposed for consideration by the District Nominating Committee. That Committee shall interview any candidates not previously interviewed by that Committee and shall then nominate a candidate as DGN and the certification of that nominee shall proceed as otherwise provided in these bylaws. The Board shall determine an abbreviated schedule for the call for nominations, meeting of the Nominating Committee, and process of certification of the nominee, as it deem necessary under the circumstances

Section 3. REPLACEMENT OF A DGND

If the DGND is unable or unwilling to serve as DGND:

- The District Governor shall promptly call for Clubs to propose a qualified candidate for the position of DGND, by email to Club Presidents and Secretaries and publication to all District members via the District Newsletter or special edition thereof, setting a short date by which candidates are to be proposed for consideration by the District Nominating Committee. That Committee shall interview any candidates not previously interviewed by that Committee and shall then nominate a candidate as DGND and the certification of that nominee shall proceed as otherwise provided in these bylaws. The Board shall determine an abbreviated scheduled for the call for nominations, meeting of the Nominating Committee, and process of certification of the nominee, as it deems necessary under the circumstances.

ARTICLE IX (re-numbered)

REPRESENTATIVES TO COUNCIL ON RESOLUTIONS AND LEGISLATION

The District ~~Governor~~ Nominating Committee shall nominate a representative and an alternate to the Council on Resolutions and Legislation in appropriate years.

Section 1. Call for Candidates

- By September 1 tri-annually, the District Governor shall invite all member Clubs to submit their proposal for Council on Resolutions and Legislation District Representative by November 15 of that year. The invitation to submit candidates may be effected electronically by email to all Club Presidents and Secretaries, and shall be included in the next-published District Newsletter. Each candidate shall have the qualifications required by Rotary International including, at a minimum, being a member in good standing of a Club in good standing, and having served at least one full term as a District Governor or other Officer of Rotary International prior to nomination.
- The District Governor may extend said date of November 15, if no qualified candidates are proposed by that date. Such extended deadline cannot be later than the date set for the meeting of the District ~~Governor~~ Nominating Committee, as set forth above. In the event that no qualified candidate is proposed to the Nominating Committee for consideration, or in the event that no proposed candidate is nominated, the Corporate Board shall have the duty to propose its own nominee who shall then be invited to proceed through the selection process as set forth in this Article.
- Each qualified candidate for Council on Resolutions and Legislation Representative shall submit his or her credentials to the Chair of the District ~~Governor~~ Nominating

Committee, not less than seven (7) days before the meeting of such Committee, for consideration in selection.

Section 2. Certification of Nominee

The District Governor's declaration of the nomination of the Council on Resolutions and Legislation Representative and Alternate shall occur upon receipt of the Nominating Committee's nomination. Upon declaring such nominations, the District Governor shall promptly notify Rotary International thereof by email on the forms prescribed, and shall publish the declared nominations to all District members by email to all Club Presidents and Secretaries and by inclusion in the next-published District newsletter.

Proposed Article X (NEW) **REPRESENTATIVES TO ZONE NOMINATING COMMITTEE** **FOR SELECTION OF ROTARY INTERNATIONAL DIRECTOR**

The District Nominating Committee shall nominate a representative and an alternate to the Zone's Nominating Committee for selection of our Zone's Rotary International Director, in appropriate years. The person receiving the most votes of the District Nominating Committee shall serve as our Representative. The person with the second highest vote total will serve as alternate.

Section 1. Call for Candidates

- By September 1 of the year prior to our Zone's selection of an RI Director, the District Governor shall invite all member Clubs to submit their proposal for our Zone's RI Director Nominating Committee Representative by November 15 of that year. The invitation to submit candidates may be effected electronically by email to all Club Presidents and Secretaries, and shall be included in the next-published District Newsletter.
- Each candidate shall have the qualifications required by Rotary International including, at a minimum, being a member in good standing of a Club in good standing, and having served at least one full term as a District Governor prior to nomination. Other criteria provided by Rotary By-Laws shall also apply.
- The District Governor may extend said date of November 15, if no qualified candidates are proposed by that date. Such extended deadline cannot be later than the date set for the meeting of the District Nominating Committee, as set forth above. In the event that no qualified candidate is proposed to the Nominating Committee for consideration, or in the event that no proposed candidate is nominated, the Corporate Board shall have the duty to propose its own nominee who shall then be invited to proceed through the selection process as set forth in this Article.
- Each qualified candidate for Representative on our Zone's RI Director Nominating Committee shall submit his or her credentials to the Chair of the District Nominating Committee, not less than seven (7) days before the meeting of such Committee, for consideration in selection.

