

The By-Laws of Rotary International District 7590

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Article I. Background and Definitions

Section 1.01 Corporate Background and Office

Rotary International District 7590, Inc. (“the District”) is recognized and approved as a part of Rotary International, a worldwide membership and service organization headquartered in Evanston, Illinois (“RI”). The District was created by an RI-approved merger of former Rotary International District 7505, Inc., and former Rotary District 7490. The geographic location of the District is specified and controlled by RI and currently consists of the approved Rotary Clubs in the following twelve New Jersey counties: Monmouth, Ocean, Atlantic, Cape May, Burlington, Camden, Gloucester, Cumberland, Salem, Bergen, Hudson, and Passaic Counties. The District shall maintain its principal corporate office in the State of New Jersey at such place within the District’s geographic location as the Board may designate from time to time.

Section 1.02 Governing Documents

The Governing Documents of the District shall consist of its Articles of Incorporation, these By-Laws, and, as applicable, provisions of the following “Rotary Governing Documents”: Rotary International By-Laws and Constitution, the RI Code of Policies, and the RI Manual of Procedure. These By-Laws may be supplemented by Internal Operating Procedures and related ancillary documents adopted by

the Board, so long as these are consistent with the District Articles of Incorporation, these By-Laws, and the Rotary Governing Documents. Where there is any conflict, the Rotary Governing Documents shall be controlling. Nothing in these by-laws shall be interpreted to modify or limit the powers or responsibilities of the District President as specified by the Rotary Governance Documents.

Section 1.03 Registered Agent and Reports

As required by the New Jersey Non-Profit Corporation Act, the District shall designate a Registered Agent to be appointed by the Board of Directors and to serve until such person resigns or is replaced. The Registered Agent shall serve without compensation other than reimbursement of necessary filing and reporting fees. The Registered Agent shall file Annual Reports (currently due April 30 of each year) and other corporate reports as are required by New Jersey Law. These reports shall be based on the Rotary year commencing July 1 of the same year and shall report the officers and Board as follows: the District President taking office on July 1 shall be identified as President, and the District President Elect taking office on July 1 shall be identified as Vice President; the soon-to-be Immediate Past District President/Governor shall be reported as "other", and the District Secretary and Treasurer taking office on July 1 shall be reported in those positions.

Section 1.04 Rotary and Politics

As specified in the Rotary International Code of Policies, the following shall apply to all Rotary clubs and activities within the District:

- Clubs and Politics: The District and its members and clubs must refrain from issuing partisan political statements. Rotarians are prohibited from adopting statements with a view to exerting any corporate pressure on governments or political authorities.
- Rotary and Politics: No corporate action or corporate expression of opinion shall be taken or given by Rotary on political subjects.
- Use of Name or Emblem for Political Means: Clubs shall not use the Rotary name or emblem or other Rotary Marks for the purpose of furthering political campaigns. Any use of Rotary fellowship to gain political advantage is foreign to the spirit of Rotary.

Section 1.05 Rotary and Religion

Rotary is a secular organization whose membership includes persons of all faiths, religions, and beliefs.

Section 1.06 Code of Ethics and Conduct

(a) Conflicts of Interest

Rotary District 7590's policy on Ethics is framed by the 4 Way Test of Rotary International. The District's policy statement on Conflict-of-Interest states: "A Rotarian shall avoid impropriety and the

appearance of impropriety in all the Rotarian's activities. The test for appearance of impropriety is whether the conduct would create in reasonable minds a perception that the Rotarian's ability to act with integrity and impartiality is impaired." Insofar as they impose greater obligations upon Rotary Members, the requirements of RI or the Rotary International Foundation shall supersede and control as to conflicts of interest.

(b) Code of Conduct

The District adopts and incorporates into these By-Laws the Rotary Code of Conduct currently found in section 26.140 of the RI Code of Policies. That Code of Conduct is founded on Rotary core values: fellowship, integrity, diversity, service, and leadership, and explains the responsibility that comes with being a Rotarian and Rotaractor. All club members and other participants are expected to comply with this code of conduct, be considerate, and contribute to a collaborative, positive, and healthy environment in which all are respected and valued.

(c) No Smoking

Per the RI Manual of Procedure, members and their guests should not smoke during meetings and other Rotary events under circumstances where others will be exposed to unwanted second-hand smoke.

Section 1.07 Definitions

- "Shall," "is," and "are" are mandatory; "may" and "should" are permissive.
- "Mail," "mailing," "ballot-by-mail," and "club ballot" include utilization of electronic mail (e-mail) and internet technology.
- "Meeting" includes in-person and virtual meetings (e.g., Zoom).
- "S-Team" (Succession Team) means the District President, District President-Elect, and Vice President.

Section 1.08 Non-applicability of By-laws in Certain Circumstances

These By Laws do not supersede Rotary International Governing Documents.

Article II. Clubs and Members

Section 2.01 Qualification of Rotary Clubs as Members of the District

For purposes of the New Jersey Non-Profit Corporation Act, "Members" of the District as a Non-Profit Corporation shall mean Rotary Clubs in the District in good standing. Club Membership shall consist of only those Rotary clubs in the District designated by Rotary International in good standing, from and after the date of the incorporation of each Club and its recognition by Rotary International

until such status is revoked or suspended by RI. The addition or removal of a Club or Clubs from the District pursuant to Rotary International By-Laws or procedures shall immediately and automatically result in a corresponding change in the membership of the District. Any club that fails to pay District Dues and is suspended as a result shall forfeit all rights of voting or participation in District governance during the period of such suspension, until reinstated by the District. Any club whose suspension has become permanent shall cease to be a Member of the District.

Section 2.02 Club Electoral Voting Rights

(a) Elector as Club Voting Representative

Each Club in good standing at the time of a meeting where voting takes place shall have the right to vote on matters of District Governance, where provided for in these By-Laws, with the number of votes allowed by the Club based on its size. Such votes shall be cast through one designated Elector as the Club's voting representative. Clubs with multiple votes shall exercise that right through a single Elector, exercising the number of votes allowed. Any Elector of a Club shall be an active member of that Club, in good standing. In the absence of any other timely and proper designation or Proxy, the Club President shall be presumed to be the Club Elector.

(b) Number of Votes Allowed

Votes	Club Membership
1	1 to 37
2	38 to 62
3	63 to 87
4	88 to 112
5	113 to 137

Any Club with a membership of more than 37 shall be entitled to one additional vote based on the number of active members in good standing as set forth in the table above. Such membership shall be determined by the number of active members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held.

(c) Certification of Electors and Alternates

No later than three days before any vote, each Club shall certify to the District Governor who shall be its designated Elector, and for each the number of votes the Elector shall be entitled to cast for the club. A club may at that time designate an Alternate Elector to participate if the Elector is unable for any reason to attend or participate.

