

**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6630, INC.**

**ARTICLE I
NAME AND OBJECTIVES**

1.1. **Name.** The name of this corporation shall be Rotary International District 6630, Inc. It is also known as "Rotary District 6630", "District 6630", the "District", and the "Corporation" within these Bylaws.

1.2. **Purpose.** Rotary International District 6630, Inc. is formed as an Ohio not for profit corporation in order to continue the legal existence of the unincorporated non-profit association of Rotary Clubs in Northern Ohio that was known as "District 6630, Rotary International".

1.3. **Objectives.**

- 13.1 To provide structure for Rotary clubs within the District as assigned by Rotary International ("RI"); to provide support in the pursuit of programs and activities by the Rotary clubs within the District that promote the Object of Rotary; and to encourage, promote, extend and supervise principles of Rotary International throughout the geographical region assigned to the District by RI.
- 13.2 To establish procedures for the operation of the District;
- 13.3 To provide simplicity and fairness in the operation of the affairs in the District;
- 13.4 To provide for a Board of Directors, define its organization and membership, and describe its authority, responsibilities, and duties;
- 13.5 To define the various responsibilities of the District Governor (DG) in the management of the District and as an administrative officer of Rotary International;
- 13.6 To describe the duties of the District Secretary, District Treasurer, District Trainer, Vice Governor, the Assistant Governors and various Committee Chairs;
- 13.7 To conduct District business and activities;
- 13.8 To hold, manage, sell and lease personal and real property and to invest and reinvest District funds in any type of property or security approved by the Board of Directors, and to enter into such contracts and execute such conveyances, instruments and releases as may be necessary or proper to carry out the object and purposes of the Corporation.
- 13.9 To engage in any other permitted activity for corporations exempt from federal income tax under Section 501(c) (4) of the Internal Revenue Code (as it may be amended from time to time).
- 13.10 To accept the assets and obligations and legal identity of an unincorporated non-profit association of Rotary clubs in Northern Ohio known as "District 6630, Rotary International".

1.4. **Tax Exempt Status.** Notwithstanding any other provision of these Bylaws, the Corporation shall not pursue or conduct activities which would contravene its exemption from federal income tax under Section 501(c) (4) of the Internal Revenue Code (as it may be amended from time to time).

1.5. The Corporation shall not pay dividends nor make similar distributions of its property or assets. (See Requirement No. 2 of RI.)

1.6. The Corporation shall immediately cease operations and begin dissolution and winding up activities upon directive of the Rotary International 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 Rotary International Board of Directors notice of a decision by the District to dissolve the Corporation and shall provide a final report upon the completion of the dissolution/winding down process. (Required by RI Paragraph 7.)

ARTICLE II

MEMBERS, LEVIES, AND ANNUAL MEETING OF THE MEMBERSHIP

21 **Members.** Members of the Corporation ("Members" or "Clubs") shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 6630 pursuant to the Bylaws of RI. The addition or removal of a club or clubs from District 6630 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the Membership (for clarity, members of a club or membership of a club shall be referenced in the lower case).

22 **District Fund for Operations.** The Corporation shall establish a District Fund for the administration and development of the District. In accordance with Section 15.060.1 of the RI Bylaws the District shall:

- 2.2.1 Obtain the Clubs' approval of a per capita levy;
- 2.2.2 Disburse funds only as authorized by more than one District representative, except as otherwise provided herein;
- 2.2.3 Present an annual financial statement which reports income and disbursements of the District Fund and displays a balance sheet of assets and liabilities to the Members. The annual report shall include all information prescribed by Section 15.060.4 of the RI Bylaws.
- 2.2.4 Prepare a budget of District Income and Expenditures and, in cooperation with the District Governor-elect, submit it to the Clubs at least four (4) weeks prior to the District Training Assembly or other meeting at which the said budget will be considered for approval in accordance with Article II, Section 2.3, 2.3.1, 2.3.2, or 2.3.3.

