

**Bylaws
of
Rotary International District 7230, Incorporated**

**Article I
Definitions, Name and Offices**

Section 1 Definitions

1. Board: The Board of Directors of the Corporation.
2. Corporation: Rotary International District 7230, Inc.
3. Director: A member of the Corporation's Board of Directors
4. District: RI District 7230, as defined by RI, the incorporated form of which is the Corporation. The terms "District" and "Corporation" are used herein interchangeably.
5. Manual of Administrative Procedure: The District's Manual of Administration Procedure adopted by the Members.
6. Member: A member, other than an honorary member, of the Corporation.
7. NY NPCL: The New York Not-for-Profit Corporation, McKinney's Consolidated Laws of the State of New York, Chapter 35
8. Quorum: The minimum proportion of participants who must be present when a vote is taken unless a greater proportion is required by the NY NPCL in a particular circumstance, being: (i) in the case of votes by Members, at least one-third of the total number of "electors", as that term is defined in Section 15.050.1 of RI's Bylaws, representing Members at the relevant Annual Meeting or Special Meeting or District Conference, and (ii) in the case of votes by Directors, a majority of the entire number of Directors.
9. RI: Rotary International.
10. Year: The twelve month period that begins on July 1.

Section 2 - The name of this Type B New York not-for-profit corporation is Rotary International District 7230, Inc.

Section 3 - The principal office of the Corporation shall be in the County of Westchester, State of New York.

Section 4 – Each reference herein to the District’s Manual of Administrative Procedure or RI’s Manual of Procedure (or any component thereof, including RI’s Bylaws and Policies) means such document as in effect from time-to-time, and each reference to a particular section in either such document shall be deemed to be a reference to the corresponding section in the District’s Manual of Administrative Procedure or RI’s Manual of Procedure if, as amended, section numbers in either document change.

Article II Purpose and Five Avenues of Service

Section 1 - (a) The purpose for which the Corporation is formed is to promote the Object of Rotary which is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

1. The development of acquaintance as an opportunity for service;
2. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
3. The application of the ideal of service in each Rotarian's personal, business, and community life; and
4. The advancement of international understanding, goodwill, and peace through world fellowship of business and professional persons united in the ideal of service.

(b) The Corporation shall, in all respects, possess all of the powers, rights and privileges, and shall perform all of the obligations and requirements, of a district under the constitution, bylaws and policies of RI. Insofar as permitted by the laws of the State of New York, the Corporation shall operate in conformity with the constitution, bylaws and policies of RI. Where any provision of these Bylaws is not in conformity with the constitution, bylaws and policies of RI, the terms of the constitution, bylaws, and policies of RI shall prevail at all times insofar as permitted by the laws of the State of New York.

Section 2 - RI’s five Avenues of Service are the philosophical and practical framework for the work of this District. They are Club Service, Vocational Service, Community Service, International Service and Youth Service. The District will be active in each of the five Avenues of Service.

Section 3 - The Corporation is an organization not organized for profit but operated exclusively for the promotion of social welfare, as set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under that section of the Code.

Article III Membership and Board

Section 1 - The Members of the Corporation consist of one class, being all Rotary clubs in good standing and located in the District. For purposes of voting by Members on matters brought to the Members by the Board (whether at the Annual Meeting, which may be held in conjunction with the District Conference, or otherwise), each Member shall vote through its electors, determined on a weighted basis pursuant to Section 15.050 of RI's Bylaws, pursuant to voting qualifications and procedures determined by the Board.

Section 2 - The governing body of this District shall be the Board. The Board shall have six members at all times, consisting of the then District Governor, the District Governor-Elect, the Immediate Past-District Governor, the District Governor Nominee, the chair of the District Budget & Finance Committee, and the District Executive Secretary, each elected or appointed (as applicable) to the foregoing positions in accordance with the relevant provisions of these Bylaws or the District's Manual of Administrative Procedure. The District Governor shall be the Chair of the Board, and the District Governor-Elect shall be the Vice Chair of the Board. Additionally, during such period(s) of time, if any, as the Vice Governor replaces the District Governor and is the acting District Governor in accordance with Article V, Section 5 of these Bylaws, the Vice Governor shall be a member of the Board in the District Governor's stead.

