

**BYLAWS OF
ROTARY INTERNATIONAL DISTRICT 7450, INC.**

As amended December 31, 2011
A Pennsylvania Not-for-profit Corporation

ARTICLE 1. THE CONSTITUTIONAL ENTITY.

SECTION 1. THE DISTRICT CORPORATION.

- 1.1.010. Name.**
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1.1.010. Name.

The name of the incorporated district shall be “Rotary International District 7450, Inc.” (Corporation).

1.1.020. Purpose.

Rotary District 7450 (District) exists solely to help and support individual clubs in its jurisdiction and to advance the Object of Rotary as stated in the most recent edition of the *Rotary Code of Policies*. Rotary districts are charged to:

- Coordinate collective efforts of individual clubs in the Avenues of Service activities.
- Train club leaders.
- Motivate and Inspire clubs to promote Rotary ideals of fellowship and service.
- Be an additional conduit of information between Rotary International and individual clubs.
- Recruit and train leaders for district positions.

1.1.030. Conformity with Rotary International.

These bylaws are intended to complement the Constitution and Bylaws of Rotary International and the policies of Rotary International insofar as they apply to the administration of Districts. Nothing in these bylaws is intended to limit the authority of the district governor which may be granted by Rotary International. Where any provision of the corporate documents of the Corporation is not in conformity with the constitution, bylaws, or policies of Rotary International (RI), the terms of the constitution, bylaws, or policies of RI shall prevail at all times.

1.1.040. Principal Office.

The principal office of the Corporation shall be in the Commonwealth of Pennsylvania. The Corporation shall designate a registered agent and office in accordance with law and shall maintain it continuously. In the absence of such a designation having been made, the registered agent shall be the District Governor and the office shall be located at the home of the District Governor. The Corporation may have offices at such other places within the Commonwealth as the Board may from time to time determine.

1.1.050. Corporate Seal.

The corporate seal shall bear the name of the corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

1.1.060. Amendments.

Amendments to these bylaws may be proposed by a two thirds vote of the Board of Directors (Board) or by the written proposal of at least twenty per cent of the clubs in the district to the district governor. Upon receiving such proposal, the district governor shall arrange for a vote of the clubs, either by a mail in ballot or by a vote at a meeting such as the district conference as the governor may elect. A vote of two-thirds (2/3) of all ballots cast is necessary to amend these Bylaws.

1.1.070. Publication.

It shall be the responsibility of the district governor to insure that an accurate copy of these bylaws and any subsequent amendment thereto be printed and also posted on the district website.

1.1.080. Properties of the Corporation.

1.1.080.1. Custodian of Corporate Properties.

The governor shall appoint a custodian of corporate properties, including flags, banners and other material available for Rotary district and club functions. These properties shall be insured for at least \$10,000 against loss, damage or theft. The premium for this insurance shall be paid for out of corporate funds.

1.1.080.2. Loaning of Corporate Properties.

Corporate properties may be loaned to clubs only on the authority of the district governor. A club borrowing all or part of the properties shall deposit the sum of \$100 with the custodian. This deposit shall be refunded upon the return of the properties, promptly and in good condition. The club shall be responsible for any necessary transportation charges and/or repair or replacement of any damaged or lost property.

1.1.090. Dissolution.

The district corporation shall immediately and automatically cease operations and begin dissolution upon directive of the RI Board or upon the approval of two-thirds of the clubs in a vote at the district conference or in a ballot-by-mail. The district governor shall provide the RI Board notice of a decision by the district to dissolve the corporation, and shall provide a final report upon the completion of the dissolution process.

Upon dissolution of the corporation, any remaining assets shall be disposed of in accordance with the restrictions upon which the same may have been received or in the absence of such restrictions, to any other non-profit corporation or corporations serving charitable or educational ends substantially similar to any of the purposes of this non-profit corporation. The directors

may apply to any Orphans' Court in the Commonwealth of Pennsylvania having jurisdiction for instructions as to the disposition of the assets of the corporation at the time of its dissolution.

SECTION 2. MEMBERS OF THE CORPORATION.

1.2.010. Qualification.

1.2.020. Annual Meetings of Members.

1.2.030. Special Meetings of Members.

1.2.040. Place of Meeting of Members.

1.2.050. Notice of Meeting of Members.

1.2.060. Waiver of Notice.

1.2.070. Action Without a Meeting of Members.

1.2.080. Member Quorum and Voting.

1.2.090. Votes of Members.

1.2.100. Proxies of Members.

1.2.010. Qualification.

All Rotary clubs in the district shall be members of the Corporation.

1.2.010.1. Initial Members.

The initial membership of the district shall be the Rotary clubs in the district as of the time of the incorporation. The addition or removal of a club or clubs from the district pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of the Corporation.

1.2.010.2. Limitations.

Only Rotary clubs in the district may be members of the Corporation.

1.2.020. Annual Meeting of Members.

The annual meeting of the members of the Corporation shall be held at times and places designated by the Board.

1.2.030. Special Meetings of Members.

Special meetings of members may be called by the district governor or by a majority of the Board then in office or by members representing one-third (1/3) or more of the outstanding votes of the corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for members to consider.

1.2.040. Place of Meeting of Members.

The district governor or the Board may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any meeting of members. If no designation is made, then the place of meeting shall be the principal office of the corporation.

1.2.050. Notice of Meeting of Members.

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 U.S. mail or electronic means 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 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 States Mail addressed to the president of the member at the address as it appears on the records of the corporation with postage thereon prepaid.

1.2.060. Waiver of Notice.

A written waiver of notice signed by a member president, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of the president of a member club at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

1.2.070. Action Without a Meeting of Members.

Any action of the members may be taken without a meeting, if (1) the corporation provides advance notice setting forth the proposed action; (2) the proposed action is not consummated before the expiration of 20 days from the giving of notice; (3) the notice sets forth the existence of such 20-day period, and the action proposed is consented to in writing by members who would have been entitled to cast a majority of votes had a meeting been held. (see 1.2.090)

1.2.080. Member Quorum and Voting.

Unless otherwise required in the Articles of Incorporation, a quorum shall be the next whole number greater than half of the members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the members at the meeting entitled to vote on the subject matter shall be the act of the members. 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.

1.2.090. Votes of Members.

The president or the designated alternate officer of each voting member shall be entitled to vote on each matter submitted to a vote at a meeting of members. Each club shall receive the same number of votes as provided in the bylaws of Rotary International for the election of a governor-nominee. All votes of a member must be the same.

1.2.100. Proxies of Members.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize a person of said club to act by proxy. Appointment of proxy shall be in writing, signed by the secretary of the member club. Proxies shall be revocable at the pleasure of the member executing it.

SECTION 3. NONPROFIT OPERATION.

1.3.010. Nonprofit Operation.

1.3.020. Fiscal Year.

1.3.030. Financial.

1.3.040. District Foundation.

1.3.010. Nonprofit Operation. The corporation shall be a not-for-profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers.

The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to its members, directors or officers

without full consideration. No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course with its members, directors and officers without violating this provision.

1.3.020. Fiscal Year.

The fiscal year of the corporation shall be the period selected by the Rotary International as the fiscal year of the corporation.

1.3.030. Financial.

1.3.030.1. Budget.

1.3.030.2. Maintenance of District Financial Records.

1.3.030.3. Investment of District Funds.

1.3.030.4. District Conference Financial Records.

1.3.030.5. Electronic Financial Records.

1.3.030.6. Transfer of Financial Records to Incoming Treasurer.

1.3.030.7. Financial Reports.

1.3.030.8. Per Capita Dues and Training Fee.

1.3.030.9. Authority to Exceed Budget Line Items.

1.3.030.1. Budget.

1.3.030.1.1. Proposed Annual Budget. During the month of March, the Board, shall meet with the governor-elect and incoming chairs of budgeted district committees to create a proposed district budget for the fiscal year beginning July 1. To aid in the construction of the budget, the district treasurer shall provide the planning group a financial statement of all district income, expenditures, and reserves as of March 1 of the current fiscal year and a financial statement for the full fiscal year preceding. The budget must be balanced.

1.3.030.1.2. Final Budget Sent to Clubs. The proposed budget, based on reserves, anticipated income, and planned expenditures, shall be finalized by April 1 and shall be sent to the presidents-elect of the district clubs for their enactment in May, normally at the district assembly. The proposed budget shall be sent to the presidents-elect a minimum of thirty days prior to the presidents-elect meeting and shall include a proposed district per capita dues.