(d) Right of Club to Vote

To participate in any voting by Electors, a club must have paid the required District and Rotary International levies for the Rotary year in which the voting is taking place and must not be indebted to the District. The financial status of the club is determined by the District Governor based on current records at the time of a vote. Any Club whose membership in RI has been suspended by the RI Board as of the time of voting shall not be entitled to any Electors. An elector must be present in person or active electronically as specified in Article III at the designated meeting time and location to vote.

(e) No Split Voting Where a Club Has Multiple Votes

Where a Club exercises multiple votes on a motion or decision, all votes shall be cast for the same outcome. By way of example, a club with 2 votes cannot vote with one nay and one yay vote on a motion.

Article III. District Governance Meetings

Section 3.01 District Governance Matters to Which This Article Applies

This Article shall apply to the following matters requiring a vote or approval by the Clubs:

- Any approval of a District President's final accounting;
- Approval of a District President's annual budget or any increase in District dues assessed to Clubs, including any District dues proposed to be levied therein;
- Appeals of the District Finance Committee decisions rejecting a request to use Contingency Funds in case of necessity;
- Any motion or action of District governance which may be proposed by Clubs as specified in these Bylaws;
- Any other proposed action of the Board or District Leadership specifically required to be approved by the Clubs under these Bylaws, under any District Governing Document, or under any Rotary Governing Document.

Section 3.02 Annual Meeting

The purpose of the annual meeting of the District is to announce the appointment of officers who succeed officers whose terms have expired, and to transact such other business or matters required by the rules and regulations of Rotary International, by the District Articles of Incorporation and by these By-Laws. District Clubs, by and through their Electors, shall be entitled to attend and participate in the District Annual Meeting. The District Annual meeting of the Members of the District shall be held by Electronic or Virtual Meeting pursuant to Section 3.04 at the time of the District Conference or as soon as practicable thereafter before the close of the Rotary year.

Section 3.03 Special Meetings

Special meetings of Member Clubs may be called by the District President or by a majority of the Board of Trustees then in office, or by Members having one-third (1/3) or more of the outstanding votes of the District. Special meetings called by Members shall be submitted to the District President via a written request. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for District Clubs to consider. All Clubs entitled to vote may attend each Special Meeting, by and through their Elector. Special meetings shall be conducted by an Electronic or Virtual Meeting [EVM] pursuant to Section 3.04 below.

Section 3.04 Electronic or Virtual Meeting Rules, Voting and Format

(a) Portals and Procedure for Electronic or Virtual Meetings [EVMs]

The Annual meeting or any Special Meeting may be conducted through one or more designated electronic virtual portals, including without limitation, Zoom. Details of the procedure and requirements for such meetings are contained in the attached Appendix A- Virtual Meeting Protocol. That document may be modified by the Board from time to time as necessary to keep current with technology and applications available. However, all Electronic or Virtual Meetings [EVMs] shall meet and comply with the requirements and procedures set forth below in this Section.

(b) Notice of EVM - First Email

Notice of an EVM shall include the date and time of the meeting, an agenda, the name(s) of those calling the meeting, that the meeting will be an EVM, insofar as available any copies of any documents to be acted upon, discussed or voted on and an agenda. These may be transmitted by email, or by regular mail, or by a link to an on-line shareable folder. This notice must be sent to all club presidents at their email address of record, or if such person or their email address is not available, to the club secretary or another officer of record with a listed valid email address. Notice shall be sent no later than 30 days before the scheduled EVM. The Notice shall require each club to designate its Elector within ten days by email to the District President or his designee, and shall state that unless such designation is made, the club President shall be deemed to be the Elector. Notice of an EVM shall include copies of any documents to be acted upon, discussed or voted on.

(c) Registration for EVM - Second Email

After the initial notice described above, each Elector or Alternate designated by a Club to cast its allowed votes shall be required to register in advance of the meeting in order to participate. This registration shall be through a link or other means resulting in a unique registration for each Elector. That registration request shall be transmitted by a separate email after the initial meeting notice. That second email shall be sent to the email address provided for the Elector or on file with the District or the Club President if no other Elector designation exists, no later than ten (10) days before the scheduled EVM. Each registration is unique to the Elector receiving it and cannot be shared with others. Sharing such registration shall automatically disqualify the Elector from voting.

(d) Meeting “Zoom” Link - Third Email

All persons registered for an EVM shall receive a third email with a “Zoom link” or equivalent providing on-line access and participation at the specified date and time of the EVM, no later than two business days or 48 hours (whichever is longer) before the scheduled EVM.

(e) Commencement and Adjournment of Meeting Due to Failure of Electronic Communications

The EVM shall commence on or after the designated start time, unless due to Internet outages or other similar circumstances, it appears a significant number of registrants cannot attend. The District President or their designee to conduct the meeting [“the Presiding Officer”] shall have the right to adjourn the meeting to a later time, with notice to be reissued to those persons registered for the EVM.

(f) Requirement of Active Video Presence

At all times while present during the EVM, except for occasional lapses due to technical problems, each Elector shall have an active video feed showing the Elector in real time and not a static picture. This is required to validate the Elector’s identity for purposes of voting. A failure to meet this requirement shall disqualify the Elector from voting, unless an alternative means of validation reasonably satisfactory to the Presiding Officer and approved by the remaining Electors present on motion is approved before any other vote is taken.

(g) Voting Procedure and Presentation of Results

Voting shall be taken through a separate link supplied to the Electors in a chat window or by other equivalent means during the meeting after a vote is called for. Only those Electors actively present on video at the time the vote is called for may vote. After the vote the Voting Link shall be deleted, inactivated or discarded and may not be copied or saved. The tabulated results of voting on each measure or question subject to vote shall be conveyed to the Presiding Officer and all voting Electors as soon as possible after the vote is taken.

(h) Simplified Electronic Voting without Meeting in Certain Instances

Voting by the District Club Electors may be taken by an electronic ballot procedure for approval of proposed budgets, bylaw changes, financial reports, and in other circumstances where all that is needed is a simple approval or disapproval of a single document that was previously reviewed and approved by the S-Team, or the Leadership Team, or the District Finance Committee. Initial notice shall be sent to the Club President or President-Elect as appropriate with a copy of any documents to be voted on and a request to verify and identify the club Elector. This notice and the ballot shall be submitted to each club President or designated elector if different, by email to his/her email address

of record. This ballot procedure shall include a provision for recording and tabulation of the votes of each club elector.

Section 3.06 Place of Meeting

While the default method of meeting for matters of District Governance shall be electronic or virtual meetings pursuant to Section 3.04, the District President or the Board of Trustees may designate a place or venue for an in-person District meeting reasonably convenient to the Members and Electors, either in or outside the State of New Jersey, as the place of meeting for any meeting of Members.

