

ROTARY INTERNATIONAL

Service Above Self - He profits Most Who Serves Best

Rotary



DISTRICT #7390

Bylaws

(Formerly known as District Resolutions)

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ARTICLE I

Purpose

The purpose of these bylaws is to coordinate, simplify, and provide continuity for District procedures:

- First, through updating and harmonizing previous resolutions.
- Second, by simplifying certain procedures.

ARTICLE II

Limitation

Nothing in these bylaws or subsequent amendments can or should be so construed as to conflict with or be contrary to the Constitution and By-Laws of Rotary International.

- a) Rulings and interpretations by the Board of Directors of Rotary International shall immediately void or change any article, section or clause of these bylaws contrary to such action.
- b) All enactments passed at an International convention to change the Constitution and By-Laws of Rotary International that conflict with any Article, section or clause of these bylaws shall take precedence when they become effective

ARTICLE III

District Officers

Section 1 District Governor.

The District Governor has been elected by action of duly accredited electors of Rotary International to the position of sole administrative officer in the District and, during that term of office, as the only representative of Rotary International, is responsible to the President and members of the Board of Directors of Rotary International for promoting the program of Rotary.

Neither appointed committees nor action of Rotary Clubs in the District can dilute the authority or relieve the responsibility of the District Governor.

Section 2 Vice Governor.

The Vice Governor. Shall be selected by the Nominating Committee from among District 7390 past District Governors who are still active members of a District 7390 Rotary club. The Vice Governor will be expected to immediately assume the duties of the current District Governor in the event that the District Governor should be incapacitated in any way as determined by majority vote of the remaining leadership team defined as the district trainer, the District Governor elect, the District Governor nominee, and the district Rotary Foundation Chair person.

Section 3 District Governor Elect.

The District Governor Elect has been elected by action of duly accredited electors of Rotary International. Responsibilities and duties of the District Governor Elect shall be determined by the District Governor in consultation with the Advisory Council of Past District Governors and as indicated in the current Rotary International Manual of Procedure.

Section 4 District Governor Nominee.

The District Governor Nominee's responsibilities and duties shall be determined by the District Governor in consultation with the Advisory Council of Past District Governors and as indicated in the current Rotary International Manual of Procedure

Section 5 District Treasurer.

The District Treasurer shall be a Rotarian. He or she shall be appointed by the District Governor and shall serve until a successor is appointed by the current District Governor or a succeeding District Governor. It shall be the District Treasurer's responsibility to receive and expend District Funds as provided by these bylaws and directed by the District Governor, and, particularly, to receive and control all District Funds carried over from one Rotary year to the next.

Section 6 Assistant Governor.

- a) The District Governor should divide the District into Groups, each Group being as nearly equal as

possible as to number of Rotarians and Clubs. Each Group should be made up of from four to seven contiguous Clubs.

- b) An Assistant Governor shall be appointed by the District Governor for each Group and must be a Past President and should be an active member of one of the Clubs in the Group. The Assistant Governor shall be well informed on the many facets of Rotary and be thoroughly familiar with the current Rotary International Manual of Procedure and shall act as liaison between the Clubs of his or her Group and the District Governor.
- c) An Assistant Governor shall work with the Governor, Governor Elect, and Governor Nominees to advise them with regard to District Committee selections and to promote the District strategic plan. The Assistant Governor shall schedule a visit with each of his assigned Clubs during the first quarter of the Rotary year. At this meeting the Assistant Governor shall review the Club's Summary of Plans and Objectives, conduct a Club Assembly and prepare a Memorandum of this Visit for the District Governor. The Assistant Governor shall schedule quarterly meetings with their assigned Club Presidents and officers for the purpose of discussing the business of the Clubs and resources available to them. At these meetings the Assistant Governor is to encourage attendance at District and Rotary Foundation programs. Assistant Governors shall immediately inform the Governor of any problems arising in clubs in their groups and will be expected to continually update the Governor on progress within their assigned Clubs and coordinate requests and recommendations of the Governor.
- d) An Assistant Governor shall attend the training sessions developed for Assistant Governors and work with the District Trainer and Governor Elect in the preparation and conducting of the District Presidents-Elect Training Seminar (PETS), Pre-PETS and District Training Assembly. It is expected that the Assistant Governor will attend the District Conference.
- e) An Assistant Governor shall serve for three one-year appointments or until a successor is named.

Section 7 District Trainer.