23 **Determination of the Per Capita Levy.** The District Fund shall be financed by all Clubs by way of per capita levy on members of those Clubs. The amount of the levy shall be determined as follows:

- 2.3.1 At the District Training Assembly by a vote of at least three quarters (3/4) of the club Presidents Elect present provided that where a club president elect is excused from attending the District Training Assembly by the District Governor Elect in

accordance with Article X, Section 5(c) of the Standard Club Constitution, his or her representative shall be entitled to vote in his or her place or, at the option of the District;

- 2.3.2 At the District Conference, by a majority of the electors present, or at the option of the District;
- 2.3.3 At the District's President Elect Training Seminar upon approval of at least three quarters (3/4) of the President Elects present (provided that where a President Elect is excused from attending the President Elect Training Seminar by the District Governor Elect in accordance with Article X, Section 5(c) of the Standard Club Constitution, his or her representative shall be entitled to vote in his or her place (RI Bylaws Section 15.060.2)). All Clubs must contribute to the District Fund pursuant to the per capita levy. The District Governor shall certify to the RI Board the name of any Club which is in arrears six months. The Rotary International Board of Directors shall suspend RI services to the delinquent Club so long as the levy remains unpaid. (RI Bylaws, 15.060.3).

24 **Annual Meeting.** The Annual Meeting of the Corporation shall be held during the District Conference. The Board of Directors shall establish the time and place for the Annual Meeting. Notice shall be sent to the Clubs by written or electronic means of the date, place, and time at least forty-five (45) days, but not more than sixty (60) days, before the meeting date. Any amendments and/or resolutions to be proposed at the Annual Meeting must be originated either by a Club, the District Governor, the District Governor elect, the District Governor/Nominee, or the Board. Those resolutions proposed shall be reviewed by the Board for recommendation to the Clubs attending the Annual Meeting.

25 **Voting at Annual Meeting.**

- 2.5.1 **Electors and Proxies.** Each Club shall select, certify and send to the Annual Meeting at least one elector. The number of Club electors shall be determined by the number of members in each club as of the date of the most recent semi-annual payment preceding the date on which the vote is to be held. Any club with a membership of more than 25 shall be entitled to one additional elector for each additional 25 members or major fraction thereof. However, any Club whose membership in RI has been suspended by the Board of RI shall not be entitled to any electors.
- 2.5.2 **Each voting elector** must be present at the meeting and be an active member of a club in Rotary International District 6630. A Club may issue a proxy to an elector who is not a member of that Club, but must first obtain the consent of the current District Governor to issue such proxy. The proxy shall be entitled to vote as proxy for, and as instructed by, the non-attending Club represented, in addition to any other vote(s) the proxy may have. A Club which has more than one vote, must cast all votes for one candidate or proposition when voting on the selection of the governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, or election of the club representative and alternate

representative of the district to the council on legislation.; For all other candidates and propositions each vote may be cast independently..

26 **Business of the Annual Meeting.** Subject to the restrictions set forth above, the Annual Meeting shall address, among other issues, the following items of business:

- 1) Election of the District Representative and Alternate Representative to the RI Council on Legislation, and its representative to the Nominating Committee for RI Director;
- 2) Consideration of any amendments to the Articles of Incorporation or Bylaws;
- 3) Compliance of the District's corporate documents with both local jurisdiction and RI requirements
- 4) Discussion and adoption of the audited financial statement from the previous Rotary Year;
- 5) Consideration of all resolutions that have been properly submitted; and
- 6) Other business that shall properly come before the Annual Meeting.

2.7 **Quorum.** A quorum shall exist if one-third (1/3) of the Clubs in the District are represented at the Annual Meeting.

2.8 **Special Meetings.** The Board may call a special meeting of the Clubs. The Board shall send written or electronic notice of the time and place of any special meeting at least thirty days, but not more than sixty days, before the date of such special meeting.

ARTICLE III **BOARD OF DIRECTORS**

3.1 **Number and Qualifications.** A Board of Directors shall oversee the business and affairs of the District. The Board shall also serve as an informal education and training vehicle for those serving in the positions of District Governor-elect, District Governor-nominee. A Director must be a member of a Club who has served as President of a Club or in a District leadership role (i.e. District Foundation Chair, Finance Committee Chair, etc.).

3.2 **Composition.** The Board shall be appointed by the District Governor and shall be composed of the following voting members: District Governor, the District Governor-elect, the District Governor-nominee, the immediate Past District Governor, the Chair of the Advisory Council of Past Governors, Assistant Governor Coordinator, and, as non-voting members, the District Secretary, District Treasurer, and the Vice Governor. The District Governor shall also appoint three others (including one Past District Governor) to the Board to serve as at-Large Directors. The at-Large Directors shall be voting members of the Board and shall serve one-year (renewable) terms.