1.3.030.1.3. Approval of Budget. The proposed budget shall be presented at the meeting of the presidents-elect by the district governor-elect or other member of the Board as the governor-elect shall determine. The budget shall be amended and/or adopted by a three-fourths vote of the presidents-elect present and voting. Only presidents-elect or their authorized representatives may vote. The per capita amount of the proposed budget shall not be increased more than twenty percent over the previous Rotary year.

1.3.030.2. Maintenance of District Financial Records.

The district treasurer shall maintain records of all district accounts – checking, savings, and other investment instruments. The Board shall establish and maintain a system for authorizing disbursements.

1.3.030.3. Investment of District Funds.

On advice and approval of the Board serving as the district finance committee and in accordance with policies of Rotary International, the governor may direct that funds not currently needed for district operations may be invested in short term interest-bearing instruments.

1.3.030.4. District Conference Financial Records.

The district treasurer shall maintain separate financial records of both income and expenditures for the district conference.

1.3.030.5. Electronic Financial Records.

All financial records of the district shall be maintained on a commonly used electronic program such as QuickBooks.

1.3.030.6. Transfer of Financial Records to Incoming Treasurer.

Financial records of the district shall be transferred upon completion of the annual audit, but not later than October 15, to the incoming treasurer. These include all bank accounts that are to be maintained on a permanent basis as well as other investment instruments.

1.3.030.7. Financial Reports.

Records of all district finances, including those of the district conference, shall be incorporated into one district financial report.

1.3.030.8. Per Capita Dues and Training Fee.

Clubs shall pay annual per capita dues and a training fee as approved in the budget adopted by the presidents-elect. The per capita dues shall apply to all club members, other than honorary, as of July 1 and January 1, respectively, in the given fiscal year. The number of members in each club shall be based on Rotary International membership records provided to the district. The district treasurer shall bill clubs for per capita payments not later than August 1 and February 1, respectively, of the fiscal year. Failure to pay per capita dues opens a club to forfeiture of its charter.

1.3.030.8.1. Payment of Costs for Multi-district PETS Staff. Participation in a multi-district PETS requires the district to provide staff, both faculty and administrative, for the efficient operation of the event. The cost of meals for these designated individuals will be paid by the district.

1.3.030.9. Authority to Exceed Budget Line Items.

With the approval of the Board, the governor shall have the authority to authorize expenditures which exceed line items.

1.3.030.10. Approval of Contracts and Agreements.

The Board has sole authority to authorize contracts where the total value of the obligation to the district exceeds \$2,000, including but not limited to, district conferences, renting office space, purchasing equipment, and hiring personnel for compensation. All purchases over an amount to be determined by the Board shall require competitive bids to be obtained before the purchase is made.

1.3.030.11. Comprehensive General Liability Insurance.

Comprehensive general liability insurance will be provided by Rotary International to all clubs through a program administered by its agent and with funds collected by Rotary International as a part of its dues structure. One member of the Board will be assigned to handle insurance.

1.3.030.12. Directors and Officers Insurance.

Directors and Officers Insurance will be provided by Rotary International to all clubs through a program administered by its agent and with funds collected by Rotary International as a part of its dues structure. One member of the Board will be assigned to handle insurance.

1.3.030.13. District-wide Fundraising.

No individual Rotarian or club shall engage in district-wide fundraising without the coordination and approval of the district governor.

1.3.040. The District Foundation.

The Rotary District 7450 Gundaker Foundation, Inc. has been established by the Corporation and is governed and established in accordance with the bylaws which are already in effect and amendments that may be approved in the future.

SECTION 4. BOARD OF DIRECTORS

1.4.010. General Powers.

1.4.020. Directors.

1.4.030. Vacancies.

1.4.040. Annual Meeting of the Board.

1.4.050. Regular Meetings of the Board.

1.4.060. Special Meetings of the Board.

1.4.070. Telephone Meetings of the Board.

1.4.080. Action without Meeting of the Board.

1.4.090. Notice and Waiver of Meetings of the Board.

1.4.100. Quorum and Voting of the Board.

1.4.110. Presumption of Assent of Directors.

1.4.120. Responsibilities of the Board.

1.4.010. General Powers.

Subject to the limitations of the Articles of Incorporation, these bylaws, and the nonprofit corporation statutes, the Board shall have oversight of corporation affairs and shall have authority to act for the Corporation on matters of the law. Pursuant to this authority, the Board shall be authorized to exercise the authority of the finance committee as may be authorized by Rotary International. In addition, it shall have the authority to recommend the annual budget of the corporation to the club presidents-elect, who must approve it as is required by Rotary International. In addition, the Board shall have the authority to authorize expenditures that may deviate from the budget, to approve any district contract which will spend more than the sum of two thousand dollars and any district conference contracts.

1.4.020. Directors: Number, Qualification, Election and Tenure of Directors.

1.4.020.1. Qualification.

The board of directors and officers of the Corporation shall be limited to Rotarians who are members of clubs in the district and who shall have served a full term as a president of a Rotary Club at the time of the election.

1.4.020.2. Number.

There shall be seven voting members of the Board. These seven people shall include the most recent past district governor available, the current district governor, the district governor-elect and the district governor-nominee. The district governor-nominee designate, the district

secretary and the district treasurer shall serve as ex-officio members. The remaining three members of the Board shall be elected as provided below.

1.4.020.3. Officers of the Board of Directors.

The district governor shall be the highest officer of the Corporation and shall serve as chairman of the Board. The Board shall elect from among its members a secretary and such other officers as required by local law and as provided for in its corporate documents.

1.4.020.4. Election of Directors.

1.4.020.5. Call for Nominations and Elections.

Not later than January 1, the Chair of the District Nominating Committee shall invite the member clubs to nominate qualified Rotarians to serve as at-large directors using a form provided by the committee and approved by the Governor. The at large directors of the Board will serve for a three year term.

The Nominating Committee shall provide a method for each of the candidates elected in 2012 to serve staggered terms ranging from one to three years with one at-large vacancy occurring every year after the 2012 election.

Each member club may nominate only one qualified person who must be an active member of that club using a form approved by the Governor. The candidate shall have served a full term as a club president. Rotarians who have served as a director of the Board for the past two years are not eligible to be elected as an at-large director or appointed to fill a vacancy.

One at-large director shall be elected by the member clubs in areas one through three, one at-large director shall be elected by the member clubs in areas four through six; and one at-large director shall be elected by the member clubs from areas seven through nine. These areas are hereafter referred to as super areas.

The Chair of the District Nominating Committee shall provide an election ballot to the member clubs not less than 21 day prior to the election. The ballot shall set forth the names and pertinent information about each of the candidates who will represent the clubs in that super area; shall specify that the club rank the candidates in numerical order with the highest value assigned to the preferred candidate; provide directions on how to cast the ballot properly; and the date by which the ballot must be cast.

The Governor shall determine whether the election shall be held by email or at an election that takes place at a general meeting of the clubs. If the election takes place at a meeting, member clubs shall have the choice of voting in person or by email prior to the meeting.

The number of votes assigned to member clubs shall be based on the number of members as prescribed by Section 15.050.1 of the Rotary International Bylaws. Each candidate elected to represent a super area shall have received a majority of the first place votes cast. In the event that no candidate receives a majority of first place votes, the name of the candidate with the least number of votes shall be struck. Those member clubs having their votes struck shall be deemed to have voted for their second place candidate. This process shall be continued until member clubs in each super area shall have elected a candidate by a first place majority vote.

1.4.020.5.1. Campaigning Prohibited.

Candidates and their supporters shall refrain from campaigning for the office of a member of the Board. The governor is authorized to prohibit any candidate elected in violation of this rule from serving as a member of the Board. The rules against campaigning shall be the same as those involved with the election of Rotary International officers.

1.4.020.5.2. Vacancies. The district governor shall appoint a qualified person from the same region, if possible, to serve until the end of the term with the approval of the Board.

1.4.040. Annual Meeting of the Board.

The Board shall hold its annual meeting in the spring.

1.4.050. Regular Meetings of the Board.

Regular meetings of the Board may be held with notice at such time and at such place as shall be determined from time to time by the district governor. Regular meetings shall be held at least quarterly.

1.4.060. Special Meetings of the Board.

The district governor or district governor-elect or any two (2) directors are authorized to call special meetings of the Board, and to fix a reasonable time and place for holding them.

