

## Bylaws: Qualification and Voting at District

**Qualification.** Membership shall consist of only Rotary clubs in the district designated by Rotary International as of the date of the incorporation of the clubs. The addition or removal of a Club or Clubs from the District pursuant to Rotary International bylaws shall be immediately and automatically result in a corresponding change in the membership of the district. Each such Club shall have one vote at Meetings as a Member of the District.

Each club in a district shall select, certify, and send to its annual district conference and district legislation meeting (if one is held) at **least one elector**. Any club with a membership of more than 25 shall be entitled to one additional elector for each additional 25, or major fraction thereof, of its members. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Such membership shall be determined by the number of 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. However, any club whose membership in RI has been suspended by the board shall not be entitled to any electors. Each elector shall be a member of the club. An elector must be present at the district conference or a district legislation meeting to vote.

**Annual Meetings.** The purpose of the annual meeting of Members is to announce the appointment of Trustees who succeed trustees whose terms have expired, and to transact such other matters required by the rules and regulations of Rotary International. **The annual meeting of the Members of the District shall be held at times and places designated for the Rotary District Conference scheduled by the then District Governor or such other time and place as designated by the Board of Trustees within the last quarter of the Rotary year.**

**Notice of Meeting.** 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, 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 Governor or the District Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United State Mail addressed to the President of the Member at the address as it appears on the records of the district with postage thereon prepaid to the President of each Rotary Club in the District. Notice sent by e-mail or fax shall be considered delivered when the e-mail or fax is sent.

**Waiver of Notice.** A written waiver of notice signed by a Member's President, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of the President of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the 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.

**Action Without Meeting.** Any action of the Members 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

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the existence of such 10 day period, and the action proposed is consented to in writing by the Members who would have been entitled to cast a majority of votes had a meeting been held.

**Member Quorum and Voting.** Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a Meeting of Members. When a specified item of business is required to be voted on by Members, unless otherwise required in the Articles of Incorporation, a majority of the Members' Presidents or duly authorized officers of Members shall constitute a quorum for the transaction of such items of business by Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of Two Thirds (2/3) of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting 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 a majority of the Members at the Meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Votes.** The President or the designated alternate officer of each voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

**Proxies.** Every Member entitled to vote at a meeting of Members 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 Member or his/her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.