Article IV Officers; Vacancies in Director or Officer Positions

Section 1 - The District Governor shall be the Chief Executive Officer and the highest ranking officer of the Corporation.

Section 2 - The District shall also have a Treasurer (hereinafter sometimes called the "District Treasurer") and a Secretary (hereinafter sometimes called the "District Secretary" or, in recognition of the importance and duties of the position, the "District Executive Secretary"). Further, with respect to the District Treasurer, the District Executive Secretary and related matters:

(a) The District Treasurer shall be an individual appointed by the District Governor-Elect after consultation with at least two of the other individuals who will be Directors on the July 1 on which the District Governor-Elect becomes the District Governor, and shall have a two-year term beginning on such July 1 and ending on the second succeeding June 30, unless reappointed. The District Treasurer shall be appointed only in even-numbered years, with the consequence that his or her appointment pursuant to the process provided for in the preceding sentence shall be initiated by the District Governor-Elect only in even numbered years.

(b) The District Executive Secretary shall be an individual appointed by the District Governor-Elect after consultation with at least two of the other individuals who will be Directors on the July 1 on which the District Governor-Elect becomes the District Governor, and shall have a one-year term beginning on such July 1 and ending on the following June 30 unless

reappointed.

(c) The District may also have such other officers as the District Governor may from time-to-time recommend to the Board and the Board may appoint, provided that the term of each such other officer shall terminate on the June 30 on which the term of the then District Governor terminates unless reappointed.

Section 3 - Recognizing that each member of the Board is an *ex officio* Director (meaning a Director by reason of his or her office), a vacancy in the related office that results in a vacancy in the Board shall be filled in the manner provided by these Bylaws, the District's Manual of Administrative Procedure or the constitution, bylaws and policies of RI as set forth in its Manual of Procedure and applied in the election or appointment of an individual to the related office.

Article V

Duties of Chair, Vice Chair and Officers

Section 1 - Chair. It shall be the duty of the Chair to serve as chief executive and to preside at meetings of the District and the Board and to perform other duties as ordinarily pertain to the office of Chair or are otherwise provided for in these Bylaws.

Section 2 - Vice Chair. It shall be the duty of the Vice Chair to preside at meetings of the District and the Board in the absence of the Chair (other than an absence due to the temporary or permanent inability of the District Governor to perform its duties, as determined by the Board, such that the Vice Governor assumes the District Governor's duties pursuant to the District's Manual of Administrative Procedure) and to perform other duties as ordinarily pertain to the office of Vice Chair and as may be delegated to the Vice Chair by the Chair or are otherwise provided for in these Bylaws.

Section 3 - District Executive Secretary. It shall be the duty of the District Executive Secretary to arrange for District meetings; handle correspondence; record and preserve minutes of District meetings; keep records of attendance and membership; send out notices of District, Board and committee meetings; report as required to RI; and perform other duties as usually pertain to the office of Secretary or as determined by the Board. The District Secretary shall also perform the specific duties and responsibilities of the District Secretary that are stated in the "District Secretary's Handbook" located on the District's website www.rotary7230.org under the category "Documents".