1.4.070. Telephone Meetings of the Board.

Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

1.4.080. Action without Meeting of the Board.

Any action of the Board may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the directors is filed in the minutes of the Board. Such consent shall have the same effect as a unanimous vote.

1.4.090. Notice and Waiver of Meetings of the Board.

Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, e-mail or by fax transmittal with confirmation to each director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

1.4.100. Quorum and Voting of the Board.

A majority of directors in office shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time without notice until a quorum is present.

1.4.110. Presumption of Assent of Directors.

A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting because of an asserted conflict of interest.

1.4.120. Responsibilities of the Board.

1. Cause a record to be maintained of all persons appointed to positions by the district governor-elect and the district governor and the duration of their appointment.
2. Authorize the treasurer to collect and disburse funds as provided in the district budget and for other items that it deems necessary.
3. Oversee the work of the district treasurer to insure proper use of and accounting for corporate funds.
4. Invest idle corporate funds in securities approved as legal investments for Pennsylvania trust funds or savings banks.
5. Assign one member to handle insurance matters.
6. Recommend a budget for approval to club presidents-elect.
7. Supervise expenditures as provided in Section 1.3.030.

SECTION 5 OFFICERS.

1.5.010. Officers.

1.5.020. District Governor.

1.5.030. District Governor-Elect.

1.5.040. District Governor-Nominee.

1.5.050. District Governor-Nominee Designate.

1.5.010. Officers.

The officers of the Corporation shall consist of the district governor, who is the chairman of the board, and such other positions as the board itself shall determine.

1.5.020. District Governor.

1.5.020.1. Selection of District Governor.

The district governor shall be nominated by a nominating committee organized as set forth in Section 1.5.040 and shall be elected by the convention of Rotary International as provided by the bylaws of Rotary International.

1.5.020.2. Succession.

The district governor-nominee designate shall automatically become the district governor-nominee on July 1 two years preceding that during which the designate shall serve as district governor. The district governor-nominee shall automatically become the district governor-elect on July 1 of the year preceding that during which the nominee shall serve as district governor.

1.5.020.3. Qualifications and Duties.

The qualifications and duties of the governor shall be those prescribed in the most recent edition of the *Rotary Code of Policies and the Bylaws of Rotary International*.

1.5.020.4. District Duties.

In addition to the duties prescribed by RI, the district governor shall:

- Organize a mid-winter assembly.

- Distribute a monthly newsletter either by mail or electronically, to club presidents, secretaries, district committee chairs, past district governors, assistant governors, and others, as the governor deems necessary.
- The governor shall report annually to the clubs on the status of the district corporation.
- Perform other duties as may be prescribed by the district.
- Be the official spokesperson for the district.

1.5.020.5. Expenses.

The governor shall receive an appropriation recommended by the Board and approved by the incoming club presidents.

In addition, the District upon submission of suitable expense reports shall pay the full and reasonable expenses of the governor and partner to attend the Zone Institute. This payment is in addition to any funds provided to the above under any other district bylaw. The amount of the maximum expense allowed shall be determined with consideration given to the location and length of the Zone Institute and shall be set annually by the Board.

The Board shall budget an amount for the governor and partner to attend the International Convention. The location of the convention shall be considered in determining the amount of the appropriation.

1.5.020.6. Gifts.

Each governor, upon completion of the term of office, shall be presented by the incoming governor a past governor's lapel button set with a .12 diamond. The governor also may be presented with other suitable gifts.

1.5.030. District Governor-Elect.

1.5.030.1. Qualifications and Duties.

The qualifications and duties of the governor-elect shall be those prescribed in the most recent edition of *the Rotary Code of Policies* and *the Bylaws of Rotary International*.

In addition to any duties prescribed by Rotary International, the governor-elect shall:

- Appoint a past district governor, who shall serve as the district trainer. The district trainer shall be responsible for assisting the governor-elect in planning and conducting training sessions for assistant governors, district committee chairs and members, presidents-elect, and club officers, committee chairs and members. All training shall be conducted according to the schedule established by Rotary International. It is the responsibility of the district governor-elect to ensure that all incoming club presidents attend a PETS and a district assembly.
- Not later than October 15, appoint assistant governors.
- Not later than January 1, appoint district Rotarians to fill chairs and all expiring committee terms on district committees in order to comply with the requirements of the RI Leadership Development Training Cycle.
- Hold meeting(s) to provide for training of club presidents-elect that would otherwise not take place at the PETS.

1.5.030.2. Training.

The governor-elect and partner shall attend the Zone Institute and the International Assembly.

1.5.030.3. Expenses.

The *governor*-elect shall receive an appropriation recommended by the Board and approved by the incoming club presidents.

In addition, the full and reasonable expenses of the governor-elect and partner to attend the Zone Institute shall be paid by the district upon submission of suitable expense reports. This payment is in addition to any funds provided to the above under any other district resolution. The amount of the maximum expense allowed shall be determined based on the location and length of the Zone Institute and shall be set annually by the Board.

The full and reasonable expenses of the governor-elect and partner who are required to attend the International Assembly, to the extent not reimbursed by Rotary International, shall upon submission of suitable expense reports, be paid to the governor-elect subject to a maximum reimbursement established by the approved district budget.

The Board shall budget an amount for the governor-elect and partner to attend the International Convention. The location of the convention shall be considered in determining the amount of appropriation.

1.5.040. District Governor-Nominee.

1.5.040.1. Selection of Governor-Nominee.

The selection of the nominee for the district governor shall be made by the district not later than 24 months prior to the Rotary year in which such nominee shall serve as district governor.

The nominee for district governor shall have the qualifications to carry out the requirements, duties, and responsibilities of district governor as set forth in the constitution and bylaws of Rotary International, and shall submit a physician's certificate of good health.

1.5.040.2. Method of Selection of Governor-Nominee.

The Rotarians of District 7450 shall use the nominating committee for selecting a governor as outlined in the constitution and bylaws of Rotary International.

1.5.040.2.1. Nominating Committee.. [See also Section 3.1.040.7]

The nominating committee to select a district governor-nominee for District 7450 shall be appointed by the district governor-elect and shall consist of five (5) members, each from a different Rotary club. Three members shall be past presidents who are not past district governors and two members shall be past district governors. None of the committee members shall have served on the nominating committee the previous year.

1.5.040.2.2. Nominating Committee Chair and Disclosure of Committee Member Names.

The governor-elect shall appoint a past district governor as chair and publish that person's name but shall not disclose the names of the other committee members until the committee's recommendation for district governor-nominee is published.

1.5.040.2.3. Payment of Nominating Committee Expenses.

The expenses of printing the proposal and other necessary forms, and any expenses incurred by the nominating committee at its interview meetings, shall be paid from the district's funds.

1.5.040.2.4. Invitation to Submit Nominations.

The governor shall invite the clubs to submit their suggestions for nominations for governor at least two months before such suggestions must reach the nominating committee. The suggestions shall be submitted in the form of a resolution adopted at a regular meeting of the club naming the suggested candidate. The resolution shall be certified by the club secretary. A club may suggest only one of its own members as a candidate for governor-nominee. Clubs proposing candidates for nomination as governor shall submit applications to the person designated by the governor not later than 30 days prior to the date when candidates should be interviewed and in no case not later than 60 days before the district, if such be necessary, votes.

1.5.040.3. Preparation by District Governor Candidates.

Each candidate for the office of governor for Rotary International District 7450 is required to read, study, and abide by the recommendations and requirements specified and described in the most recent edition of the *Rotary Code of Policies* and the *Bylaws of Rotary International District 7450, Inc.* The chairman of the District 7450 nominating committee shall make the said materials available to each candidate for governor (or assist the candidates in finding the material electronically) no later than two weeks prior to the applicant's interview with the nominating committee. The committee shall confirm the applicant's understanding of, and willingness to abide by, the requirements of the material above described.

1.5.040.4. Nomination by Committee of Best Qualified Rotarian.

The nominating committee for governor shall not be limited in its selection to those names submitted by clubs in the district. The committee shall nominate the best qualified Rotarian who is available to serve as governor.

1.5.040.5. Notification of Nomination.

The nominating committee shall interview all candidates and shall promptly notify the governor of the committee's selection.

The governor shall declare the candidate of the district nominating committee to be the governor-nominee where no such challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within 15 days of the deadline.

1.5.040.6. Challenges to Committee Selection.

The governor shall publish the name of the individual designated by the nominating committee. The governor shall fix a deadline for a challenge to the nominating committee selection which deadline shall not be less than fourteen days after publication after the governor's notification to clubs. A challenge may only be made for those who have been interviewed by the nominating committee.

