

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

## **Article I Definitions, Name and Offices**

### **Section 1 - Definitions**

1. Board: The board of Directors of this District.
2. Director: A member of this District's board of Directors.
3. Member: A member, other than an honorary member, of this District.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

**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.

## **Article 2 Purpose and Four Avenues of Service**

**Section 1** - 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:

- I. The development of acquaintance as an opportunity for service;
- II. 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;
- III. The application of the ideal of service in each Rotarian's personal, business, and community life;
- IV. The advancement of international understanding, goodwill, and peace through world fellowship of business and professional persons united in the ideal of service.
- V. The Corporation shall have the additional purpose of being an entity to receive, hold, and administer funds for purposes appropriate to, but not limited to, those listed in above.

**Section 2** - The four Avenues of Service are the philosophical and practical framework for the work of this Rotary District. They are Club Service, Vocational Service, Community Service, and International Service. This District will be active in each of the four Avenues of Service.

Section 3 - This 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 3 Membership and Board**

**Section 1** - The membership of the Corporation consists of one class, being all Rotary clubs in good standing and located in District 7230, as defined by Rotary International. Each club shall have a weighted voted as defined in the Rotary International Manual of Procedure for matters brought to the members by the Board of Directors, pursuant to voting qualifications and procedures determined by the Board.

**Section 2** - The governing body of this District shall be the Board of Directors consisting of the District Governor, the District Governor-Elect, the Immediate Past-District Governor, the District Governor Nominee, the District Treasurer and the District Secretary.

### **Article 4 Election of Directors and Officers**

**Section 1** – The District Governor for Rotary International District 7230 shall be Chair of the Board of Directors, the Chief Executive Officer and the highest ranking officer. The District Governor-Elect shall be the Vice Chair of the Board, the District Treasurer shall be the Treasurer of the Board, and the District Secretary shall be the Secretary of the Board.

**Section 2** – A vacancy in the Board or any office shall be filled by action of the remaining Directors.

**Section 3** – A vacancy in the position of any officer-elect or Director shall be filled by action of the remaining Directors.

### **Article 5 Duties of 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.

**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 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.

**Section 3** – *Secretary*. It shall be the duty of the 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.

**Section 4** – *Treasurer*. The Treasurer shall be a member of the District Budget and Finance Committee and shall be responsible for administering the District Fund pursuant to Article VI of

the District's Manual of Administrative Procedures. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the District annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of Treasurer or as determined by the board. The Treasurer shall be designated by the District Nominating Committee and serve for a term two years. Upon retirement from office, the Treasurer shall turn over to the incoming treasurer or to the Chair all funds, books of accounts, and all other District property.

**Section 5 – 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 6 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this District (the “Annual Meeting”) shall be held at such time and place as the Board may determine, provided that such annual meeting shall be held during the annual District Conference in accordance with Article V of the District's Manual of Administrative Procedures. At the Annual Meeting, the Chair and Treasurer shall present a financial report, verified by the Chair and Treasurer or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

**Section 2 – Regular meetings of the Board of this District shall be held at such time and place as the Board may from time to time determine. Due notice of scheduled meeting and any changes in or canceling of such a scheduled meeting shall be given to all members of the Board by the Secretary.**

**Section 3 – One-third of the membership of the Board shall constitute a quorum at the annual and regular meetings of this District.**

**Section 4 – Special meetings of the Board may be called by the Chair or upon the written request of two (2) directors, subject to due notice of not less than ten days of such special meeting being given to all members of the Board, unless all directors waive notice in writing.**

## **Article 7 Committees**

District committees are charged with carrying out the annual and long-range goals of the District based on the four 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 Chair-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Standing committees should be appointed as follows;

Community Service,

International Service  
Vocational Service  
Budget and Finance  
District Nominating Committee  
Youth Exchange  
Club Service  
Extension Committee  
Membership  
District Public Relations projects and activities.  
The District Rotary Foundation Committee  
Additional ad hoc committees may be appointed as needed.

(a) The Chair shall be ex officio a member of all committees, subject to the limitations found in the R.I. Manual of Procedures or R.I. Code of Policies or the District Manual of Administrative Procedures. With respect to the District Rotary Foundation Committee, the Chair may ex officio attend their meetings but may not vote as a member of that Committee.

(b) 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.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

## **Article 8 Duties of Committees**

The duties of all committees shall be established and reviewed by the Chair for his or her year. In declaring the duties of each, the Chair shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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 Chair-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 9 Finance**

**Section 1** – The Board shall follow all the terms, conditions and requirements set forth in the District Manual of Administrative Procedure, the terms of which are incorporated by reference

into these By-laws. Should there be any conflict between the District Manual and these By-laws, the District Manual shall prevail. Should there be a conflict between either these By-laws or the District Manual and the Certificate of Incorporation, the Certificate of Incorporation shall prevail.

**Section 2** – The treasurer shall deposit all District funds in a bank, named by the board. The District funds shall be divided into two separate parts: District operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when Approved by two other officers or directors.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year and reported to the board at the annual meeting.

**Section 5** – The fiscal year of this District shall extend from 1 July to 30 June.

## **Article 10 Order of Business**

Meeting called to order.

Correspondence, announcements and Rotary information.

Committee reports if any.

Unfinished business.

New business.

Address or other program features.

Adjournment.

## **ARTICLE 11 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. All checks will be signed by the District Governor and the Treasurer or assistant Treasurer

**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 12 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 Chairperson not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the Chairperson execute or not execute the Interested Party Contract.

## **Article 13 Indemnification**

**Section 1** - The Corporation, to the fullest extent permitted by Sections 722, 723, 724, and 725 of the Not-For-Profit Corporation Law, 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 Not-For-Profit Corporation Law to secure the foregoing indemnification.

### **Article 14 Dissolution**

The Corporation is a not-for-profit Corporation 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 Rotary International or upon the approval of two-thirds of the membership at the District Conference or by ballot by mail. In the event of dissolution, 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 Rotary International to such organizations as qualify under Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended.

### **Article 15 Priority**

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

1. The constitution, bylaws and policies of Rotary International as set forth in its Manual of Procedure;
2. The District's Manual of Administrative Procedure,
3. These bylaws,

all of which are as amended from time to time.

### **Article 16 Amendments**

These bylaws may only be amended at an annual meeting consistent with the terms of the Manual of Administrative Procedures of the District.