- a) The District Governor shall appoint a District Trainer for the Rotary year. It is recommended that the District Trainer be a Past District Governor who is well informed on the many facets of Rotary and is thoroughly familiar with the current Rotary International Manual of Procedure and current District Bylaws.
- b) The District Trainer shall participate in the training sessions conducted by the Zone for District Trainers and is responsible for developing the training program for Assistant Governors, the PETS and the District Training Assembly. This is to be done in concert with the Governor and Governor Nominees. The District Trainer's responsibilities shall include logistical arrangements, registration, promotion, program design, and training sequence and materials for the Assistant Governors training, the Pre-PETS, PETS and the District Training Assembly.
- c) The District Trainer shall not serve more than three consecutive one-year appointments.

Section 8 District Representative to the Council on Legislation

- a) The District Representative to the Council on Legislation and the alternate shall be elected in accordance with the Bylaws of Rotary International at the District Conference in the year preceding the council.
- b) No one shall serve as District Representative to the Council on Legislation more than two times.

ARTICLE IV

District Executive Secretary

Section 1 District Executive Secretary.

The District Executive Secretary shall be a full-time employee of the District. Candidates for this position shall be interviewed by the District Office Committee and appointed by the District Governor. The District office Committee shall be responsible for the Annual Performance Review with input from the Advisory Council of Past District Governors and Committee Chairs. He or she shall preserve and organize on a continuing and permanent basis, records for District Governors, District Conferences, District Committees and other District affairs. Each District Governor shall, upon completion of his or her term of office, turn over to the District Executive Secretary copies of reports, audits and correspondence that may be of historical significance or helpful to a subsequent District Governor.

ARTICLE V

District Committees

Section 1 General.

Certain District committees are suggested or specified by the Board of Directors of Rotary International using as guidelines the Manual of Procedure, the District Governor's Handbook, and rulings of the Board of Directors of Rotary International for the organization and administration of these committees. The structure should include a District Director for each of the Five Avenues of Service with a Past District Governor as an advisor for each committee. It is suggested that committee members be appointed on a rotating basis and serve for more than one year.

Section 2 District Advisory Council of Past District Governors.

The district will organize an advisory council of past governors, composed of all past governors who are members of Rotary clubs within the district.

This Advisory Council of Past District Governors shall meet on the request of the District Governor to counsel and to provide advice on any subject or subjects deemed necessary. The combined knowledge of previous administrations with the wisdom gained through experience will provide valuable guidance. When conflicting opinions are expressed on any subject during a meeting, the District Governor may ask for a show of hands or by other means to determine the division of the Advisory Council of Past District Governors. Such opinions shall not be binding on the District Governor.

The District Treasurer and District Executive Secretary shall also be asked to attend these meetings. The Advisory Council of Past District Governors shall meet on at least on a quarterly basis.

Section 3 District Office Committee.

The District Office Committee shall include the District Governor, the District Governor Elect, the District Governor Nominee and others appointed by the District Governor.

Section 4 Strategic Planning Committee.

- a) Each District Governor shall appoint a Strategic Planning Committee comprised of the Governor, the immediate Past Governor, the Governor Elect, and the Governors Nominee to serve on the committee during his or her term of office.
- b) This Committee shall meet on the request of the District Governor to counsel and advise him or her on subjects dealing with the continued development and operation of the Rotary program in R.I. District 7390 and to develop a Strategic Plan.
- c) This committee, on a triennial basis, shall review and present it to the District for consideration at the District Training Assembly the District's Strategic Plan.

ARTICLE VI

District Office

Section 1 District Office.

The District shall maintain an office for the assistance of the District Governor, the District Governor Elect, the District Governor Nominee, the District Treasurer/Secretary, the Assistant Governors, the District Trainer, and the committees of the District. The operation of this office shall be under the supervision of the District Office Committee. Accordingly, the costs incident to the operation of such office, unless otherwise provided for, are to be defrayed by means of the annual per capita assessment of the membership on record of each Club, except honorary members, as of December 31 of each Rotary year.

ARTICLE VII

District Projects

In addition to supporting The Rotary Foundation, including the Annual Fund, Polio Plus and the Endowment Fund, the District has 8 major projects as follows : (a) Rotary Youth Leadership Awards (RYLA) for rising Senior students, (b) Group Vocational Service Exchange, (c) Rotary Youth Exchange, (d) America's Promise/Literacy, (e) Four Way Test Speech Contest, (f) Four Way Test Essay Contest, (g)Teacher Impact Awards and (h) Junior Achievement BizTown.

In accomplishing the Rotary Youth Exchange Program, R.I. District 7390 has become a member of Eastern States Student Exchange Program, Inc. (ESSEX). As a member of ESSEX, R.I. District 7390 shall comply with the Student Protection Policy as adopted by ESSEX.