3.3 The District Governor shall serve as the Chairperson of the Board and the District Governor Elect shall serve as Vice Chairperson. Should a Director be ineligible to serve because he or she is no longer an active member of a Club within the District, the ineligible Director shall either voluntarily resign or be removed by the other Board members.

34 **Removal from the Board or Other Office.** The Board may, by a majority vote, remove any Director or Officer, except the District Governor, if they are no longer eligible to serve as set forth in 3.2 above or for cause. In the event the removed Director or Officer has submitted requests for reimbursement of expenses related to his or her conduct of District business, the District Treasurer or another member of the Finance Committee shall review and, if satisfactory, pay the claim for reimbursement within a reasonable time period. (RI indicates that only RI may remove a Governor not the majority of the Board)

35 **Appointment of Replacement for Resigned or Removed Director.** In the event that a Director then serving on the Board resigns, is removed, or is otherwise unable to serve, the District Governor shall appoint a replacement to fill the former Director's unexpired term. Except as provided herein, the replacement shall be that person who replaces the former Director in the District 6630 office formerly held by the Director.

34.1 In the event that the Director being replaced was the Assistant Governor Coordinator, then the replacement may be any Assistant Governor serving their second or third year as Assistant Governor

34.2 In the event that the Director being replaced was appointed under the provisions of the last two sentences of Section 3.2, then the District Governor may, at his or her sole discretion, appoint a replacement or leave the position vacant.

34.3 In the event that the District Governor is replaced, that position shall be filled by the Vice Governor per Rotary International's Code of Policy.

36 **Board Meetings.** A minimum of two regular meetings of the Board shall be held annually and at such times and places within or without the District as called by the District Governor, as set forth herein or as resolved by the Board and upon such notice, if any, as shall be provided.

37 **Special Meetings.** Special meetings of the Board of Directors shall be held at any time within or without the District upon call by the Chairman of the Board, the Vice-Chairman, or any two (2) Directors. Written or electronic notice of the time and place of each such meeting shall be given to each Director at least five business days before the meeting, which notice shall specify the purposes of the meeting; provided, however, that attendance of any Director at any such meeting without protest, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting and such notice may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be followed with or entered upon the Records of the Meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any regular or special meeting.

38 **Quorum.** A majority of voting Directors shall constitute a quorum for the transaction of business except for items requiring a larger vote as provided for in the Rotary International Constitution or Bylaws, these Bylaws, or the District's Manual of Procedures. In the absence of a quorum, a majority of the Directors present may recess a meeting from time to time until a quorum is present. If a quorum is present when a meeting is convened, the Directors present may continue to transact business until adjournment, even though Directors formerly present must withdraw which results in a number less than otherwise required for a quorum. If a meeting is recessed, notice of such recess need not be given to all Directors if the time and place to which such meeting is reconvened are fixed and announced at such recessed meeting. .

3.9 **Proxies.** Proxy voting is not authorized for actions of the Board of Directors.

3.10 **Action Without a Meeting.** Any action may be authorized or taken at a meeting of the Board or, if without a meeting, then in a writing signed by a majority of the voting Directors. The written action of the Board shall be included in the records of the minutes of the Board.

3.11 **Responsibilities.** The District 6630 Board of Directors, holding ultimate fiduciary responsibility, shall serve as the governing body that oversees district operations, approves committee recommendations, and ensures that the objectives (Article I.1.3) of these Bylaws are attained. They shall have the authority to adopt and amend the District's Manual of Procedures provided that such Manual, as adopted or amended, does not in any way conflict with these Bylaws or with any governing document, public laws, or the Constitution, Regulations, or Bylaws of Rotary International.

3.12 **Compensation.** Directors shall not be compensated for their duties as Directors; except that, Directors may be reimbursed for their reasonable and verified expenses incurred on behalf of the District including transportation costs related to meeting attendance.

ARTICLE IV **OFFICERS**

4.1 **Eligibility.** Only an active member of a District Club shall be eligible to serve as an officer. Specifically, eligibility for the offices of District Governor, District Governor-elect, District Governor-nominee, District Trainer, Assistant Governor Coordinator or Assistant Governor, require that one must be/have been a member, for at least three years, of a Rotary Club and also have served as Rotary Club President per Rotary International Policy.