Section 2. Certification of Nominee

Upon selection of this District's Representative on our Zone's RI Director Nominating Committee, and Alternate, the Chair of the District Nominating Committee shall promptly advise the District Governor. The District Governor shall then declare the nomination of the Representative and Alternate and shall promptly notify Zone leadership and Rotary International thereof by email on the forms prescribed, and shall publish the declared nominations to all District members by email to all Club Presidents and Secretaries and by inclusion in the next-published District newsletter. Notice of selection must be given to RI

and to Zone not later than June 1 of the year in which the RI Director Nominating Committee is to convene, in conformance with RI By-Law 28.010.3.

ARTICLE XI (re-numbered)
OFFICIAL MEETINGS AND VOTING PROCEDURES

Section 1. District Training Assembly

The District Training Assembly, hereafter, Training Assembly, is to provide motivation, inspiration, Rotary knowledge and instruction in administrative duties so that incoming presidents, secretaries and other upcoming club leaders the Board may designate, shall acquire greater understanding of their responsibilities and opportunities for service. The Assembly shall be held after the District Team Training Seminar and the Presidents-Elect Training Seminar. The Governor-Elect organizes the Assembly in cooperation with the Governor. The Governor-Elect shall schedule and conduct the Assembly no later than May 31st. Presidents-elect of the District, to be eligible to serve as club president, shall attend the Assembly as provided by Article 10 of the Standard Rotary Club Constitution.

Section 2: District Conference

- The District Conference, hereafter, Conference, is for District Rotarians to meet, hear inspirational addresses, and discuss matters of importance to Rotary clubs and Rotary International. The Conference is held annually, under the direction of that year's District Governor, at such time and place, in or out of the District, any time except at the same time as Rotary institute or within eight days of the RI Convention.
- The Conference shall be not less than one (1) day nor more than three (3) days in length, as determined by the District Governor of the year in which such event is held. The program for the Conference shall provide a total of six (6) hours to be devoted to plenary sessions and group discussion, exclusive of luncheons, banquets and entertainment events, when time permits. The RI President's Representative, when present, shall make at least one (1) presentation.
- In accordance with the By-laws of Rotary International, the Conference may adopt recommendations upon matters of importance in the District provided that such action shall be in accordance with the Constitution and By-Laws of Rotary International, and in keeping with the spirit and principles of Rotary.

Section 3: District Resolutions Meeting

- In accordance with RI By-Laws, the District may hold a District Resolutions Meeting, hereafter, Resolutions Meeting, to adopt recommendations on matters of importance, provided such action is in accordance with the RI Constitution and bylaws and in keeping with the spirit and principles of Rotary. The Resolutions Meeting shall consider and act upon all matters submitted to it for consideration by the Board and may adopt resolutions thereon.
- The Resolutions Meeting may be held at a time and place determined by the Governor, provided 21 days' notice is given to all Clubs.

Section 4: Voting

Each Club in good standing and represented by at least one member of that Club at any District Resolutions Meeting or District Training Assembly shall be entitled to one vote upon any issue presented for vote at such Meeting or Assembly.

Section 5: Resolutions and Amendments

- All amendments to these By-Laws, resolutions, or memorials which are proposed by member Clubs for adoption at the Resolutions Meeting and/or Conference must be submitted in writing by the Clubs. Such proposals must be delivered to the Governor not less than ninety (90) days in advance of the Resolutions Meeting and/or Conference. The Governor shall publish all proposals in the monthly newsletter or in a separate bulletin to all clubs of the District at least sixty (60) days in advance of the Resolutions Meeting and/or Conference to which they are to be submitted for adoption.
- Suspension of Rules
By vote of two-thirds of the Clubs present and voting at a plenary session, these rules may be suspended to consider an amendment, resolution, or memorial. Passage of any amendment, resolution, or memorial under this provision shall require a like vote for adoption.
- Rules of Procedure
All deliberations of the meetings of the District shall be conducted in accordance with Robert's Rules of Order Revised Edition.

Section 6 Presidents-Elect Training Seminar

For the purpose of orientation of Rotary club presidents-elect, a seminar shall be held annually prior to the Training Assembly. The seminar shall be conducted by the Governor-Elect in cooperation with the Governor.

ARTICLE XII (re-numbered)
DISSOLUTION

The Corporation and District shall immediately and automatically cease operations and begin dissolution upon directive of Rotary International or upon the approval of two-thirds of the member Clubs in a vote at the District Conference or in a ballot-by-mail. However, the Board is authorized to continue to act on behalf of the District following dissolution for as long as necessary to conclude the affairs of the District, and to determine the manner of addressing any remaining debt or to effect distribution of any remaining assets, consistent with the original purposes of the District as above-stated. The Governor shall provide Rotary International notice of a decision by the Board to dissolve.

THESE BY-LAWS, AS AMENDED THIS DATE, ARE HEREBY ADOPTED AND
APPROVED THIS _____ DAY OF _____, 2022,
pursuant to the Constitution and Bylaws of Rotary International District 6420, Inc.

District Governor, 2021-2022

ATTEST:

District Secretary