Section 3.07 Notice of Meeting

(a) Timing and Delivery of Notice

Except as otherwise provided in Section 3.04(b), the initial notice of a meeting, whether as an EVM or otherwise, shall include written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. For meetings other than EVM's, such notice shall be delivered personally or by mail, e-mail, or fax not less than ten (10) days nor more than thirty (30) days before the date of the meeting. Notice shall be given by or at the direction of the District President or the District Secretary or the persons calling the meeting, to each Club entitled to vote at the meeting. Notice to Clubs shall be sent to each Club President, at the address or email address of that person as it appears on the records of the District at the time notice is sent. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, First Class postage prepaid, addressed to the President of each Club in the District at the address as it appears on the records of the District. Notice sent by e-mail shall be sent with request for a delivery receipt. Notice by email or fax shall be considered delivered when the e-mail or fax is sent provided there is no notice of delivery error.

(b) Contents of Notice

Each notice shall include an agenda describing the matters to be considered. If action on a budget or approval of a document is proposed, a copy of such document shall be included in the notice, unless too voluminous to be attached. In that case, the document shall be posted on the District website or a shared drive folder (with access restricted to club members so that a login is required), with a link to the location at which the document can be read.

Section 3.08 Waiver of Notice

A written waiver of notice signed by a Club's President, whether before or after a meeting, shall be conclusive acceptance by that Club of such notice as was given. Attendance of the President or Elector of a Club at a meeting shall constitute a waiver of notice of such meeting, except when the President or Elector Member attends for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.09 Quorum and Voting

(a) Quorum at District Governance Meetings

Unless otherwise required in the District Articles of Incorporation, the presence in person or by proxy of Electors holding a majority of the total Club Electoral votes that may be cast at a District Meeting shall constitute a quorum. After a quorum has been established at a District Governance meeting, any later withdrawal of Club Electors which reduces the number of Electoral votes that may be cast below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a Meeting starts, then the Presiding Officer may adjourn the meeting to a future date.

(b) Required Vote for Passage

If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a Majority of the Electoral votes entitled to be cast at the meeting on the subject matter shall constitute approval by the Clubs.

Section 3.10 Proxies

Every Elector entitled to vote at a District Governance meeting of Clubs, or to express consent or dissent without a meeting, may authorize another person or persons to act for him/her by proxy. Every proxy shall be in writing and signed by the Elector or his/her otherwise duly authorized attorney-in-fact. All proxies shall expire and become invalid after the expiration of three (3) months from the date thereof unless otherwise provided in the proxy and in any event shall expire at the end of the Rotary year in which it is signed. Every proxy shall be revocable at the pleasure of the Elector executing it, except as otherwise provided by law. Proxies must be signed by the Elector, dated, and the signature validated by the signature of a Rotary member from the Elector's Rotary Club as witness stating that the named person "signed the Proxy as his personal act and deed on the date specified". To be effective, the Proxy must be received by the District Governor, or the District Executive Administrator, before the second email for an EVM's or for other meetings before the commencement of a meeting.

Section 3.11 Conduct of Meetings

(a) All meetings shall provide all participants a reasonable opportunity for discussion and presentation of views and materials. However, the Presiding Officer may cut off discussion or adjourn the meeting if reasonably necessary in the interests of time or efficiency.

(b) Insofar as practicable and reasonable, meetings shall be conducted in accordance with Roberts Rules of Order as currently adopted, and in accordance with the RI Governance Documents.

Article IV. Leadership, Committee and Board Meetings

Section 4.01 Scope of this Article

This Article shall apply to any decision making by the Board, District Leadership including S Team, Committees, or Area Representatives or appointing a new club adviser to coordinate such activities.

Section 4.02 Powers and Duties of the District President-Elect and District Vice President

The District President Elect and the Vice President shall have those duties and responsibilities specified by RI or agreed to by the G Team in a District Leadership Plan or other agreement by and between them. Among other things the District President-Elect is charged with implementing and supervising learning programs for Club Presidents-Elect and other club officers whose terms shall begin during their term. The duties of the District Vice President are specified in section 19.20 of the current (2024) Rotary Code of Policies and may be supplemented by such duties or positions assigned by the District President. The District President and District President-Elect shall provide the District Vice President with the opportunity to request specific responsibilities or assignments in connection with district committees or district organization, attend as an observer any or all district meetings, serve as an ex-officio member of the district Youth Exchange committee and other duties or opportunities specified in section 19.20 of the current 2024 Rotary Code of Policies.

Section 4.03 Duty of S-Team to Confer and Reach Consensus Whenever Possible

The District President, District President-Elect and the District Vice President (the S-Team) shall confer with each other to discuss and seek consensus on all the following matters:

- Before they are made or announced, all District appointments will last and remain in effect over more than one Rotary year.
- A District Leadership Plan as described in Section 17.30 of the 2024 Rotary Code of Policies or any amendment thereof.
- The District's strategic plan.
- All District service projects are expected to continue past the current Rotary year.
- All other matters of District policy or personnel that are reasonably expected to affect the District over successive Rotary years.

Section 4.04 District Leadership Team

The District Leadership Team will include but not be limited to the District President, District President-Elect, District Vice President, District Vice President-Designee, Immediate Past District President, District Secretary, District Treasurer, District Sergeant-at-Arms, District Committee Chairs, and any members of the Board of Trustees not already identified in this section.

Section 4.05 Powers and Status of the District Leadership Team

The District Leadership Team (“DLT”) (as distinct from the Board which is a more limited group of people on the DLT) is an advisory team to assist and guide the District President in leading and managing the District. The District President shall advise and consult with the DLT on all important matters of district governance not consigned to the District President's non-delegable duties and discretion as defined by RI. The DLT shall have the right to vote upon and approve or disapprove such matters which the District President may choose to submit to them and shall vote to approve minutes of prior meetings.

Section 4.06 District Leadership and Area Representatives Meetings

The District President shall schedule or cause to be scheduled periodic regular meetings of the District Leadership, including officers and committee chairs. These shall be held at least quarterly, but not more frequently than monthly. The District President may schedule special meetings of one or more of these groups when necessary. Unless unavailable, the District President shall preside at these meetings. In the District President’s absence, the District President-Elect or District Vice President shall preside.

Section 4.07 Use of Zoom and Remote or Electronic Communications

All meetings under this Article may be conducted by Zoom or other equivalent electronic meeting systems. The District Executive Administrator or such other person as they shall designate shall serve as the host of the meeting.

Section 4.08 Committee Meetings

Unless otherwise specified in these Bylaws or another District Governing Document, scheduled committee meetings may be conducted in person or by Zoom, with such level of formality as the Committee Chair shall deem necessary and advisable. The remaining sections of this Article shall apply.

Section 4.09 Conduct of District Leadership, Committee and Area Representative Meetings

(a) Conduct of Meetings

Meetings under this Article may be more informal than District Governance meetings but shall be governed by the voting and quorum requirements set forth in Section 3.09.

(b) Email Voting

Decisions on any action or matter to be addressed at any meeting under this Article may be solicited and made upon a voting by email, with a delivery receipt. All email votes shall include the name of the voter and be validated by the source email.