4.2 **District Governor.** The District Governor shall serve as President and Chief Executive Officer of the Corporation and of the District. The District Governor shall be elected for a one year term and shall perform the customary duties of a president and a chief executive officer of a corporation and those assigned by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. The District Governor shall serve as an *ex-officio* member of all District Committees except the Nominating Committee for the District Governor-nominee and District Governor-nominee designate. The District budget shall include an allowance for the out of pocket third party expenses of the District Governor related to District business. The Board may, by a majority vote, but only for cause, request the President of RI to remove a District Governor pursuant to the bylaws and policies of RI.

4.3 **District Governor-elect.** The District Governor-elect shall serve as the First Vice President of the Corporation and of the District. The District Governor-elect shall serve in the manner set forth by the bylaws and policies of RI, these Bylaws, and the District Manual of Procedures. The District Governor-elect shall assume the office of District Governor in the year immediately after serving as District Governor-elect. The District Governor-elect shall serve as an *ex-officio* member of all District Committees except the Nominating Committee for the District Governor-nominee and the District Governor-nominee-designate. The District Governor may assign other responsibilities to the District Governor-elect, which are in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the District Manual of Procedures.

44 **District Governor-nominee.** It is required, that the candidate for this position has served or will serve as an Assistant Governor, District Officer, or District Committee Chairperson prior to being elevated to the position of District Governor –elect, in addition to the eligibility requirements set forth in section 4.1. The candidate shall be elected for a one-year term pursuant to the bylaws and policies of RI, these Bylaws, and District Manual of Procedures. Upon the completion of the one-year term, the District Governor-nominee shall succeed to the office of District Governor-elect. If the District Governor-elect is unable to fulfill or complete the duties of his position, or to ascend to the position of District Governor, the District Governor-nominee may, when possible, upon certification by the District Governor and with notice to all Clubs, assume the position of District Governor-elect. The District Governor may assign such other duties and responsibilities to the District Governor-nominee in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the District Manual of Procedures.

45 **Vice Governor.** The Nominating Committee for governor will nominate one Past District Governor to serve as Vice Governor. The role of the Vice Governor is to replace the Governor in case of temporary or permanent inability of the Governor to serve. It is best practice for Districts to use the regular governor election process to select the Vice Governor with input from the District Governor-elect as the nomination should be someone who will support initiatives of the District Governor-elect.

46 **Assistant Governors.** The District Governor-elect shall appoint Assistant Governors to serve for three one-year consecutive terms, at the pleasure of the District Governors. Assistant Governors are not eligible to serve more than three consecutive years. (Exception: Assistant Governors may serve a second set of three one-year consecutive terms providing there has been a minimum of a two year layoff between terms.) They shall be appointed at least six months prior to the commencement of their term in order to receive appropriate training for the duties and responsibilities described below.

461 The Assistant Governors shall be assigned specific clubs within a geographical cluster for which they will be responsible.

462 Assistant Governors must attend the Assistant Governor Training Seminar, the President-elect Training Seminar(s), the All Ohio President-elect Training Seminar, and the District Training Assembly preceding each of their years of service unless excused by the District Governor-Elect.

463 Assistant Governors cannot be a Past District Governor nor shall an Assistant Governor hold any other position in Rotary except as approved by the District Governor.

47 **District Executive Secretary (Secretary).** The District Governor-elect shall, thirty (30) days prior to the Rotary International Assembly for District Governors-elect, appoint a District Executive Secretary. He or she shall have extensive experience as a Rotarian; serving in one or more roles within the District. It is recommended, but not required that the District Secretary be a Past District Governor. The District Secretary shall hold no other position in Rotary except as specifically approved by the District Governor. The District Secretary shall serve at the pleasure of the District Governor(s) for not more than five one-year terms. The responsibilities of the District Secretary include, but are not limited to the following (Additional Duties may vary by personnel and expectations as delineated in the Manual of Procedures):

4.7.1 Serve on committees as appointed/directed by the District Governor. 4.7.2 Ensure that the District and the Corporation are in compliance with the requirements and regulations of the Ohio Revised Code and with those of Rotary International.

4.7.4 Administer a District Office with an address and telephone number known to all; the address, which will be reported to the statutory agent annually, shall be a Post Office box.

The District Secretary may receive compensation for services provided, and may be reimbursed for expenses in the performance of District business as approved by the District Treasurer and in accordance with the District Expense Reimbursement Policy.