Section 4 - District Treasurer. The District Treasurer shall be a member (but not the chair) of the District Budget and Finance Committee and shall be responsible for administering the District funds pursuant to relevant provisions in the District's Manual of Administrative Procedure. It shall be the duty of the District Treasurer to have custody of all District funds, accounting for such funds to the District annually and at any other time upon demand by the Board, and to perform other duties as usually pertain to the office of District Treasurer or as determined by the Board. The District Treasurer shall also perform the specific duties and responsibilities of the District Treasurer that are stated in the District Treasurer's Handbook" located on the District's website www.rotary7230.org under the category "Documents". Upon retirement from office, the District Treasurer shall turn over to the incoming District Treasurer or

to the Chair all funds, books of accounts, and all other District property. The District Treasurer shall be invited to all meetings of the Board (except for meetings or portions of meetings that the Board chooses to hold in executive session), and shall be entitled to receive materials prepared for and submitted to Directors and shall be entitled to participate in discussions at Board meetings, notwithstanding that the Treasurer is not a member of the Board and has no right to vote at meetings of the Board.

Section 5 – Vice Governor. The Vice Governor shall be selected for each Rotary year in accordance with Articles I and V of the District’s Manual of Administrative Procedure and Section 16.060.1 of RI’s Bylaws. In the case of a temporary or permanent inability of the District Governor to perform its duties, as determined by the Board, the Vice Governor shall replace the District Governor and be the acting District Governor, as provided in Article I.(c) of the District’s Manual of Administrative Procedure and Section 16.060.1 RI’s Bylaws. The Vice Governor shall be invited to all meetings of the Board (except for meetings or portions of meetings that the Board chooses to hold in executive session), and shall be entitled to receive materials prepared for and submitted to Directors and shall be entitled to participate in discussions at Board meetings, notwithstanding that the Vice Governor is not a member of the Board and has no right to vote at meetings of the Board except during the period(s) provided for in the last sentence of Article III, Section 2 of these Bylaws.

Section 6 - Other Officers. Any other officers appointed by the Board pursuant to Section 2 of Article IV shall have such duties as are established by the Board at the time of appointment.

Section 7 – Compensation. Officers and Directors shall serve without compensation. Officers may be reimbursed for reasonable and necessary business expenses in accordance with Internal Revenue Service regulations for all expense of office, including but not limited to attendance at meetings of the Board and committees, the District Conference and other District meetings as provided in the District budget.

Article VI Meetings of Members

Section 1 - Annual and Special Meetings of the Members of the District. An annual meeting of the Members of the District (the "Annual Meeting") and special meetings of the Members (each a "Special Meeting"), as well as the annual District Conference, each shall be held on such date and at such time and place as the Board may determine, provided that (i) the date, time and place of the Annual Meeting and District Conference (which may be held on the same or different dates as the Board shall determine from time-to-time) shall be determined in a manner that complies with applicable provisions of RI’s Manual of Procedure, including Section 15.040 of RI’s Bylaws, and (ii) the Annual Meeting and the annual District Conference shall be held in accordance with applicable provisions of the District's Manual of Administrative Procedure.

Section 2 – Notice of Meetings. Notice of each meeting of Members shall be given in accordance with Section 605 of the NY NPCL, including the requirement that, if the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting. Although

notice of an Annual Meeting need not state the purpose of the meeting, notice of a Special meeting shall state the purpose or purposes for which the meeting is called.

Section 3 – Quorum and Action. No action may be taken at a meeting of Members unless a quorum is present. The action of a majority of the Members’ electors, selected in accordance with Section 15.050.1 of RI’s Bylaws, present at a meeting at which a quorum is present shall be the act of the Members, except that (i) an amendment to the District’s Bylaws or MAP shall require the affirmative vote of two-thirds of the electors present at a meeting and (ii) if the NY NPCL requires a larger proportion for action on a particular matter than provided above, such larger proportion shall apply.

Section 4 – Meetings by Conference Telephone. To the fullest extent permitted by New York Law, including Section 603 of the NY NPCL, the Board of Directors may, in its sole discretion, determine that meetings of Members may be held partially or solely by means of electronic communication, and the electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of the NY NPCL if a meeting is held solely by means of electronic communication.

Section 5 – PETS. For the avoidance of doubt, the District’s President-Elect Training Seminars (“PETS”) are not meetings of Members for purposes of these Bylaws or the Manual of Administrative Procedure. The parliamentary procedures applicable to PETS are those established from time-to-time by the District Governor or the Board.