Section 4.10 Notice for Leadership, AG and Committee Meetings

Notice about any scheduled meeting under this Article may be made by email addressed to each person entitled to attend at least two (2) business days before the meeting and no more than 30 days before the meeting. Insofar as practicable, such notice shall include an agenda of topics to be discussed. Attendance at a meeting without objection to the notice given shall constitute a waiver of any objections based on lack of proper notice.

Section 4.11 Action Without a Meeting

Any action of the District Board, Trustees, Officers, Directors or District Committees may be taken without a meeting, if (1) proper advance notice is provided setting forth the proposed action, (2) the proposed action is not consummated before the expiration of 10 days from the giving of notice; (3) the notice sets forth the existence of such 10 day period, and (4) the action proposed is consented to in writing by those who would have been entitled to cast a majority of votes had a meeting been held. Votes may be solicited or submitted by electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness with such reasonable steps to ensure authenticity and security of the communications.

Article V. Board of Trustees

Section 5.01 Composition of the Board

The Board shall consist of seven voting members: the District President who serves as the Chair of the Board, the District President-Elect, the District Vice President, the Immediate Past District President, the District Treasurer, and the District Secretary.

Section 5.02 Board Meetings

Board meetings shall be conducted either electronically or in person, following the same procedures for Leadership or Committee meetings as set forth in Article IV. Meetings may be called by any member of the Board, upon notice to other Board members, and such meeting notice shall specify the matters to be discussed and include copies of any documents to be discussed or reviewed.

Section 5.03 Board Powers

Governance of the District is vested by RI in the District President whose duties are specified in the Rotary Governance Documents. However, the District President's exercise of certain powers is subject

to approval by the Board and the Finance Committee as specified in this section and Section 9.04. The Board shall have the powers provided for it in these Bylaws, the District Articles of Incorporation, or in the Rotary Governance Documents, and no other powers. However, the following issues and matters shall be approved by the Board:

[Continue with any specific issues or matters as listed in the original bylaws document.]

Article VI. District Vice President Selection and Nominations

Section 6.01 Nomination and Selection of District Vice President

The District Vice President shall be selected and proposed by a Nominating Committee organized as set forth in this Article and shall be elected in conformance with the Bylaws, Code of Policies and Manual of Procedures of Rotary International. The Committee is charged with selecting the best qualified candidate who is qualified.

Section 6.02 Qualifications of District President

A District President Nominee must meet the qualifications specified by RI. At present, they must:

- Be a member in good standing of a functioning club in the District.
- Have served as president of a club for a full term or be a charter president of a club having served the full term from the date of charter to 30 June of the year nominated, provided that this period is at least six months.
- Be a Rotarian for at least seven years at the time they would take office as District President.
- Demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of District President.
- Understand and agree to required attendance at the RI International Assembly and President/Governor-Elect Leading Seminar in the Rotary year just prior to the start of their term.
- Demonstrate knowledge of the qualifications, duties, and responsibilities of District President as prescribed in the RI Bylaws and affirm this in a signed statement to RI.

Section 6.03 Nominating Committee and Nomination Process

(a) Formation and Members of Nominating Committee

In July of each Rotary year, the District President shall appoint a Chair of a District Nominating Committee to select a District Vice President-Designee ("DVP-D") for the District for the Rotary year commencing on July 1 three years later. The Committee Chair shall be the immediate Past District President if able and willing to serve, and if not, another Past District President. By October 15 of the

current Rotary year, the Nominating Committee Chair with the approval of the District President shall appoint the remaining members of the Nominating Committee, which shall consist of five (5) Past Presidents and four (4) Past District Presidents including the Chair. The Committee shall be constituted, insofar as possible, so that each County within the District shall be represented. No member of a Club which shall have nominated a candidate for District President shall be represented on the Committee. However, upon the consent of both the Nominating Committee Chair and District President reasonable appropriate exceptions may be made to any of the requirements of this subparagraph.

(b) Notice to Clubs Soliciting Nominations; Timing of Nominations

The District President shall, during the month of July, issue a notice to the Presidents and Secretaries of all District Clubs asking for nominations for the office of District Vice President-Designee for the term commencing on July 1 three years later. That notice shall contain the qualifications for District President, the Rotary International limitations and prohibitions on nominees campaigning for selection, instructions as to the form and requirements for nomination, and shall specify that nominations must be received by the Chair of the Nominating Committee by October 1 of that year.

(c) Form of Nominations; One Nomination Per Club; Ineligibility of Certain Persons

No club shall submit more than one (1) candidate for consideration. Each club's Nomination shall be in the form of a Resolution adopted at a regular meeting of the Club and certified by the Club's secretary, on the President-nominee Form then prescribed by the District. No person who has agreed in writing to be a member, alternate member, or candidate for membership on the Nominating Committee (whether selected or not) nor any candidate who is selected and subsequently resigns from the Committee, nor any spouse, child, or parent of any such person, shall be eligible to be nominated for DVP-D in the year in which the committee serves.

(d) Meeting of Nominating Committee and Selection Process

The Nominating Committee shall meet during the month of November and shall personally interview all qualified candidates who have been nominated by their clubs in the form and manner specified above. By a vote on a motion after discussion, the Committee shall designate a qualified Rotarian for the position of DVDP. In making its selection, the Nominations Committee for District President shall not be limited in its selection to those names submitted by Clubs in the District but shall select the best qualified Rotarian available to perform the functions of the office of District President by majority vote of the Committee. Within 24 hours after the Nominating Committee has voted and selected, the Chair shall notify the District President of the name, address and Club of the person selected as DVDP.

(e) Failure of Nominating Committee to Select

If the Nominating Committee cannot agree upon a candidate, the President-Nominee shall be elected in a club ballot as provided in the RI Bylaws (currently section 12.050). In that case, only those qualifying candidates suggested to the nominating committee may be selected in that process.

(f) Notice to Clubs of Selection and Opportunity to Challenge

Within three business days after receiving the Nominating Committee selection for DVP-D, the District President shall give notice in writing to all clubs in accordance with the Rotary International Bylaws of the name and club of the person selected by the Nominating Committee. This notice shall state that any club objecting to the nominee selected may file with the District President a formal Challenge by a date that is no later than 14 days later. The notice shall include the form and requirements for filing any such challenge as specified below. If no challenge to the nomination is received by the District President within that 14-day period, the District President shall declare the Designate of the Nominating Committee as DVDP of the District and shall certify such Designate to Rotary International.

(g) Form of Challenges to Candidates

Any challenge to the DVDP selected by the Nominating Committee may propose a challenging alternative candidate for that position, but only if all the following are true of the alternative candidate proposed: (i) they meet all the qualifications to be District President; (ii) they were nominated by the challenging club in the time and manner specified above, and (iii) at the time of nomination and at the time of challenge they are and were a member in good standing of the club. The challenge and the name of the challenging candidate must have been properly approved by a resolution of the club adopted at a properly scheduled meeting. A true copy of that resolution shall be filed with the District President by the challenge deadline. As set forth below, the Challenge will be automatically disallowed if it does not receive the required number of concurrences by other clubs in the District.