In the event the District Secretary is to be replaced by the District Governor-elect, the District Governor shall appoint the incoming District Secretary as the new District Assistant Secretary to assist in their training for their new position as District Secretary. It shall be the duty of the Assistant Secretary to become fully knowledgeable of the duties and responsibilities of the Executive Secretary and to assist the Secretary as needed or assigned. The District Assistant Secretary shall receive no compensation but may be reimbursed for appropriate out-of-pocket expenses.

4.8 **District Treasurer.** The District Governor-elect shall, thirty (30) days prior to the Rotary International Assembly for District Governors-elect, appoint a District Treasurer who is also the Chief Fiscal Officer of the Corporation. It is recommended, but not required, that the District Treasurer be a Past District Governor who shall have a background in financial management, preferably as a certified public accountant. The District Treasurer shall be bonded. The District Treasurer shall hold no other position in Rotary except as specifically approved by the District Governor. The responsibilities of the District Treasurer include the following:

4.8.1 Serve as custodian of all District funds and be responsible for the billing and collection of all levies.

4.8.2 Pay all justifiable bills, maintain complete financial records, and provide variance budget reports to the District Governor and to the funded committees as needed.

4.8.3 Submit monthly reports to the District Finance Committee and Board of Directors for their review and

4.8.4 Prepare and submit reports for an annual financial review.

All checks and authorization for other disbursements require the District Treasurer's signature, or in the absence of the Treasurer, authorized signors may be the District Governor, the District Governor-elect, the District Secretary, or another officer of the Corporation as authorized by the Board. However, any check or authorized disbursement which exceeds two thousand dollars (\$2,000) requires the signature of the District Treasurer and one other officer of the District. In no event shall a check or other disbursement payable to an officer be signed by that officer.

The District Treasurer may receive compensation for services provided and may be reimbursed for expenses in the performance of District business as approved by the District Governor and in accordance with the District Expense Reimbursement Policy.

49 **District Trainer.** The District Governor-elect shall, within thirty (30) days of his or her confirmation at the Rotary International Convention, appoint a District Trainer to serve the District at the pleasure of the District Governor-elect and in coordination with the District Governor. Upon appointment, the District Trainer shall commence plans for the President's-elect Training Seminars, the District Training Assembly and the training of the Assistant Governors. The term of office for the District Trainer shall be on an annual basis. The Trainer shall not serve in this position for more than an aggregate of three years. The District Trainer shall hold no other office except as otherwise assigned by the District Governor.

ARTICLE V **COMMITTEES**

5.1 **Appointment of District Committees.** The District Governor-elect shall appoint District Committees as prescribed by the Rotary International Manual of Procedures. Chairpersons of those committees and subcommittees shall be appointed prior to the commencement of his or her term as District Governor. The District Governor-elect and the District Governor shall make every effort to ensure there is continuity in all committees as the committee chair appointees of the District Governor-elect are assimilated and trained by the current District Committee Chair. The Committee Chairs shall provide regular reports to the Board of Directors and shall serve at the District Governor's pleasure. They shall be available for presentations at District Assembly, District Conferences, and at such other times as requested by the District Governor.

52 District Committees are charged with carrying out the goals of the district as formulated by the governor and with the advice of the assistant governors. Committees shall include Training, Membership Development, Club Extension, Public Relations, RI Convention Promotion, Finance Committee, Ongoing district level committees (e.g. Youth Exchange, Rotaract), District Conference, and The Rotary Foundation and others as determined by the District Governor. Information on the specific purposes, duties and responsibilities, additional qualifications, and training requirements for these committees can be found in these bylaws as well as in the Rotary Code of Policies section 17.030.3. and article 21 in Lead Your District Committees (249).

53 **District Finance Committee.** The District Finance Committee shall consist of the following voting members: the District Governor-elect, District Governor-nominee, the Immediate Past District Governor, the Committee Chair, and three (3) At-Large members. Non-voting members shall include the District Governor, District Treasurer, and District Executive Secretary. The At-Large members shall be appointed by the District Governor-Elect to serve three (3) year terms with one of the three (3) rotating off each year. At-Large members may be reappointed to serve additional three (3) year terms. Vacancies occurring mid-year shall be filled by appointment of the District Governor and shall be for the duration of the leaving member's term.

53.1 Members of the Committee shall be members of a District Club. It is recommended that the At-Large members have experience as a Club Treasurer, or finance/accounting background as a component of their vocation or profession.