The governor shall inform all clubs through a form prescribed by RI of the name of any challenging candidate who has been proposed as specified above. The governor shall also inquire whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions shall be filed with the governor by the date determined by the governor. Only challenges that have been concurred to by at least five clubs which have been in existence for a least one year as of the beginning of the year or 10 percent of the total number of clubs as at the beginning of that year shall be considered valid.

When no challenge that meets the foregoing conditions has been received within 14 days, the governor shall declare the candidate of the district nominating committee as governor-nominee. The governor shall notify all clubs in the district of such nominee within 15 days.

Should a challenge meet the foregoing conditions, the Governor shall proceed with elections as prescribed in the bylaws of Rotary International.

1.5.040.7. *Duties of Governor-Nominee.*

The duties of the governor-nominee shall be as prescribed by the governor.

1.5.040.8. *Training.*

The governor-nominee and partner shall attend the Zone Institute.

1.5.040.9. *Expenses.*

The governor-nominee shall receive an appropriation recommended by the Board and approved by the incoming club presidents.

In addition, the District upon submission of suitable expense reports shall pay the full and reasonable expenses of the governor-nominee and partner to attend the Zone Institute. This payment is in addition to any funds provided to the above under any other District authorization. The amount of the maximum expense allowed shall be determined with consideration given to the location and length of the Zone Institute and shall be set annually by the Board.

1.5.050. *Governor-Nominee Designate.*

The governor-nominee referred to *in Section 1.5.040* of these Bylaws shall be known as the governor-nominee designate from the date of the appointment as prescribed in Section 1.5.040.5 until July 1 of the Rotary year following the appointment when the designate shall take the office of governor-nominee.

SECTION 6. INDEMNIFICATION.

1.6.060. *Indemnification.*

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Pennsylvania Nonprofit Corporation Act.

ARTICLE 2. THE ADMINISTRATION OF THE DISTRICT

SECTION 1. ASSISTANT GOVERNORS.

2.1.010. *Designation of District Areas.*

2.1.020. *Appointment of Assistant Governors.*

2.1.030. *Qualifications of Assistant Governors.*

2.1.040. *Duties of Assistant Governors.*

2.1.050. *Term of Office.*

2.1.060. *Expenses.*

2.1.010. *Designation of District Areas.*

The district governor-elect shall designate areas within the district, with the distribution of clubs in each area being as equal as possible. The clubs in each area should be reasonably contiguous to each other.

2.1.020. Appointment of Assistant Governors.

The district governor-elect in consultation with the governor and governor-nominee shall appoint a past club president to serve as assistant governor for each area.

2.1.030. Qualifications of Assistant Governors.

Assistant governors shall have the following qualifications:

1. Is an active club member in good standing of a club in District 7450.
2. Had service as president of a club for a full term.
3. Had demonstrated outstanding performance as a club president.
4. Has the potential for continued leadership in district positions.
5. Had no prior service as a district governor.

2.1.040. Duties of Assistant Governors.

This position is to be performed in accordance with the District Leadership Plan specified in the most recent edition of *Rotary Code of Policies*.

The assistant governors shall serve as liaison between the district governor and the Rotary Clubs assigned to them. Assistant governors shall visit and communicate with the officers and members of each club at least quarterly. The assistant governor is also responsible for aiding the governor-elect in the preparation and conduct of PETS, the district assembly, and other such duties as may be requested by the governor. The assistant governor shall attend all sessions of the assistant governor training, or the makeup training as provided by the district governor-elect and the training committee.

2.1.050. Term of Office.

Appointment is for one year. There shall be a limit of three consecutive terms as assistant governor.

2.1.060. Expenses.

The assistant governors shall receive an appropriation recommended by the Board and approved by the incoming club presidents.

SECTION 2. DISTRICT TRAINER.

2.2.010. Qualifications of District Trainer.

2.2.020. Appointment of District Trainer.

2.2.030. Duties of District Trainer.

2.2.040. Expenses of District Trainer.

2.2.010. Qualifications of District Trainer.

The district trainer shall be a Rotarian in good standing with preference being given to a past district governor.

2.2.020. Appointment of District Trainer.

The district trainer shall be appointed by the governor-nominee and shall serve a term beginning July 1 in the year in which the governor-nominee serves as governor-elect, and carries through the year with the governor.

2.2.030. Duties of District Trainer.

The district trainer, working with the governor-elect, is responsible for planning the content and schedule of the training for assistant governors, presidents-elect, and district assembly attendees.

2.2.040. Expenses of District Trainer.

The district trainer shall receive an appropriation recommended by the Board and approved by the incoming club presidents.

The full and reasonable expenses of the district trainer and partner to attend the Zone Institute, if required to attend, shall be paid by the district upon submission of suitable expense reports. This payment is in addition to any funds provided to the above under any other district budget appropriation. The amount of the maximum expense allowed shall be determined with consideration given to the location and length of the Zone Institute and shall be set annually by the Board.

SECTION 3. DISTRICT TREASURER.

2.3.010. Appointment of District Treasurer.

2.3.020. Duties of District Treasurer.

2.3.030. Expenses of District Treasurer.

2.3.010. Appointment of District Treasurer.

The governor-elect in consultation with the governor and governor-nominee shall appoint a qualified Rotarian as district treasurer to serve for a three year term. The district treasurer shall be eligible for one additional consecutive three-year term.

2.3.020. Duties of District Treasurer.

The district treasurer shall maintain such records of accounts as may be necessary to show the receipts, expenditures, and financial condition of the district, and shall perform all other duties connected with this office. The treasurer shall be empowered, upon authorization of the Board when necessary, and the district governor, to sign checks for the disbursement of district funds. The treasurer shall prepare a financial report at the end of each fiscal year and for each annual district conference. This annual report to the clubs shall include a statement showing receipts and disbursements and the assets and liabilities of the district. The district treasurer shall also submit a quarterly financial report to district officers, the club presidents, and district committee chairs not later than 30 days after the close of each quarter. All financial reports shall be subject to audit. The treasurer shall be responsible for all funds of the district. No committee may maintain a separate bank or investment account. All checks for payment for district events, including the district conference, shall be made payable to Rotary District 7450.

2.3.030. Expenses of District Treasurer.

An appropriation recommended by the Board and approved by the incoming club presidents shall be available to the district treasurer for the conduct of that office.

SECTION 4. DISTRICT SECRETARY.

2.4.010. Appointment of District Secretary.

2.4.020. Responsibilities and Duties of District Secretary.

2.4.030. Expenses of District Secretary.

2.4.010. Appointment of District Secretary.

Annually the governor-elect shall appoint a qualified Rotarian to serve as district secretary. . The secretary shall be eligible for additional one-year terms.

2.4.020. Responsibilities and Duties of District Secretary.

2.4.020.1. Minutes.

Compiling minutes of the district conference, district assemblies, all meetings of the Board and, when directed, other district meetings that may be assigned by the governor.

2.4.020.2. Maintain Records.

Maintain files of all district committees and records of attendance at district events. The secretary shall keep an up to date record of all Assistant Governors, district committee chairs and members currently serving, including the dates of service and the date their appointment ends, as well as a current list of all vacancies. This information shall be reported to the Board on an ongoing basis.

2.4.020.3. District Directory.

Assist the governor-elect in the preparation of the district directory.

2.4.020.4. Maintain Database.

Maintain a data-base of the names and address of the president and secretary of each club and of district committees and handle other duties assigned by the governor.

2.4.020.5. Correspondence and Other Duties.

The secretary shall handle correspondence and other duties assigned by the governor.

2.4.020.6. Expenses of District Secretary.

An appropriation recommended by the Board and approved by the incoming club presidents shall be paid to the district secretary toward expenses for the operation of the office.

SECTION 5. COUNCIL OF GOVERNORS.

2.5.010. Purpose.

2.5.020. Membership of Council of Governors.

2.5.030. Responsibilities.

2.5.040. Meetings.

2.5.010. Council of Governors Purpose.

The purpose of the Council is to advise and assist the district governor in ways that do not diminish the governor's responsibilities or authority.

2.5.020. Council of Governors Membership.

The Council of Governors of Rotary District 7450 is comprised of all past district governors residing within the district. The governor-elect shall appoint a past district governor to serve as chairman during the governor-elect's year as governor.

2.5.030. Council of Governors Responsibilities.

The governor shall consider the advice of the council on matters brought before it.