In accomplishing the Group Vocational Service Exchange Program, R. I. District 7390, through chairpersons appointed by the District Governor, identify a foreign country to which we will send a team of 4 to 6 young professionals. In turn, District 7390 will agree to host a similar number and type of professionals from that same country. District 7390 shall appoint an experienced Rotarian from one of the clubs in District 7390 to serve as leader for the team traveling from our country to the foreign country. The team leader must have a minimum of one year Rotary club membership at the time of appointment. Funding for Group Vocational Service Exchange will be provided when possible from the District Grant.

The procedures given in the remainder of this section are to apply to each of the above mentioned projects, and others of like nature should projects of continuing scope be undertaken.

The District Governor shall appoint committees, including Committee Chairpersons, to accomplish each of these projects, prior to taking office as possible. All members of these committees shall be Rotarians selected from Clubs in R. I. District 7390. The District Governor may enlist specialized knowledge or skills for the good of the projects by appointing non-Rotarians as advisors or counselors to the committees. Such appointments may be on a volunteer or recommended basis, however, no payment is to be made from the District funds for this purpose. Any committee that is entrusted with their own funding, must submit a financial report annually to the District Treasurer no later than June 30.

ARTICLE VIII

Reports

Section 1 District Conference Report.

The District Conference Chair(s) shall submit a written report of the District Conference which shall include a detailed financial statement of the Conference to the District Governor not later than June 15 or within sixty days of the adjournment of the Conference, whichever first occurs. A copy of this report as well as transfer of unexpended funds shall be forwarded to the District Treasurer/Secretary at the same time. Any Club member desiring a copy of this report shall request it in writing prior to the adjournment of the Conference.

Section 2 Committee Reports.

- a) Each Chair of a District Committee shall submit an informal written report to the District Governor no later than June 1 of each fiscal year. This report shall include an outline of accomplishments and goals attained, problems encountered, and suggestions for future consideration.
- b) Copies of all committee reports and audits shall be forwarded to the District Executive Secretary by the District Governor at the conclusion of his or her term of office.

ARTICLE IX

District Funds

Section 1 General.

The District treasury shall operate on a fiscal-year basis, July 1 to June 30. The financial records shall be closed on June 30th. Annually, the District Treasurer/Secretary will have fiscal year-end financial statements prepared by a Certified Public Accountant. The fiscal year-end financial statements shall be prepared on a compilation basis. At the discretion of the audit committee, the fiscal year-end financial statements can be prepared on a higher level of reporting such as on a reviewed or audited basis. At the request of the Audit Committee or successor Treasurer/Secretary, all financial records for the preceding fiscal year shall be turned over to the appropriate party within a reasonable period after the closing of the fiscal year. The District Governor and Treasurer/Secretary shall execute such documents necessary to handle banking arrangements for the new fiscal year. The District depository shall be notified of the change of officers and the prior banking resolution and signature cards shall be revoked. The incoming District Governor, no later than September 30 of his or her term, shall send to all incoming Club Presidents a copy of the District's preceding fiscal year-end financial statements as prepared by a Certified Public Accountant. The statement of activities shall reflect actual income and expenses as compared to budgeted income and expenses. All funds originating from annual per capita assessment, registration fees, and the like, contributed to the District by member Rotary Clubs or Rotarians to further District activities and unexpended funds of all standing or special committees, shall be deposited in an

institution insured by FDIC, or an institution's money market mutual fund or equivalent fund. Such funds are hereafter referred to as the District Fund. The District Governor shall require the District Treasurer/Secretary to hold separate funds turned in by any continuing committee and make them available to the committee on request. All funds shall be deposited and held in the name of District 7390, Rotary International. District 7390 shall not budget annually any surplus except to cover a prior year's deficit or to maintain a certain level of cash flow necessary to operate the programs of the District. The Youth Exchange and Leaders' Conference Committees are permitted to carry a reasonable surplus from year to year in order to operate the respective programs. In the event a surplus is generated in any given year the District Treasurer/Secretary shall have the responsibility of investing surplus funds with the approval of the District Governor and the District Governor Elect. Surplus funds can only be utilized in accordance with budget restrictions or by written authorization on order of the District Governor. The operations of all committees other than the Youth Exchange and the Leaders' Conference shall be handled as part of the District Budget. All income and expenses of all committees other than the Youth Exchange and Leaders' Conference shall be reflected on the financial records of the District. Due to the nature of the committees for Youth Exchange and Leaders' Conference, these committees may maintain separate financial records. However, these committees shall file written reports annually, with the District Governor, District Executive Secretary and District Treasurer/Secretary reflecting the operating activity and financial position as of and for the period reported.