Article VII Meetings of the Board

Section 1 - Meetings of the Board. Meetings of the Board (annual or regular) shall be held on such date and at such time and place as the Board may from time-to-time fix. Special meetings of the Board may be called by the Chair or upon the written request of two Directors, subject to due notice of not less than ten days being given to all members of the Board.

Section 2 – Notice of Meetings. Regular meetings of the Board may be held without notice of the date, time and place if such meetings are fixed by the Board. Not less than ten days prior notice, which may be written (including by electronic mail), oral or any other mode of notice of the date, time and place, shall be given for the annual meeting, special meetings, and each regular meeting not fixed by the Board, unless such notice has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirements of furnishing notice for a meeting shall be waived by any Director who submits a waiver of notice (which may be written or sent by electronic mail) before or after the meeting, or who attends the meeting without protesting (either prior to the meeting or at its commencement) the lack of notice to such Director.

Section 3 - Quorum and Action. No action may be taken at a meeting of Directors unless a quorum is present. The action of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the NY NPCL requires a larger proportion for action on a particular matter.

Section 4 - Meetings by Conference Telephone. To the fullest extent permitted by New York Law, including Section 708(b) of the NY NPCL, any one or more Directors who is not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication.

Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 5 - Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or sent by electronic mail. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

Article VIII Committees

District committees are charged with carrying out the annual and long-range goals of the District based on the five Avenues of Service. The District Governor-Elect, District Governor and immediate past District Governor should work together to ensure continuity of leadership and succession planning. The District Governor-Elect is responsible, with respect to his or her year in office as District Governor, for appointing committee members, appointing committee chairs and conducting planning meetings prior to the start of his or her year in office. The District Governor-Elect, in appointing committee members, shall comply with any requirements, as to composition or otherwise, of RI's Code of Policies. In addition to the standing committees identified below, the District Governor during his or her term, or the District Governor-Elect in anticipation of his or her term, may also appoint *ad hoc* committees. It is recommended that the chair of each committee have previous experience as a member of the committee.

Standing committees shall be appointed as follows:

- Budget and Finance
- Membership
- Public Image
- District Rotary Foundation
- Learning
- Diversity, Equity and Inclusion
- Ethics and Conflict Resolution
- International Service
- New Generation

(a) The purpose, additional qualifications, duties and responsibilities, and additional training (if

any) for members, of the Budget and Finance, Membership, Public Image, District Rotary Foundation, and Learning Committees shall be as set forth in Section 17.030.2 of RI's Code of Policies, and the purpose, additional qualifications, duties and responsibilities for the Diversity, Equity and Inclusion Committee and the Ethics and Conflict Resolution Committee shall be as determined from time-to-time by the Board.

- (b) The District Governor shall be *ex officio* a member of all committees, subject to the limitations found in the RI Manual of Procedure or RI Code of Policies or the District's Manual of Administrative Procedure. With respect to the District Rotary Foundation Committee, the District Governor may *ex officio* attend the Committee's meetings but may not vote as a member of that Committee.
- (c) A chair for each committee (a "Committee Chair") and its members shall be selected in accordance with RI's Code of Policies. Each committee shall transact its business as is delegated to it in these Bylaws and such additional business as may be referred to it by the Chair or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.
- (d) Each Committee Chair shall be responsible for regular meetings and activities of the committee it chairs, shall supervise and coordinate the work of such committee and shall report to the Board on all activities of such committee.

Article IX Duties of Committees

Without limiting the provisions of Article VIII, the duties of all committees shall be established and reviewed by the District Governor for his or her year. In declaring the duties of each, the District Governor shall make reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the District Governor-Elect to provide the necessary leadership to prepare a recommendation for District committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

Article X Finance

Section 1 - The Board shall follow, with respect to District financial matters, all the terms, conditions and requirements set forth in the District's Manual of Administrative Procedure.