2.5.040. Meetings.

The governor shall ensure that the Council is convened at least quarterly.

SECTION 6. USE OF DIRECTORIES.

2.6.010. Use of Directories.

The several directories and membership lists published within the district, e.g. district directory, lists of district committee members, alumni directory, and similar lists, are for the sole use of District 7450 Rotarians in the Rotary work to which they have been assigned. Directories and lists showing names and addresses of District 7450 Rotarians may not be used by any other individual or organization for any purpose whatsoever without the prior consent of the sitting governor or chairperson of the respective committee. A membership directory of an individual Rotary club is under the sole control of the club that publishes it and may be used only for the purposes that the club specifies.

SECTION 7. REPRESENTATIVE AND ALTERNATE TO THE ROTARY INTERNATIONAL COUNCIL ON LEGISLATION.

2.7.010. Selection and Qualifications.

2.7.020. Responsibilities.

2.7.030. Expenses.

2.7.010. Selection and Nomination Qualifications.

The representative and alternate to the Rotary International Council on Legislation shall be selected by the district nominating committee in accordance with the bylaws of Rotary International. During the Rotary year two years prior to the year in which the Council will meet, the district governor shall call for nominations from among those who have served as governors in this district and meet the requirements of the rules, regulations and bylaws of Rotary International. The governor shall set a deadline for the submission of nominations which shall be at least sixty days after the call for nominations. The nominating committee shall interview candidates within thirty days after that deadline and shall select a representative and alternate who shall serve for three years. The representative may not serve more than two terms. Challenges to the committee selection shall follow the same procedures as challenges to selection of the district governor-nominee. See Section 1.5.040.6.

The district governor shall forward to Rotary International the names of the representative and alternate as selected.

2.7.020. Responsibilities.

The representative to the Council on Legislation serves as chair of the Bylaws and Resolution Committee and shall give the Rotary clubs in the district an opportunity to express their opinions on the proposed enactments and resolutions to be considered by the Council on Legislation. The representative shall prepare a summary of such proposals for consideration by the District Committee on Legislation, which shall make recommendations with respect to such proposed enactments and resolutions.

2.7.030. Expenses.

The representative to the Rotary International Council on Legislation, to the extent that expenses are not reimbursed by Rotary International, shall upon submission of suitable expense reports, be reimbursed for all expenses, including reports to the clubs and district officers, subject to a maximum established by the approved District Budget. Following the Council on Legislation the representative shall submit written reports to the clubs and district officers.

SECTION 8. DISTRICT REPRESENTATIVE TO THE ROTARY LEADERSHIP INSTITUTE.

2.8.010. Selection and Qualifications.

The governor-elect shall appoint a qualified Rotarian to serve as the District Representative to the Rotary Leadership Institute for a one year term. The representative shall be eligible for five additional one year terms.

2.8.020. Responsibilities and Duties.

The district representative to the Rotary Leadership Institute shall promote attendance by district Rotarians at sessions of the institute. The representative shall work with the regional vice chair of the institute in coordinating nearby institute sites and shall attend the annual meeting of the institute. The representative shall encourage past district governors and other qualified Rotarians in the district to serve as faculty members.

2.8.030. Expenses.

The District Representative to the Rotary Leadership Institute shall receive an appropriation from the Board and approved by the incoming club Presidents.

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

SECTION 1. DISTRICT FUNCTION: DISTRICT COMMITTEES.

3.1.010. District Committee Responsibilities, Appointments and Organization.

3.1.020. District Committee Reports.

3.1.030. District Committee Budgets.

3.1.040. Standing District Committees for District Function.

3.1.010. Committee Responsibilities, Appointments and Organization.

3.1.010.1. Responsibilities of District 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 governor-elect, governor, governor-nominee, and immediate past governor should work together to ensure continuity of leadership and succession planning.

3.1.010.2. Standing and Ad-hoc Committees.

The district shall have two classes of committees: standing and ad-hoc. Standing committees shall be perennial and are those committees for which the district governor-elect shall appoint chairs and, where necessary, new members. Ad-hoc committees may be appointed as needed for a specific purpose and period of time at the discretion of the governor.

3.1.010.3. *Appointment of Committee Chairs and Members.*

By January 1, the district governor-elect shall appoint district Rotarians to committee chairs, subcommittee chairs, and expiring committee terms. If the DRFC chair is vacant or expiring, The Rotary Foundation Code of Policies requires that the appointment of the committee chair also be approved by the governor-nominee and the governor-nominee designate. Subcommittee chairs shall be appointed in consultation with the committee chair. All appointments and new vacancies shall be reported to the Board at a meeting and recorded in the minutes by the district secretary in accordance with Section 2.4.020.2 of these bylaws.

3.1.010.4. *Vacancies.*

In the event of a vacancy occurring during the year, the district governor may appoint other Rotarians to complete the un-expired terms.

3.1.010.5. *Terms of Appointment.*

Committee members who have served six consecutive one-year terms shall not be eligible to succeed themselves.

3.1.010.6. *Committee Membership.*

With the exception of past district governors, no more than one representative from a club shall serve on the same committee, and where feasible, each of the nine areas shall be represented on a committee.

3.1.010.7. *Club Representation on District Committees.*

Every club shall be represented on at least one district committee.

3.1.010.8. *Ex-Officio Members on District Committees.*

The district governor, district governor-elect, and the district governor-nominee shall be ex-officio members of all committees.

3.1.010.9. *Non-voting Members.*

Additional non-voting members may be added to any committee by the chairman, with the approval of the district governor, for a one-year term.

3.1.010.10. *District Committee Chairs.*

The district governor-elect shall appoint the chair of each committee for a one-year term, except for the District Rotary Foundation Committee chair. District practice shall be to give consideration to the appointment of past district governors as committee chairs.

3.1.010.11. *Responsibilities of District Committee Chairs.*

Each committee chair shall organize the committee, including appointment of a secretary and treasurer as needed. The chair shall also ensure that all committee members are apprised of their respective duties and responsibilities.

3.1.010.12. *Attendance Requirement for District Committee Members.*

Any committee member not attending 60 percent of committee meetings may be replaced at the discretion of the district governor.

3.1.020. Committee Reports.

3.1.020.1. Annual Plan.

By June 1, each incoming committee chairman shall submit to the governor-elect a plan of committee activities for the year, including a schedule of meeting dates.

3.1.020.2. Semi-Annual Report.

Each chair shall submit a semi-annual report to the governor, governor-elect, and governor-nominee.

3.1.030. Committee Budgets.

3.1.030.1. Budget Preparation.

By April 1, each incoming committee chairman shall submit a financial budget in accordance with the requirements of the Board as authorized in these bylaws.

3.1.030.2. Excess Funds.

Any district committee which generates funds to promote its activities may retain a credit on the district books. Any excess funds must be used in the ensuing year. However, any such funds not so used shall be returned to the general fund.

3.1.040. Standing District Committees.

The standing district committees, including subcommittees, shall be:

3.1.040.1. District Administration.

3.1.040.1.1. Budget Review Committee.

3.1.040.1.2. Bylaws and Legislation Committee

3.1.040.1.3. District Conference Committee

3.1.040.1.4. Electronic Communication Committee

3.1.040.1.5. Nominating Committee

3.1.040.1.6. Training Committee.

3.1.040.2. Membership

3.1.040.2.1. Membership Committee.

3.1.040.2.1.1. Membership Development and Retention Subcommittee.

3.1.040.2.1.2. Membership Extension Subcommittee.

3.1.040.3. Public Relations.

3.1.040.3.1. Public Relations Committee.

3.1.040.4. Service Projects

3.1.040.4.1. Service Committee.

3.1.040.4.1.1. Community Service Subcommittee.

3.1.040.4.1.2. Literacy and Numeracy Subcommittee

3.1.040.4.1.3. Vocational Service Subcommittee

3.1.040.4.1.4. International Service Subcommittee.

- 3.1.040.4.2. New Generations Committee.**
- 3.1.040.4.2.1. Interact Subcommittee.**
- 3.1.040.4.2.2. Rotaract Subcommittee.**
- 3.1.040.4.2.3. Rotary Youth Leadership Awards (RYLA) Subcommittee.**
- 3.1.040.4.2.4. Youth Exchange Subcommittee.**

3.1.040.5. The Rotary Foundation

- 3.1.040.5.1. District Rotary Foundation Committee (DRFC)**
- 3.1.040.5.4.1. Subcommittees of the District Rotary Foundation Committee**
- 3.1.040.5.4.1.1. Alumni.**
- 3.1.040.5.4.1.2. Annual Giving.**
- 3.1.040.5.4.1.3. Grants.**
- 3.1.040.5.4.1.4. Group Study Exchange (GSE).**
- 3.1.040.5.4.1.5. Paul Harris Society.**
- 3.1.040.5.4.1.6. Permanent Fund.**
- 3.1.040.5.4.1.7. Polio Plus.**
- 3.1.040.5.4.1.8. Rotary International Peace Fellowship.**
- 3.1.040.5.4.1.9. Scholarships.**
- 3.1.040.5.4.1.9.1. Ambassadorial.**

3.1.040.1. District Administration.

3.1.040.1.1. *Budget Review Committee.*

3.1.040.1.1.2. *Budget Review Committee Purpose.*

This committee shall examine the books and accounts of the district treasurer and those of any committee or persons responsible for district funds, including district foundations.

