

# Rotary



## Summary of Proposed Amendments To Rotary International District 7450, Inc. (D7450) Bylaws

The clubs in District 7450 approved the incorporation of the district by a majority vote of the clubs (hereinafter referred to a member in 2010. Since that time the bylaws have been amended twice, that last time being in 2012. Neither amendment changed the intent of the bylaws, but rather updated language.

The district by laws and legislation committee (Committee) met several times during 2028-2019 to review the existing bylaws with a goal of updating and simplifying D7450's bylaws by conforming to changes required by Rotary International and by stream lining the organizational documents.

Every club ((hereinafter referred to a member) in our district is a voting member of D7450. The Committee has finished its review of the Bylaws. We are now sending the final draft to the Board of Directors (Board) for a vote to recommend approval by the clubs. Following approval by the Board, each member will receive a ballot listing the proposed amendments and will be asked to approve the amended and restated bylaws recommended by the Committee and approved by the Board, as required by the laws of the Commonwealth of Pennsylvania.

The purpose of the corporation is to conduct the business of the corporation as a not for profit entity.

The Board of Directors is comprised of seven voting members including the immediate past district governor, the current governor, who serves as the chair, the governor-elect, the governor-nominee and three at large directors representing the district clubs.

The primary responsibilities of the board are:

1. To recommend the budget prepared by the governor- elect to the members,
2. To approve expenditures proposed by the governor which exceed line item allocations;
3. To authorize contracts where the total value of the obligation to the district exceeds \$2000,
4. To hold an annual meeting to report the state of the corporation to its members;
5. To call for the election of the at-large directors who serve a three-year term;
6. To oversee and authorize the work of the treasurer in collecting and dispersing funds as provided in the district budget ensuring proper use and accounting of D7450 funds;
7. To propose amendments to the bylaws and to arrange for a vote of the members to approve the proposed amendment (s).

The **first proposed amendment** is to change the method to elect at-large directors from a direct election by the clubs to the same method used to select the governor. That method is to authorize

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the district nominating committee to request clubs to nominate candidates for the position, to interview the nominees, to select the nominee for the position, to announce the selection of the candidate to the clubs and allow the clubs 14 days to challenge that nomination. If there is a no challenge, the nominee assumes the position of at-large director on July 1 of the next Rotary year.

The **second proposed amendment** is to separate the current bylaws into two sections. **Section 1** would be called the Bylaws of Rotary International District 7450, Inc. That section would describe only the corporate function of the board of directors.

**Section 2** would be called Rotary District 7450 Guidelines. That section would describe only district related functions as prescribed by Rotary International. Those functions include a description of the organizational structure of the district itself and a description of district responsibilities of the district officers and district committees.

It is intended to allow the Committee to amend these guidelines to incorporate continuing changes enacted by the Council of Legislation to the Rotary International Bylaws and Constitution and other changes as needed that should not rise to the level of a vote of the clubs.

The **third proposed amendment** is to add policies to a new appendix section setting standards for: youth protection, harassment, district funds remuneration for committees and district and Rotary International events and a social media protocol.

The current bylaws are posted on the district website and the final draft amended version will be posted following approval by the Board, along with this description of the proposed amendments. Each member (through their authorized representative (President or President-elect or other person authorized in writing by the club) will vote by ballot to adopt these proposed amendments pursuant to further written instructions. It is intended that these revisions will be approved and take effect July 1, 2019.

Submitted by Joan Batory, Chair  
District Bylaws and Legislation Committee  
D7450 Governor 2010-2011  
Date: April 18, 2019