Section 2 - The District Treasurer shall deposit all District funds in a bank, selected by the Board as provided for in Article XI. The District funds shall be divided into two separate parts: District operations and service projects.

Section 3 - All bills shall be paid by the District Treasurer or other authorized officer only

when approved by the District Governor.

Section 4 - The fiscal year of the District shall extend from July 1 through the next succeeding June 30.

Article XI Contracts, Checks, Bank Accounts and Investments

Section 1. - The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to write checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2 - The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

Article XII Conflicts of Interest, Contracts and Services of Directors and Officers

Section 1 - (a) Immediately upon election or appointment to the Board, all Directors shall disclose any relevant interest that may pose a conflict of interest. Disclosure shall include any interest, financial or otherwise, in any Corporation, organization, or partnership which provides professional or other services to the Corporation. Disclosure statements shall be available to any director of the Corporation on request.

(b) When any matter comes before the Board or any committee of the Board in which a Director has an interest, that interest shall be immediately disclosed to the Board or committee.

Section 2 - Whether a Director has an interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or committee. An "interest" is not intended to include positions on legislative matters of general impact.

Section 3 - No Director shall vote on any matter in which he or she has an interest; in this case it is the responsibility of the Director to recuse him or herself from any participation as a Board member in such a matter.

Section 4 - Should a Director have an interest in a matter before the Board in which he or she has an interest and should the Director not voluntarily recuse him or herself, as is required under Section 3, above, the Board may, by majority vote, ask any Director who has an interest in a matter not to participate, or to leave the room in which discussion is carried on; provided, however, that the interested Director may participate in any discussion regarding the propriety of his or her exclusion.

Section 5 - A Director shall not attempt to influence other Directors in or out of a Board meeting regarding matters before the Board in which the Director has an interest.

Section 6 - If a contract is proposed in which a Director or an organization which employs a Director is a potential contractor, regardless of amount (an "Interested Party Contract"), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the Chairperson execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Board as needed and shall consist of three (3) Directors who are disinterested in the Interested Party Contract. Either an ad hoc Contract Review Committee or the Board may review an Interested Party Contract; however, if a Contract Review Committee reviews an Interested Party Contract and recommends that the District Governor not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the District Governor execute or not execute the Interested Party Contract.

Article XIII Indemnification

Section 1 - The Corporation, to the fullest extent permitted by Sections 722, 723, 724, and 725 of the NY NPCL, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2 - The Board shall procure and maintain insurance pursuant to Section 726 of the NY NPCL to secure the foregoing indemnification.

Article XIV Dissolution

The Corporation is a not-for-profit corporation organized under the NY NPCL and no part of its accumulated funds or property shall inure to the benefit of any Member or Director, except as permitted by law. This Corporation is subject to dissolution upon the directive of the Board of Directors of RI or upon the approval of two-thirds of the Members' electors at an Annual Meeting or a District Conference or by ballot by mail. In the event of dissolution, and subject to the requirements of the NY NPCL, the assets and property of the Corporation remaining after expenses and liabilities have been paid shall be distributed, as determined by the Board of Directors of RI to such organizations as qualify under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Article XV
Priority

In the event of conflict between these Bylaws and the following, the following shall govern in the order listed below:

1. Insofar as permitted by the laws of the State of New York, the constitution, bylaws and policies of RI as set forth in its Manual of Procedure;
2. Insofar as permitted by the laws of the State of New York, the District's Manual of Administrative Procedure; and
3. These Bylaws.

Each reference to one of the above-named documents means, for all purposes of these Bylaws, such document as amended and in effect from time-to-time.

Article XVI
Amendments

These Bylaws may be amended only at an Annual Meeting or Special Meeting of Members consistent with the terms of the District's Manual of Administrative Procedure.

(Last amended and adopted by the District Board of Directors 20 June 2024, effective July 1, 2024)