53.2 The Chairperson of the District Finance Committee shall not be a Past District

Governor but shall be a Committee member who has served at least two full years on the District Finance Committee. The Committee Chair shall be appointed annually and shall not serve in the position for more than an aggregate of five years.

- 53.3 The District Finance Committee shall safeguard the assets of the District Funds by assisting in the preparation of the budget and projecting the expenses of the District and the amount of per capita levy necessary to meet those expenses. It shall provide an Annual Report on the status of the District Finances at the time of the meeting of the District Training Assembly. Specifically, it shall:

- 1) Prepare a budget of District income and expenditures in cooperation with the District Governor-elect. Once approved, the budget shall be submitted to the clubs at least four weeks prior to the District Assembly or other meeting at which the said budget will be considered for approval by the Presidents-elect.
- 2) Review and recommend the amount of per capita levy to be approved in accordance with RI Bylaws Section 15.060.2.
- 3) Assure that proper records of income and expenditures are maintained.
- 4) Prepare an annual Financial Report to be presented at the District Training Assembly.
- 5) Insure that the bank account is held in the name of the District.

- 53.4 At least one approved member of the Committee, (the District Governor, District Governor-elect and/or the District Secretary), shall be an authorized signer on the District bank accounts along with the District Treasurer. Withdrawals of \$2000 or greater require two authorized signatures.

54 **District Nominating Committee.** The District Nominating Committee shall consist of at least seven members, the Chairperson of which shall be the immediate Past District Governor. The other members of which not more than two shall be a PDG shall be appointed by the District Governor and shall be members of District Clubs. It is suggested, but not required, that members of the Committee represent diversity of club population and geographical area. No two members shall be from the same club and, in the event a member is from the same club as a candidate for elective office, that member shall resign.

- 54.1 Members of the Nominating Committee shall be appointed by the District Governor on or before October 1st of each year. They shall be identified in the District Governor's newsletter and as otherwise determined by the District Governor. Committee members, alternates, and candidates for membership on this Committee must agree in writing to accept appointment to this Committee. No person who has so accepted in writing whether selected or not; nor any person who subsequently resigns from this Committee; nor any spouse, child or parent of any such person; shall be eligible to be nominated for a respective office in the year in which the Committee serves. The Committee shall report their recommendation for District Governor Nominee by January 31st.

- 54.2 The nominating committee shall operate in accordance with the Bylaws of Rotary International (Article 14).

55 District Strategic Planning Committee. The Board of Directors shall appoint a Strategic Planning Committee comprised of nine (9) members, with each member serving for a three year period, on a rotating basis. (Three Member terms shall conclude each year.) Members may be appointed for a maximum of one additional three year term. One member of each selected group shall be a Past District Governor. Preferred skill sets for committee membership shall provide a balance among membership with Rotarians experienced in long-term planning, RI Programs and activities, and financial management.

The Committee shall develop, recommend, and update a strategic plan for consideration by the board and shall survey Rotarians and Clubs not less than every three years in discharge of their duties.

56 Advisory Council of Past Governors. The Advisory Council shall be comprised of all Past District Governors who are members of a District Club. *Ex-officio* members are the District Governor, the District Governor-elect, District Governor Nominee, and District Governor Nominee Designate. The Advisory Council shall advise and counsel the District Governor and the District Governor-elect as may be requested by the District Governor.

The Chairperson shall be appointed by the District Governor-elect for a one-year term, but no person shall serve two consecutive one-year terms, or more than an aggregate of three one-year terms in that position. The Chairperson shall not simultaneously serve as the Vice Governor and in this leadership role. The District Governor elect must meet and present to The Council within thirty (30) days following the District Governor-elect's confirmation at the Rotary International Assembly. The District Governor may call special meetings of the Council from time to time. The Chairperson shall designate a secretary to maintain minutes of meetings of the Council and those minutes shall be circulated to the District Governor and all Past District Governors.