(h) Procedure Where a Challenge is Filed

Within seven days after the deadline, the District President shall notify clubs that there is a valid challenging candidate. The notice shall include the name and qualifications of each challenging candidate, the names of the challenging and concurring clubs, and state that the candidates will be voted on in a club ballot or at the district conference, if (i) the challenge is concurred with by the required number of other clubs as specified in the next subparagraph and (ii) remains valid for 30 days after the notice by the District President. Using a form prescribed by RI, the District President's notice shall inform all clubs of the name and Rotary Club of each challenging candidate and ask whether any club concurs with the challenge, as specified in the next sub-paragraph.

(i) Concurrence to Challenges

Concurrences to a Challenge must be filed with the District President within 20 days after the District President's notice of the challenge. In order to concur with a challenging candidate, a club must properly adopt a resolution at a regular meeting and file it with the District President by the date set by the District President. A valid challenge requires concurrences by either:

- 10 other clubs; or
- 20 percent of the total number of clubs which have been in existence for at least one year as of the beginning of that year in that district, whichever is higher.

A club shall concur with only one challenging candidate.

(j) Lack of Required Valid Concurrences to Challenging Candidate

If the requirements of the above subparagraphs regarding challenges are not met within the time specified, the District President shall declare the Challenge invalid and that the Nominating Committee's candidate shall be the District President-Nominee. The District President shall notify all clubs in the district of this within 15 days.

Section 6.04 No Campaigning, Canvassing or Electioneering

In order that the best qualified Rotarians are selected for District offices, any effort to influence the selection process for such an office in any manner, including campaigning, canvassing, or electioneering, is prohibited. Rotarians shall not campaign, canvass, or electioneer for such position, or allow such activity, for either themselves or others. Unless expressly authorized by the Board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped. Nothing in this paragraph shall limit or bar communications by a prospective candidate within that person's club, or communications in response to an inquiry by a member of the Nominating Committee.

Section 6.05 Succession Timing

The District Governor-Nominee shall automatically become the District Governor-Elect on July 1 of the year preceding that during which they will serve as District Governor. The District Governor-Nominee-Designee shall automatically become District Governor-Nominee on July 1 two (2) years preceding that during which they will serve as District Governor.

Section 6.06 Disability or Vacancy of the District President Positions

(a) District President-Nominee Disqualification or Inability to Serve

If a previously selected President-Nominee becomes disqualified for election by the RI Board at the RI International Convention or is otherwise unable or unwilling to serve, the process to replace that person shall be governed by the RI Bylaws and other RI Governing documents.

(b) Vacancy in the Office of District President

If a District President during their term shall be either temporarily or permanently incapacitated or otherwise unable to serve, the Nominating Committee, with the consent of the District President-Elect, shall select the Immediate Past District President to serve for the District President during such part or all of the remainder of the District President's term as may be necessary.

Article VII. Area Representatives

Section 7.01 Appointment and Term of Area Representatives

Area Representatives ("AR"s) shall be initially appointed and serve for a three-year term, with possible one-year extensions for good cause in the best interest of the District, if the entire S-Team agrees with such extension. Existing AR's who have been appointed for a second three-year term shall be entitled to serve out the remainder of their second term. Where an Area Representative ("AR") dies, becomes incapable of serving, relocates out of the District, resigns or is removed for cause during a Rotary year, the District President, after consultation with the District President-Elect and the District Vice President, shall appoint a successor for that person's area position for a new term of three years. When an Area Representative's term will end during the next Rotary year without extension the District President-Elect, in consultation and with the consent of the District Vice President, shall appoint a successor whose initial three-year term shall begin during the next Rotary year. At the end of an AR's initial three-year term or any extension thereof, the District President whose term begins after the current AR term has expired may renew the AR's tenure for an additional one-year term, in consultation with the District President Elect and District Vice President who will take office during that renewed term. Ideally, an AR should not serve more than six continuous years but may continue to serve after that upon annual reappointment as stated above. A District President may remove an existing Area Representative from office at any time from office for good cause, after consultation with the Board.

Section 7.02 Area Representative Areas

The Board shall designate "Areas" within the District, each area to consist of 2 to 6 Clubs, or such other number that may allow for the efficient operation of the District. Insofar as possible, each Area shall consist of Clubs reasonably contiguous to each other. Each Area shall be designated by a number. Each Area Representative shall be assigned a specific Area. The District President, in consultation with the Area Representative and the District Administrator, may adjust these areas periodically as necessary. Where an AG position is vacant, the District President, in consultation with

the S-Team and Area Representatives, may temporarily adjust the Areas to provide temporary coverage for the clubs in that vacated area.

Section 7.03 Area Representative Responsibilities

The Area Representative duties and responsibilities are those specified by Rotary International, and such other or additional duties designated by the District President in consultation with the District President Elect and District Vice President. Generally speaking, Area Representatives serve as liaisons between the District and the Clubs, as sources of guidance and problem solving for the Clubs in their Area. Each Area Representative shall:

- Regularly visit with and communicate with the officers and members of each Club in their Area.
- Support clubs in setting and achieving goals, finding solutions to challenges, resolving conflicts, and meeting their district and RI administrative requirements.
- Serve as a liaison between clubs and the S-Team and district committees.
- Review with club leadership the club's ability to thrive and mentor club leaders on strategies to make their club successful.
- Encourage clubs' involvement in district activities and committees.
- Keep the governor informed on the progress of the clubs.
- Stay up to date on Rotary initiatives.
- Share the status of their assigned clubs with a successor.
- Regularly attend monthly Area Representative Assistant Governor meetings and AR learning programs.
- Attend, unless excused for good cause, the Pre-PELS learning program, PELS programs, the District Assembly.
- Attend the District President's Official Visit for each of their Area Clubs.

The Area Representatives will report to the District President and the District President Elect. Area Representatives are encouraged to become knowledgeable in the use of ClubRunner or other similar tools in current use by the District, all District and Rotary Procedures, and current District events and activities.

Article VIII. District Chairs, Officers and Committees

Section 8.01 Officers Duties

(a) District Secretary

The District Secretary shall be a member in good standing of a Rotary Club in the District. They shall be appointed by the District President who is in office at the time the Secretary takes office. The Secretary shall attend all District Leadership meetings, Area Representative meetings, Finance

Committee meetings and prepare minutes of each meeting and present these for initial review by the attendees of the meeting recorded, and for formal approval at the next meeting of that group. The Secretary will be responsible for the record keeping and archiving of the meeting minutes.