3.1.040.1.1.3. *Budget Review Committee Responsibilities.*

1. Review Article 7.020 regarding district finances to determine all accounts to be examined.
2. Examine all appropriate accounts within 60 days after the end of the Rotary year.
3. Prepare a report of procedures applied and related results for distribution by the treasurer to the governor, governor-elect, governor-nominee, past district governors, and club presidents.
4. An examination shall consist of the following procedures:
 - (a) Vouch deposits and checks from books to related bank statements and cancelled checks.
 - (b) Verify ending cash balances from reconciliations to books.
 - (c) Vouch invoices and supporting documents to disbursement journals.
 - (d) Test addition and cross-footing of records.
 - (e) Trace account balances from receipts and disbursements to treasurer's annual report.
 - (f) The committee shall have discretion as to the number of procedures applied based on the results of such tests.

3.1.040.1.1.4. *Budget Review Committee Members.*

1. The committee shall consist of 3 Rotarians each appointed for a 3-year term.
2. One member shall be appointed each year.
3. Committee members should be Rotarians with accounting and/or financial experience.

3.1.040.1.2. *Bylaws and Legislation Committee.*

3.1.040.1.2.1. *Bylaws and Legislation Committee Purpose.*

This committee, under district governor's direction, shall oversee the preparation and review of bylaws, bylaw amendments and legislation.

3.1.040.1.2.2. *Bylaws and Legislation Committee Responsibilities.*

The committee shall propose amendments to these bylaws to the district conference and shall propose such legislation, which may be recommended by the District to the Council on Legislation. The committee shall also comment on bylaw amendments or legislation proposed by clubs.

3.1.040.1.2.3. *Bylaws and Legislation Committee Members.*

The committee shall consist of five Rotarians appointed by the district governor. The elected representative to the Council on Legislation shall be chair of the committee for a three-year period. That person also serves as the District Recorder of Resolutions.

3.1.040.1.2.4. *Representative to the Rotary International Council on Legislation.*

[See Article 2, Section 7]

3.1.040.1.3 *District Conference Committee.*

3.1.040.1.3.1 *District Conference Committee Purpose.*

This committee, under direction of the district governor, shall plan, organize, and produce the annual district conference.

3.1.040.1.3.2. *District Conference Committee Responsibilities.*

This committee is responsible for all aspects of planning, organizing, and producing the annual district conference.

3.1.040.1.3.3. *District Conference Committee Members.*

Committee members shall be appointed by the district governor-elect as specified in Article 12.010. Members of this committee may be appointed without regard to the rule requiring no more than one member per club.

3.1.040.1.3.4. *District Conference Date.*

The annual district conference shall be held not earlier than 1 September nor later than 31 May, provided the dates selected shall not be in conflict with those selected for the zone institute, district assembly, the International Assembly, the Council on Legislation, or the Convention of Rotary International.

3.1.040.1.3.5. *District Conference Registration Fee.*

The conference registration fee shall be a maximum of \$20 per person, which fee does not include any meals. Each Rotary club in the district shall guarantee a registration of 30% of its membership, and it being understood that this guaranteed registration may be used by Rotarians or spouses. The district treasurer, as soon as possible after the close of the conference, shall bill all clubs whose registrations have not fulfilled the required 30% registration guarantee.

3.1.040.1.3.6. *District Conference Deficits.*

Should the cost of providing for food and conducting the district conference result in the expenditures exceeding the receipts, in spite of the best planning on the part of the district governor and the host clubs, such deficit shall be paid out of district funds.

3.1.040.1.3.7. *Financial Statement of the District Conference Committee.*

The district conference host committee shall be required to submit a financial statement of the district conference to the governor for distribution or publication by him/her to every Rotary club in District 7450 as soon as practicable after the close of the district conference, but not later than 90 days after the end of the Rotary year.

3.1.040.1.3.8. *District Conference Rules of Procedure.*

3.1.040.1.3.8.1. *Order of Business:* The regular order of business, as shown on the program, shall be strictly adhered to, and new business will be in order at each session only at the conclusion of the regular program.

3.1.040.1.3.8.2. *Speaker—Who and When:* No person, exclusive of those assigned set speeches and discussions, shall be allowed to speak more than twice, and not more than three minutes on any subject without majority consent of the registered Rotarians attending that session of the district conference.

3.1.040.1.3.8.3. *Amendments Which May Be Considered:* No amendment may be presented or read from the floor of the district conference. Proposed amendments must be delivered to the chairman of the district committee on legislation at least 90 days prior to the time of voting. A copy of the proposed amendment shall also be sent to the governor at the same time. An amendment may be proposed by any Rotary club in the district, any district committee, the governor, governor-elect, or governor-nominee. The committee on legislation shall review each proposed amendment, and in accordance with the procedure for presenting amendments, shall submit each proposed amendment with its recommendation(s) to the conference for action.

3.1.040.1.3.8.4. *Who May Vote:* Voting privileges shall be extended to every member club in good standing present at the conference, or to electors as regulated by the *Bylaws of Rotary International*.

3.1.040.1.3.8.5. *How to Gain Recognition:* Any person desiring to obtain recognition by the Chair is required to mention one's name and club, using the title "Rotarian."

3.1.040.1.3.8.6. *Quorum:* A quorum for the enactment of legislation and other matters requiring conference approval shall consist of at least one representative from a simple majority of the member clubs comprising the district, in attendance at the plenary session, when such matters are to be considered by the conference. The presence of a quorum shall be determined by a roll call of Rotary clubs immediately preceding the report of the district committee on bylaws and legislation.

3.1.040.1.3.8.7. *Approval of Legislation:* All matters of Legislation, and other matters requiring district conference approval, shall be adopted upon the favorable vote of a majority of those present and entitled to vote as regulated by the *Bylaws of Rotary International*.

3.1.040.1.3.8.8. *Parliamentary Authority:* Roberts Rules of Order shall be the parliamentary authority for all matters of procedure not otherwise specifically covered. These Rules of Order

shall not be suspended, added to, or amended except by a two-thirds (2/3) vote of those present and entitled to vote.

3.1.040.1.4. *Electronic Communications Committee.*

3.1.040.1.4.1. *Electronic Communications Committee Purpose.*

This committee shall assist in the dissemination and evolution of new forms of technology for Rotary clubs and the district.

3.1.040.1.4.2. *Electronic Communications Committee Responsibilities.*

1. Help identify trends, issues, tools, opportunities that clubs may wish to address.
2. Present opportunities for development and training in the use of technology tools.
3. Develop and maintain a web site for the district.
4. Promote the use of the latest technology among the clubs and Rotarians in the district.

3.1.040.1.4.3. *Electronic Communications Committee Members.* This committee shall consist of 9 Rotarians appointed for a term of 3 years, with three members being appointed each year.

3.1.040.1.5. *Nominating Committee. [See also 1.5.040.2.1]*

3.1.040.1.5.1. *Nominating Committee Purpose.* This committee oversees the nominating process for the selection of district governor-nominee and the council on legislation representative.

3.1.040.1.5.2. *Nominating Committee Responsibilities.* This committee shall interview and select the district governor-nominee designate as specified in Section 1.5.050 of these bylaws. In the appropriate years, this committee shall also interview and select the district's representative and alternate to the Council on Legislation.

3.1.040.1.5.3. *Nominating Committee Members.*

The nominating committee to select a district governor-nominee for District 7450 shall be appointed by the district governor-elect and shall consist of 5 members, each from a different Rotary club. Three members shall be past presidents who are not past district governors and two members shall be past district governors. None of the committee members shall have served on the nominating committee the previous year.