ARTICLE VI **INDEMNIFICATION**

7.1 Except as may be insured against through a liability policy maintained by the District or the member or members involved in the matter, to the full extent permitted by the Ohio Not for Profit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threat, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Board Directors of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation for such person's related expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall only be available to the extent that a person described herein acting in good faith in a manner the person reasonably believed to be in or not opposed to the best interest of

District 6630, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that person's conduct was unlawful. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, administrators, successors and assigns of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of these Bylaws. District 6630 will directly pay or reimburse premiums payable to cover the directors and officers of Rotary International District 6630 in addition to and as a supplement for any coverage provided by Rotary International under its general liability insurance. The status, terms and conditions of liability coverage provided to the District may be requested from the District Secretary. In the event a Club is planning an activity which may require additional coverage, the Club must consult the District Secretary at least 3 weeks prior to the activity to determine whether the activity is included or excluded under the District coverage.

7.2 Blanket Liability Insurance. The District will cover the cost of Director and Officer

Insurance above what Rotary International has covered with the General Liability Insurance, A qualified insurance agent shall determine annually if such additional coverage is needed. The District Secretary shall have on file and will make available upon request, information regarding coverage and claims

Clubs must check on coverage when planning activities as certain events may require additional coverage by the Club. Additional coverage must be requested at least three (3) weeks prior to the event.

ARTICLE VII **MISCELLANEOUS**

8.1 Awards and Special Recognitions. The District Governor has the discretion to establish recognitions and awards for clubs, members, and district leaders who provide their time and talent to District activities.

8.2 Compliance Policy and Conflict of Interest Policy. The District 6630 Manual of Procedures shall include a Compliance Policy as well as a Conflict of Interest Policy ensuring that the District and the Corporation comply with all Federal and State of Ohio laws and regulations required of nonprofit corporations.

8.3 Conformity with RI Articles of Incorporation and Bylaws. These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of RI. If any provisions in these Bylaws conflict with Constitution, Bylaws or policies of RI, as amended, then the terms of the Constitution, Bylaws or policies of RI shall prevail unless a different result is required by Ohio or federal law, in which case the provision required by law shall prevail. Following each triennial Rotary International Council on Legislation these by-laws shall be reviewed and revised as needed.

8.4 The Articles and Bylaws Supersede Prior Bylaws and Legislation. The Articles of Incorporation of Rotary International District 6630, Inc. filed on the 8th day of July, 2009, and these revised Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire governing rules and regulations of the administration of District 6630 and shall therefore replace any and all governing rules and regulations previously enacted by the unincorporated association known as District 6630. A Manual of Procedures shall be created. Upon adoption, the

Board of Directors shall ensure that the District 6630 Manual of Procedures be maintained, updated, and available to Club Leadership.

8.5 **Robert's Rules of Orders.** *Robert's Rules of Order*, as currently published by the Robert's Rules Association, governs this corporation and all parliamentary situations that may arise and which are not otherwise addressed by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. *Robert's Rules of Order* notwithstanding, all Ex Officio members described in these By-Laws of District 6630 shall be non-voting.

8.6 **Fiscal Year.** The fiscal year of the Corporation shall be from July 1st through June 30th.

8.7 **Principal Office.** The business office address of the District shall be a Post Office box established by the District Executive Secretary and communicated to the Statutory Agent annually.

ARTICLE IX **AMENDMENTS**

9.1 **Amendment Process.** These Bylaws may be amended as follows:

- 9.1.1 **At the Annual Meeting.** These Bylaws may be amended at the Annual Meeting, where a quorum is present, by a majority vote of the Clubs present and voting provided that no amendment shall be considered unless it has been submitted in writing to the District Governor at least sixty (60) days before the Annual Meeting, and provided further that the District Governor shall give notice of such proposed amendment to all of the clubs at least forty-five (45) days before the Annual Meeting of the members. The Annual Meeting shall take place at the District Conference.
- 9.1.2 **Eligible Proposer.** Any active club in the District, the District Governor, the District Governor-elect, or the Board may propose an amendment to these Bylaws.
- 9.1.3 **Proposed Amendments.** Proposed amendments published in accordance with the above may be amended by approval of two-thirds of those present and voting. Voting must be in person at the meeting by a qualified delegate who is authorized by their Club to do so.
- 9.1.4 **Effective Date.** Amendments to the Bylaws shall be effective on July 1st following the Annual Meeting at which they were adopted, unless otherwise specifically stated in such amendment.
- 9.1.5 **Amendment Limitation.** Unless Ohio or federal law requires it to do so, the District may not adopt any amendment to these Bylaws that conflicts with the Constitution, Bylaws or policies of Rotary International.

RSP
3/9/15

APPROVED 4/24/15