(b) District Treasurer

The District Treasurer shall be a member in good standing of a Rotary Club in the District and shall have knowledge or experience of financial management and basic accounting. They shall be appointed by the District President who is in office at the time the Treasurer takes office, for a three-year term. Such appointment shall be after consultation with the appointing District President, District President-Elect and District Vice President. Subject to the foregoing and other provisions of the By-Laws, the duties, qualifications and responsibilities of the District Treasurer shall be as contained in the District Treasurer Job Description as adopted or amended from time to time by the District Finance Committee. These duties include at a minimum assisting in the preparation of monthly financial reports to the District Leadership Team, and an informal review of accounts and transactions. To the extent necessary, the Treasurer shall consult with the District accountant.

Section 8.02 Required Committees and Chairs

(a) Term and Appointment

Each of the Committee Chairs specified below in this Section is required to be appointed for a term of three (3) years. If a position becomes vacant during a Rotary year, a replacement shall be appointed by the District President. If a position is scheduled to become vacant in the next Rotary year, the District President-Elect taking office in that Rotary year shall appoint a successor.

(b) District Learning Facilitator

This person shall be responsible for developing and coordinating learning programs for Presidents-Elect and club officers, including pre-PELS, PELS, and District Conference.

(c) District Foundation Chair

This person shall be responsible for developing, coordinating and presenting District Grants training with others; all District Grants, and promoting the Rotary Foundation throughout the District. They shall appoint and select persons to serve under them in any of these roles.

(d) District Website Working Group

This committee shall be charged with management and updating the District Website under the direction of the District Governor. It shall be chaired by a Webmaster appointed by the District Governor, who has knowledge and experience necessary to manage, edit and update the District Website.

(e) District Rules and Procedures Committee

As specified in section 17.030.3.1 of the 2024 RI Code of Policies this Committee shall advise and assist governors on nominations and elections and other matters involving RI's constitutional documents. The committee in each year shall consist of the District President, District President-Elect, the District Vice President and three additional members, each serving a staggered three-year term with the possibility of reappointment. Appointments of these additional members to the committee are made by the S-Team. Members should be knowledgeable about RI's constitutional documents and election procedures.

Section 8.03 District Counsel on Legislation Representative

The District Council on Legislation Representative ("COLR") shall be appointed by the District President to attend the RI Council on Legislation, and to report to the District about matters scheduled to be addressed and actually adopted at that Council. The COLR shall solicit motions by Rotary Clubs or members in the District to be presented at the Council and shall provide the District with a summary of motions submitted for action, requesting approval or opposition and commentary from those interested in expressing a response.

Section 8.04 Other Committees and Chairs

The District President may select a person or persons to serve as their Learning Facilitator/Leader, appoint persons to chair each of the following Committees and assist the committee chairs in selecting members to serve with them on each:

- District Operations Review
- Club Service
- District Conference
- Vocational Service
- Community Service
- District International Service
- Youth Services
- Youth Exchange
- Interact Liaison
- RYLA
- Rotary Leadership Institute/outside learning
- Other committees as identified in the RI Code of Policies
- Other ad-hoc committees or subcommittees as the District Governor may deem necessary or advisable.

Article IX. Finance Committee

Section 9.01 Finance Committee Voting Members

(a) Number of Voting Members

There shall be to be determined by the Steering committee, we suggest no more than 9 Voting Members of the Finance Committee. **NOTE – BALANCED GEOGRAPHIC REPRESENTATION – STEERING COMMITTEE TO DECIDE PUT IN OPS PROCEDURES**

(b) Term of Voting Members

The Voting Members shall each serve a term of three (3) years, which shall be staggered insofar as practicable so that only one-third (1/3) of the terms shall expire in any Rotary year. Within three months before the end of a Voting Member's initial term, upon approval of the Finance Committee and the District President, District President-Elect and District Vice President, the Voting Member's term may be renewed for a single additional renewal term of three (3) years. No Voting Member of the Finance Committee shall serve for a continuous period of more than six (6) years.

(c) Qualifications of Voting Members

The Voting Members shall each have one of the following qualifications: Past Club President or Past District President. At least one of the voting members shall be a financial professional (i.e., accountant, actuary, auditor), and/or possess financial expertise sufficient to understand, review and prepare budgets, balance sheets and profit and loss statements. Insofar as practicable and suitable candidates with financial experience are available when an opening arises. Past District President, Area Representatives, or persons with other significant experience in District leadership are to be preferred.

(d) Appointment of Voting Members

The District President shall appoint Voting Members who leave the Finance Committee during that District President's Rotary Year. When a Voting Member's term is set to expire in the next Rotary Year, the District President-Elect shall appoint a replacement.

Section 9.02 Finance Committee Non-voting Members

The non-voting members of the Finance Committee shall be the District Governor, the Immediate Past District Governor, the District Governor Elect, District Governor Nominee, District Treasurer, District Outside Accountant, and District Secretary.

Section 9.03 Chair of the Finance Committee

The Chair of the Finance Committee shall be selected by the Voting Members of the Committee, with preference for the club president with the most seniority on the committee. If the designated Finance

Committee Chair cannot serve their full term the voting members of the committee will select from its members the Interim Chair who will continue for the remainder of that year. The Chair shall be disqualified from any vote on approval of an extension of their term on the Finance Committee.

Section 9.04 Duties of the Finance Committee

The committee shall perform such duties as are set forth in Article X of these bylaws and shall report as necessary and appropriate to the District President, District President-Elect, District Vice President, and/or Rotary International.

Section 9.05 Meetings of the Finance Committee

The Finance Committee meetings shall be held at least quarterly during the Rotary year. They shall govern according to the procedures set forth in Article IV of these By-Laws, as applicable. The District Finance Chair, in consultation with the District President, may call special meetings of the Finance Committee, as necessary.

Article X. Budget and Financial

Section 10.01 Budget

(a) Presentation to Finance Committee

The District President-Elect shall propose a budget for their term of office to the Finance Committee by March 1 of the year preceding their term of office as District President. The Finance Committee shall meet with the District President-Elect during the month of March and shall give their recommendations concerning the proposed budget.

(b) Budget Requirements

The budget shall consist of projected income, the annual per capita District dues and allocations for program expenses and the prior two years' actual income statements for comparison. The Finance Committee shall certify the proposed budget to the District President-Elect by April 1 of the Rotary year prior to taking office. The District President-Elect shall provide a copy of such proposed budget to each Club President-Elect with a notice that such budget shall be presented for approval and by vote at an Electronic Virtual Meeting consistent with the procedures set forth in Article III of these Bylaws. Such notice shall be given at least fourteen (14) days preceding the date of the meeting, conference, or vote.