The governor-elect shall appoint one of the past district governors as chairman and publish that person's name but shall not disclose the names of the other committee members until the committee's recommendation for district governor-nominee is published.

In the years in which the nominating committee also selects the representative and alternate to the Council on Legislation, a candidate for representative shall not be eligible to serve on the committee.

3.1.040.1.5.4. *Nominating Committee Expenses:* The expenses of printing the proposal and other necessary forms, and any expenses incurred by the nominating committee at its interview meetings, shall be paid from the district's funds.

3.1.040.1.6. *Training Committee.*

3.1.040.1.6.1. Training Committee Purpose. This committee works with the district governor-elect and district trainer to provide instruction, information and motivation to district leaders, club leaders, and other district Rotarians.

3.1.040.1.6.2. Training Committee Responsibilities. Working with the district governor-elect and the district trainer, this committee shall help plan and facilitate district training events, including:

1. Assistant Governor Training and Training for District Committee Members. The district trainer, under the direction of the governor-elect, is responsible for organizing and conducting a training program for assistant governors and members of district committees. Training will follow the outline in the *RI Assistant Governors Training Guide* (CP3-2244-EN) and the *District Committee Manual* (CP3-249-EN).
2. District Presidents-Elect Training Seminar (PETS). The district governor-elect shall arrange and conduct a presidents-elect training seminar (PETS) within a time frame consistent with the recommendation of the RI Board, of all incoming presidents, for the purpose of providing instruction and information on administering the affairs of their clubs and Rotary service, or shall arrange for participating in a multi-district PETS.
3. District Pre-PETS and Post-PETS Training. The district governor-elect shall arrange a pre-PETS and/or post-PETS training seminar during the governor-elect year. The purpose of this session is to facilitate training in areas which in the opinion of the district governor-elect, insufficient time is provided at the multi-district PETS or other PETS which shall take place.
4. District Assembly. The governor-elect shall arrange a district assembly after the international assembly, and preferably before 31 May. The date shall be selected so it does not conflict with the international convention. The assembly is to provide Rotary instruction, information and motivation to the incoming presidents, secretaries, and other club leaders regarding their responsibilities and opportunities for service.
5. Mid-year Assembly. The committee is also responsible for assisting the governor with the mid-year assembly which takes place the year that the governor serves in that capacity. The Mid-year assembly may take place in a form determined by the governor which may include demonstrations of successful projects, a project fair, or training as the governor and his team may determine.

3.1.040.1.6.3. Training Team Members. The core training team shall be comprised of the governor-elect, governor-nominee, trainer, and past district governors appointed by the governor-elect. Additional resource team members may be appointed as needed.

3.1.040.2. Membership

3.1.040.2.1. District Membership Committee.

3.1.040.2.1.1. District Membership Development Subcommittee.

3.1.040.2.1.1.1. District Membership Development Subcommittee Purpose: To assist clubs with recruiting, developing and retaining members.

3.1.040.2.1.1.2. District Membership Development Subcommittee Responsibilities:

1. Provide appropriate activities or programs that will encourage an increase in Rotary membership.
2. Assist clubs in analyzing reasons members leave Rotary and suggest retention strategies.
3. Encourage clubs to assist members who move to locate and transfer to a new club.
4. Assist clubs in preparing an annual classification survey for their communities.
5. Develop and communicate to clubs, best membership development practices.
6. Assist clubs in reviewing their classification roster and classification survey to provide a balanced club membership and to determine prospective new Rotarians.
7. Receive messages from prospective members that come from our web-sites or by other means, contacting them, briefing them on the rights and responsibilities of being a Rotarian and when qualified people desire, introducing them to a convenient Rotary Club.
8. Assist the district governor in holding a membership development workshop for club presidents, presidents-elect, club membership committees and other interested Rotarians.

3.1.040.2.1.1.3. District Membership Development Subcommittee Members.

1. This committee shall consist of 9 Rotarians each appointed for a term of three years.
2. Three members shall be appointed each year.

3.1.040.2.1.2. District Extension Subcommittee.

3.1.040.2.1.2.1. District Extension Subcommittee Purpose: To increase membership through the development of new clubs.

3.1.040.2.1.2.2. District Extension Subcommittee Responsibilities:

1. The committee shall identify communities in the district which could support a Rotary club and shall work to identify qualified Rotarians who would be interested in establishing a club in these communities.
2. The committee shall assist in the formation of these and other new Rotary clubs in the district.

3.1.040.2.1.2.3. District Extension Subcommittee Members.

1. This committee shall consist of 9 Rotarians, each appointed as an extension counselor for a term of three years.

2. Three members shall be appointed each year.

3.1.040.3. Public Relations.

3.1.040.3.1. *Public Relations Committee.*

3.1.040.3.1.1. *Public Relations Committee Purpose.* To assist the clubs in the district with public relations activities.

3.1.040.3.1.2. *Public Relations Committee Responsibilities.* This committee shall assist clubs to develop and implement plans to provide the public with information about Rotary and to promote district and club service projects and activities. In addition the committee shall provide tools and training to Rotary clubs to enhance the clubs' abilities to promote Rotary and their club programs.

3.1.040.3.1.3. *Public Relations Committee Members:* This committee shall consist of 9 Rotarians each appointed for a term of 3 years. Three members shall be appointed each year.

3.1.040.4. Service Projects.

3.1.040.4.1. *Service Committee.* The purpose of this committee and its subcommittees is to coordinate the district service programs under the four Avenues of Service. Subcommittees of the Service Committee include:

1. Community Service
2. Literacy and Numeracy
3. Vocational Service
4. International Community Service

3.1.040.4.1.1. *Community Service Subcommittee.*

3.1.040.4.1.1.1. *Community Service Subcommittee Purpose.* This committee shall coordinate district community service programs and promote community service activities within the clubs, particularly in the areas of human development, community development, environmental protection and partners in service.

3.1.040.4.1.1.2. *Community Service Subcommittee Responsibilities.*

1. Help identify trends, issues or problems within the district that clubs may want to address.
2. Assist club community service committees in carrying out their responsibilities.
3. Encourage cooperation with Rotaract, Interact, and Neighborhood Corps partners.
4. Assist clubs in initiating and strengthening community service programs by describing successful club projects and appropriate fundraising activities.

3.1.040.4.1.1.3. *Community Service Subcommittee Members:* This committee shall consist of 9 Rotarians appointed for a term of 3 years, with 3 members being appointed each year.

3.1.040.4.1.2. Literacy and Numeracy Subcommittee.

3.1.040.4.1.2.1. Literacy and Numeracy Subcommittee Purpose: This committee shall encourage district clubs to provide literacy and numeracy services to existing agencies in their respective communities.

3.1.040.4.1.2.2. Literacy and Numeracy Subcommittee Responsibilities.

1. To provide assistance and coordination to clubs in establishing committees on literacy and numeracy.
2. To assist clubs in identifying agencies in need of volunteer literacy and/or numeracy tutors.
3. To assist clubs in recruiting Rotarians to undergo training as literacy and/or numeracy tutors.

3.1.040.4.1.2.3. Literacy and Numeracy Subcommittee Membership.

1. This committee shall consist of 9 Rotarians to serve a 3-year term.
2. Three members shall be appointed each year.

3.1.040.4.1.3. Vocational Service Subcommittee.

3.1.040.4.1.3.1. Vocational Service Subcommittee Purpose. This committee shall administer the district vocational service programs and promote vocational service activities in the clubs.

3.1.040.4.1.3.2. Vocational Service Subcommittee Responsibilities.

1. Interpret and communicate to clubs the Rotary International vocational service programs and activities.
2. Increase awareness of vocational service in the clubs.
3. Assist clubs in initiating and strengthening vocational service programs.
4. Provide at least one district-wide vocational service program each year.

3.1.040.4.1.3.3. Vocational Service Subcommittee Members.

1. This committee shall consist of 9 Rotarians, each appointed for a term of three years.
2. Three members shall be appointed each year.

3.1.040.4.1.4. International Service Subcommittee.

3.1.040.4.1.4.1. International Service Subcommittee Purpose. This committee shall administer the district international community service program and promote international community service activities in the clubs.

3.1.040.4.1.4.2. *International Service Subcommittee Responsibilities.*

1. Interpret and communicate to the clubs the Rotary International international community service programs and activities.
2. Increase awareness of international community service in clubs.
3. Assist clubs in initiating and strengthening programs of international community service.
4. Cooperate with the Gundaker Foundation and other district organizations in identifying and sponsoring international community service projects.