(c) Required Appropriations in Budget for Learning, Meetings and Functions, and Zone and International Convention

The budget shall provide an appropriation sufficient amount to do the following:

- Enable the District President to attend the Rotary International Convention with the District President's partner,
- Enable the District President, the District President-Elect, the District Vice President, the District Learning Facilitator, and the Chair of the Rotary Foundation Committee to attend the Zone Institute. Costs should include District President, District President-Elect and District Vice President's partners to attend.
- Cover the costs for the District President, District President-Elect, District Vice President, and District Vice President-Designee to attend any District-sponsored functions.
- Cover the costs of the District Council on Legislation Representative to attend the Council on Legislation.
- If a Rotary International Convention is held in a location which requires an unusually large appropriation for attendance for the District President, the budget may in prior years anticipate such expense by a partial appropriation, which shall be paid over to succeeding District Presidents to be held in escrow until needed for such Convention.

(d) District President Allocations and Advances by the District

The Finance Committee may approve reimbursement to the District President-Elect or District President-Nominee for expenses necessary to such position. These advances shall be paid against the anticipated District President Allocation to be paid to the District by RI and upon receipt of such allocation, the District shall be entitled to reimbursement to the extent allowed by RI. These shall be paid pursuant to an application by the recipient with supporting documentation satisfactory to the Committee. Such reimbursements may include the following expenses not reimbursable by RI to District Presidents:

- Partner travel expenses.
- Other reimbursements pursuant to policies adopted by the Finance Committee or the Board.

(e) Other Allowed Budget Provisions

The Budget may contain an appropriation towards the conduct of the District Conference to cover those expenses assumed by the District for the District Conference, including but not limited to attendance of the Rotary International President's Representative, Interact and Rotaract leaders, Group Study Team or Vocational Training Team visitors or members, RI Scholars, Peace Fellowship Scholars, and/or Youth Exchange Students, etc.

(f) Approval of Budget by Vote of Clubs

The District President-Elect's budget presented to the Finance Committee and approved by them as specified above shall be presented to the District Clubs for a vote and approval, by no later May 15th prior to the start of the Rotary year when the budget shall go into effect. The voting and approval

shall follow the procedures set forth in Article III concerning District Governance meetings and may be presented by a special meeting using the simplified voting process without a meeting described in Section 3.05.

(g) District Checking and Depository Accounts, Generally

The District President and the District Treasurer shall maintain the District's checking accounts in conformity with the requirements of RI. These accounts shall require the approvals of at least two of the following people for all withdrawals: the District President, District Treasurer, District President-Elect, District Vice President. The District may also maintain the savings account or a like account in a bank for funds not currently needed by the District. Investment of funds not currently needed may be made by the District Finance Committee in accordance with the policies of Rotary International.

(h) Designated Bank Accounts and Required Signatures for Withdrawals

The District will maintain the following bank accounts:

- Operating Account(s)
- RI Foundation Account (non-interest bearing)
- RYLA Account
- District Conference Account
- Contingency Account

Expenditures from the District Conference Account require the approvals of two the following four people, so designated: the District President, District Treasurer, District Conference Chair, District Conference Treasurer.

Expenditures from the Contingency Account are approved only by the Finance Committee and shall require two (2) approvals: those of the District President and that of the Finance Committee Chair.

Expenditures from the District's Rotary International Foundation Account shall require two (2) approvals, that of the District President and that of the District Finance Chair.

Section 10.02 Books and Recordkeeping

The District must maintain a double entry set of books using a general ledger accounting program such as QuickBooks on an ongoing basis. All disbursements must be approved by at least the District Governor and District Treasurer. The records of the District are to be transferred by August 1st to the incoming District Treasurer, including all existing checking accounts which are to be maintained on a permanent basis.

Section 10.03 District Governor Expenditures and Balancing

The District Governor may expend the funds budgeted and received. The District Governor shall have the authority to exceed line items, if necessary, provided that the District Governor may not expend more than appropriated by the District, except as hereinafter provided. Those items which contemplate a contribution to a succeeding year's budget or a contribution to special funds may not be expended by the District Governor for any other purpose. Unanticipated income may be expended by the District Governor for the general purposes of the District. The budget must be balanced and may provide for charitable contributions as the District Governor may designate.

Section 10.04 Per Capita Dues

(a) Dues Billing and Payment

Each Club shall pay such annual per capita District dues, which shall be approved in the District budget. The incoming District Treasurer shall prepare, and the District Executive Administrator shall provide a bill to each club on or about July 2nd of each year for one-half of the annual dues. In the same manner, each club shall receive a bill on or about January 1st of each year for the remaining one-half of the annual District dues. Each dues invoice shall be payable on receipt. The per capita dues shall apply to all members of each club, other than honorary members of a club, as of July 1st and January 1st of each year, according to Rotary International membership records supplied to the District and corrected by each Club.

(b) District Dues Separate from Rotary International Dues

District dues are separate from the Rotary International dues; each Club must pay them to RI separately.

Section 10.05 Annual Operations Review, Tax Filings and Report

The outgoing District President shall by September 1 after the expiration of their term of office deliver a complete report of assets, liabilities, net position, income, expenditures, and budget status to the District's Outside Accountant and the Finance Committee. The District's Outside Accountant and Finance Committee shall review the report of the District Governor and shall meet with the District President and the District Treasurer and Finance Committee Chair to discuss the report. The District's Outside Accountant and Finance Committee shall prepare comments and recommendations for the current and past District President by October 15. By November 15, all tax filings shall be completed. The outgoing District President's report shall be distributed at the District Conference or by other appropriate electronic means as defined in these bylaws to be formally adopted by the voting clubs.

Section 10.06 District Reserve/Contingency Fund

(a) Amount

The Contingency Fund of the District shall TO BE DETERMINED BY Steering Committee. This Contingency Fund shall be evaluated annually by the then-sitting duly constituted Finance Committee, District Treasurer, District President, District President-Elect and District Vice President. Any recommendations to adjust the contingency will follow the process set up in this Section or any other Rules of Procedure or Operation in effect at that time.

(b) Deposit

The District Contingency Account, funded as provided above, shall be maintained in a depository designated by the District Finance Committee. All withdrawals shall be made at the direction of the District Finance Committee. The funds held in the District Contingency Account may be expended for an emergency as approved by a majority of the Finance Committee upon the recommendation of the District President. A negative decision of the Finance Committee as to the payment of any funds from the Contingency Account may be appealed by the District Governor to the Electors of the Clubs at a regular or special meeting of the District or at the Annual Meeting District Conference. A 2/3 affirmative vote of the Electors shall be required to overrule the decision of the Finance Committee.

Section 10.07 Contracts Subject to Finance Committee Advance Approval

Neither the District President nor any other officer of the District shall be authorized to sign any contract that commits the District to any financial obligation or future obligation of performance without advance approval of the Finance Committee. Such approval may be made on a contract-by-contract basis or on a more generalized basis during the District President's term.

Section 10.08 District Treasurer Term and Appointment

The term of service of the District Treasurer shall be three (3) years. When a District Treasurer's term has expired or for other reasons appointment of a new District Treasurer shall be necessary, the District Treasurer shall be appointed by the District President-Elect with such appointment to become effective at the start of their term. If the Treasurer resigns or is otherwise unable to serve before the end of their term, the District President and Finance Committee Chair may appoint an interim Treasurer to serve until a new Treasurer can be appointed by the District President-Elect and take office. The District Treasurer may be removed for cause by motion of the District President to the Finance Committee, and that Committee's approval on reasonable notice to the Treasurer and with an opportunity for an informal hearing. Except for emergent circumstances, no such motion shall be made unless and until the Finance Committee has first met privately with the Treasurer, and the District President to attempt to resolve any issues creating potential cause for removal.

Article XI. By-Laws, Operating Procedures and Amendments

Section 11.01 Adoption and Amendment of By-Laws

(a) Presentation to the Board by the Rules and Procedures Committee

Annually or otherwise as deemed necessary, the District Rules and Procedures Committee may present to the Board, or the District Leadership Team proposed changes to the Bylaws for consideration.

(b) Initial Adoption by the Board

The Board, after due and careful consideration of any proposals or recommendations by the District Rules and Procedures Committee, shall have the power and authority to propose new By-Laws or an amendment or repeal of any of the District By-Laws at a regular or special meeting of the Board.

(c) Presentation to the Member Clubs for Comments, Discussion, Modification or Approval

At least thirty (30) days before the Board shall formally adopt any By-Laws amendments or material changes to the By-Laws, the District President shall send the proposed changes to the Presidents of all clubs in the District for comments to the Board, with the form of notice described below in this paragraph. After that time, the Board shall meet to consider any comments or suggestions from the member clubs and may adopt or reject such comments or suggestions in full or in part when it proceeds to formally adopt changes. Within thirty days after the Board makes that decision, the District President shall send to all the Member Clubs a new notice with a complete copy of the by-law changes or amendment and a concise and accurate summary of the changes being made and the supporting reasons for the change. Such notice shall include a description of any comments or suggestions from the clubs and the Board's reasons for accepting or rejecting them in its action. Such notice shall include and describe the right of Member Clubs to adopt, amend or repeal bylaws, as specified in (d) below. In an emergent situation requiring sooner adoption of a change to the By-laws, the District President may schedule a Special Meeting of the District.

(d) Right of Member Clubs to Adopt, Amend or Repeal By-Laws

Member Clubs may request a Special District Meeting of the Member Clubs to review, consider, and by majority vote of the clubs who vote to amend or repeal any By-Law. In addition, any By-Laws may be altered or repealed, and new By-Laws may be made by the Member Clubs by motion at the Annual Meeting. Under no circumstance may any By-Law so adopted, modified or repealed be inconsistent with the District Articles of Incorporation, the District Articles of Incorporation, or any of the Rotary Governing Documents.

(e) Notice of any Motion to Adopt, Amend or Repeal By-Laws

When made at the instance of the Board or of the Member Clubs, notice of any proposed motion concerning changes to the By-Laws shall be made in the form, manner and timing as specified above in Article III of these By Laws. Any such notice shall contain a complete copy of any new or proposed modification of the By-Laws, and a concise accurate summary of the change proposed and the supporting reasons for it.

Section 11.02 District Internal Operating Procedures

To assist District Leadership and officers and to provide practical and operational detail for day-to-day functioning of the District, the Board may adopt or amend District Internal Operating Procedures ("IOP's") at a regular or special Board meeting. These IOP's shall not conflict with these By-Laws, with any Rotary Governing Documents, or with any of the District Governing Documents. IOP's may include but are not limited to descriptions of duties, terms, and qualifications of officers or employees to the extent not provided for in these By-Laws.

Section 11.03 Committee on By-Laws, Resolutions and Legislation ("BRL Committee")

The BRL Committee shall consist of seven (7) Rotarians appointed by the District President whose terms will be no longer than 3 years. The committee shall investigate and propose to the Board, the District President, District President-Elect, and District Vice President any amendments to these By-Laws to be considered for approval as provided for above in this Article. In doing so, the Committee shall confer as appropriate with all District Chairs, District Leaders, or District Committees or others most directly affected by any proposed change and shall summarize the results of such investigation in any proposal. Any such proposal shall be presented at the District Annual Meeting. The Committee may also propose legislation which may be recommended by the District to the RI Council on Legislation. The Committee shall also comment on By-Law amendments, resolutions or legislation proposed to the Board or proposed by the clubs.

Section 11.04 Availability of By-Laws and Internal Operating Procedure

Copies of the District Articles of Incorporation, these By-Laws and any District Internal Operating Procedures shall be publicly available and easily accessible on the District website.

Article XII. Youth Protection Policies and Crisis Management

Section 12.01 District 7505 Youth Protection Policy

The District 7505 Youth Protection Policy, attached hereto as Appendix A, is incorporated into these By-Laws in full.

Section 12.02 District Crisis Management Plan

The Board shall adopt, maintain and keep current a Crisis Management Plan which may be amended as necessary. That Plan shall govern how the Clubs and the District Leadership deal with such crises as may arise.

Article XIII. Non-Profit Operations, Seal and Related Provisions

Section 13.01 Fiscal Year

The District's fiscal year shall be the same as the Rotary International fiscal year, July 1 - June 30.

Section 13.02 Seal

The District's corporate seal shall bear the name of the District between two concentric circles with the year of incorporation inside of the inner circle.

Section 13.03 Tax Exempt Status

The District has a separate Tax Identification number and is a tax exempt entity under section 501(c)(4) of the United States Internal Revenue Code.

Section 13.04 Indemnification

The District shall indemnify each Officer and Trustee, including former Officers and Trustees, and all other Staff Members, to the full extent permitted by the New Jersey Nonprofit Corporation Act.

Appendices

Appendix A: District 7505 Youth Protection Policy

The full text of the District 7505 Youth Protection Policy should be inserted here. If you have this as a separate document, you can copy and paste it, or reference its location (e.g., "Available on the District website or upon request from the District Secretary").

Appendix B: Virtual Meeting Protocol

This appendix should include the procedures and requirements for conducting Electronic or Virtual Meetings (EVMs), as referenced in Article III, Section 3.04. If you have a current protocol document, insert it here or reference its location.

Appendix C: Crisis Management Plan

Insert the District's Crisis Management Plan here, or reference where it can be found if it is maintained as a separate document.

Appendix D: Internal Operating Procedures (IOPs)

If the District has adopted Internal Operating Procedures, include them here or provide a reference to their location.

Appendix E: Rotary International Governing Documents

- Rotary International By-Laws and Constitution
- RI Code of Policies
- RI Manual of Procedure

These documents are available online at <https://my.rotary.org/en/learning-reference/about-rotary/governance-documents>.

Instructions:

- Insert these appendices at the end of your bylaws document.
- For each appendix, either paste the full text or provide a reference to where the document can be accessed.
- Update the Table of Contents to include "Appendices."