3.1.040.4.1.4.3. *International Service Subcommittee Members.*

1. This committee shall consist of 9 Rotarians, each appointed for a term of 3 years, plus the chair of the Gundaker Foundation International Committee, and the chair of the District Rotary Foundation subcommittee on Grants.
2. Three members shall be appointed each year.

3.1.040.4.2. *New Generations Committee.*

3.1.040.4.2.1. *Interact Subcommittee.*

3.1.040.4.2.1.1. *Interact Subcommittee Purpose.* The committee shall administer the district Interact program and encourage the expansion of Interact clubs.

3.1.040.4.2.1.2. *Interact Subcommittee Responsibilities.*

1. Assist the district governor in publicizing the Interact program.
2. Act as a liaison between the Rotary International Interact Committee and the clubs of the district.
3. Administer the District Interact program.
4. Encourage and assist clubs in sponsoring and organizing new Interact clubs.
5. Develop the exchange of information between existing Interact clubs and encourage cooperation and joint meetings between Interact clubs.
6. Assist in the organization of an annual Interact District Conference.
7. Provide any other appropriate activity that will promote and strengthen the Interact movement.
8. An Interact Representative, who is a member of a District 7450 Interact club, shall be appointed by the governor-elect to serve as an advisor to the committee for a one-year term, renewable once.

3.1.040.4.2.1.3. *Interact Subcommittee Members.*

1. This committee shall consist of 9 Rotarians, each appointed for a term of three years.
2. Three members shall be appointed each year.
3. The Interact Representative is an additional voting member per 3.1.040.11.1.2 (8).

3.1.040.4.2.2. *Rotaract Subcommittee.*

3.1.040.4.2.2.1. *Rotaract Subcommittee Purpose.* This committee shall administer the district Rotaract program and encourage the expansion of Rotaract.

3.1.040.4.2.2.2. *Rotaract Subcommittee Responsibilities.*

1. Aid clubs in organizing and sponsoring new Rotaract clubs, not only at colleges but also in the communities of the district.
2. Act as a liaison between the Rotary International Rotaract Committee and the clubs of the district.
3. Assist the governor in publicizing the Rotaract program.
4. Develop the exchange of information between existing Rotaract clubs and encourage cooperation and joint meetings between Rotaract clubs.
5. Assist in the organization of an annual Rotaract district conference.
6. Provide any other appropriate activity that will promote and strengthen the Rotaract movement.
7. A Rotaract Representative, elected by the district Rotaract clubs, shall serve as an advisor to the committee for one year, renewable once.

3.1.040.4.2.2.3. *Rotaract Subcommittee Members.*

1. The committee shall consist of 9 Rotarians, each appointed for a term of 3 years.
2. Three members shall be appointed each year.
3. The Rotaract Representative (a member of a district Rotaract club elected to serve on this committee) as an additional voting member per 3.1.040.11.2.2 (7)

3.1.040.4.2.3. *Rotary Youth Leadership Awards (RYLA) Subcommittee.*

3.1.040.4.2.3.1. *RYLA Subcommittee Purpose.*

To encourage and recognize leadership abilities of high school aged young people, with a major emphasis on high school juniors who have been identified as potential leaders.

3.1.040.4.2.3.2. *RYLA Subcommittee Responsibilities.*

Host a district-organized RYLA training seminar/camp. Promote development of leaders among the high school youth as they exchange ideas, explore career paths, discuss social problems, design service projects, and work together.

3.1.040.4.2.3.3. *RYLA Subcommittee Members.*

1. The committee shall consist of 9 Rotarians, each appointed for a term of 3 years.
2. Three members shall be appointed each year.

3.1.040.4.2.4. *Youth Exchange Subcommittee.*

3.1.040.4.2.4.1. *Youth Exchange Subcommittee Purpose.*

To arrange, promote, and encourage the exchange of students from one country to another so as to have students as guests of individual Rotary clubs, and enable them to learn the social, economic, and cultural aspects of life in a different country on a personal basis.

3.1.040.4.2.4.2. *Youth Exchange Subcommittee Responsibilities.*

1. To arrange for students to go from District 7450 to foreign countries and for foreign students coming to District 7450.
2. To actively promote the concept of youth exchange among the various clubs in the district so that a large number of qualified candidates is available each year to take part in the program.
3. To oversee the hosting of those foreign students in the district so that potential problems may be anticipated and addressed.
4. To arrange for district orientations, socials, and for presentations to clubs and district meetings.
5. To know and abide by RI rules regarding work with youth.
6. To maintain membership and participate in Eastern States Student Exchange (ESSEX).

3.1.040.4.2.4.3. *Youth Exchange Subcommittee Members.*

1. This committee shall consist of 9 Rotarians, each appointed for a term of three years.
2. Three members shall be appointed each year.

3.1.040.5. The Rotary Foundation

3.1.040.5.1 District Rotary Foundation Committee (DRFC).

3.1.040.5.1.1 DRFC Purpose.

This committee serves as the liaison between The Rotary Foundation of Rotary International (TRF), the district, and member clubs in the district by assisting the governor and member clubs in carrying out the activities of The Rotary Foundation.

3.1.040.5.1.2. DRFC Responsibilities.

1. Assists the governor-elect in setting district Rotary Foundation goals for the coming year.
2. Augmented by the governor, immediate past district governor, and governor-elect, the committee decides how the SHARE of Foundation funds under district control shall be allocated, i.e. the District Designated Funds (DDF).
3. Provides information about Foundation programs to all district clubs.
4. Encourages high levels of financial support for TRF programs through regular Annual Programs Fund contributions and gifts to the Permanent Fund.
5. Ensures coordination of all district TRF fundraising, recognition, and program participation, including the Annual Programs Fund, Permanent Fund, PolioPlus Fund, and the Educational and Humanitarian programs.
6. Ensures adequate and effective communication with all club Foundation committees to convey an awareness and understanding of TRF to all clubs in the district.
7. Establishes subcommittees and appoints members to them to accomplish TRF purposes.
8. Encourages clubs to access up-to-date TRF information on the RI web site.
9. Employs the Regional Rotary Foundation Coordinator (RRFC) and other zone level Foundation resource personnel in carrying out committee responsibilities.
10. Assists the district governor in presenting a district Rotary Foundation seminar for club presidents, presidents-elect, club Foundation committees and other interested Rotarians.
11. In consultation with the governor-nominee and governor-elect, the committee selects districts for group study exchanges.

3.1.040.5.1.3. DRFC Members.

1. The committee shall consist of nineteen members: the chair, who shall normally be a past District Governor, and nine members who shall serve as chair of each DRFC subcommittee listed herein and nine members who shall serve as area coordinators of the committee. The area coordinators shall be members of the DRFC whose primary

responsibility shall be to work with clubs in their respective areas, assisting them in fund raising and participating in the programs of the Rotary Foundation.

2. Chairs of the subcommittees and the area coordinators are appointed annually by the governor-elect in consultation with the DRFC chair.

3.1.040.5.1.4. *Subcommittees of the District Rotary Foundation Committee.*

The subcommittees of the DRFC* shall be:

- 3.1.040.5.4.1. Alumni**
- 3.1.040.5.4.2. Annual Giving**
- 3.1.040.5.4.3. Grants**
- 3.1.040.5.4.4. Group Study Exchange**
- 3.1.040.5.4.5 Paul Harris Society**
- 3.1.040.5.4.6. Permanent Fund**
- 3.1.040.5.4.7. PolioPlus**
- 3.1.040.5.4.8. Rotary International Peace Fellowship**
- 3.1.040.5.4.9. Scholarships**
- 3.1.040.5.4.9.1. Ambassadorial**

* The subcommittees of the DRFC shall be as specified by The Rotary Foundation.

3.140.5.4.10. *DRFC Subcommittee Chairs:* The chairs of the subcommittees shall serve as DRFC members. Members of the subcommittees may be non-DRFC members.

3.1.040.5.4.11. *DRFC Subcommittee Responsibilities:* The responsibilities and duties of these subcommittees shall be as stated in The Rotary Foundation Handbook.

ARTICLE 4. THIS GOVERNING DOCUMENT FOR ROTARY DISTRICT 7450, INC.

The object of rotary is to encourage and foster the ideal of service within the personal, community, vocational and global lives of all persons. This governing document endeavors to provide identity for the Rotarians of Rotary District 7450, to clarify the methodology used by them to effect the *Object of Rotary*, and to replace all other prior governing resolutions.