Section 2 Annual Budget.

The Budget Committee shall consist of the immediate Past District Governor, District Governor, District Governor- Elect, District Governor Nominee(s), and District Treasurer/Secretary, there will be at least two, but no more than three District Rotarians involved in the budget and the District Executive Secretary shall be an ex-officio member. The District Governor Elect shall chair this committee.

Section 3 Annual Contribution.

The performance of duties by the District Governor, the District Governors Nominee, the District Executive Secretary, the District Treasurer/Secretary, the Assistant Governors, the District Trainer, and committees of the District as well as the plenary discussion sessions of the District Conference and the District Training Assembly are designed for the benefit and advancement of Rotary and all Clubs and all Rotarians within the District. Accordingly, the cost incident to such District activities, unless otherwise provided for, are to be defrayed by means of an annual per capita assessment of the membership on record of each Club, except honorary members, as of December 31 of each Rotary year. If a District Committee or District Activity, other than Youth Exchange and RYLA generates a profit, the profit shall be transferred to the District Fund. The amount of the assessment for the next Rotary year shall be initially determined by the District Budget Committee and shall be forwarded to all Clubs no later than April 1st. The Budget Committee when determining the annual per capita assessment shall take into consideration the existing District Fund(s) and other funds which the District may receive. The Budget Committee shall also prepare a budget of income and expenses in accordance with the financial needs of the District as set forth in ARTICLE IX, Section 2, for the next Rotary year. The annual per capita assessment thus determined should be paid to the District Treasurer/Secretary by each Club not later than sixty (60) days following July 1 of each Rotary year.

ARTICLE X

Insurance

Section 1 Insurance Committee.

There shall be a District Insurance Committee appointed by the District Governor. The members of this committee shall have experience in the insurance industry. It shall be the duty of this committee to solicit and secure proposals for appropriate insurance coverage for the District and all Clubs in this District.

Section 2 Risk Management Committee

There shall be a District Risk Management Committee appointed by the District Governor. The members of this Committee shall have experience in the analysis of liability and risk exposure together with an understanding of the District's insurance policy. It shall be the duty of this committee to develop and implement a risk management strategy for the District with particular emphasis given to youth programs.

Section 3 Liability Insurance.

At the present time, Rotary International provides a comprehensive insurance policy for all Districts in the United States.

ARTICLE XI

Nomination of District Governor

Section 1 General.

As confirmed in these District Bylaws, ARTICLE III, Section 1. - District Governor, the District Governor is elected at the Annual Convention of Rotary International to serve Rotary International as its Administrative District Officer.

Section 2 By-Laws of Rotary International.

The By-Laws of Rotary International, as they may be amended from time to time, published in the "Rotary International - Manual of Procedure" outline the duties and responsibilities of the District Governor and the procedures for selecting a District Governor Nominee by means of a Nominating Committee.

Implementation of those procedures is provided for in the following sub-paragraphs of these bylaws:

- a) As provided in ARTICLE III - "District Officers", Section 5. - "Assistant Governor" of these District Bylaws, the District Governor has divided the Rotary Clubs of the District into geographic "Groups" for the purpose of facilitating administrative services, including the election of Rotarians to serve as members of the Nominating Committee - more often referred to as "Nominators."
- b) On or before October 1st each Assistant Governor shall act as "Convener" to organize a meeting of the Presidents of the Rotary Clubs of the respective Group for the purpose of electing a Nominator and an Alternate Nominator, who shall be Rotarians in good standing and members of Rotary Clubs within the respective Group.
- c) The Assistant Governor, as Convener, may act as Chair for the meeting and/or recording secretary, so selected by the Presidents at the meeting. However, the Convener shall take no part in the deliberations.
- d) The Convener, prior to the start of deliberations, shall advise and instruct the assembled Presidents that no Nominator or Alternate Nominator may serve as a member of the Nominating Committee when a President's Club has submitted or will have submitted the name of a Club member as a candidate for consideration by the Nominating Committee.
- e) It is suggested that the Assistant Governor, disqualify themselves as candidates for Nominator and/or Alternate Nominator. In the case that a Rotary Club(s) of the respective Group has or will have submitted the name(s) of a member(s) as candidate(s) for consideration by the Nominating Committee, no member of that Rotary Club may serve as a member of the Nominating Committee.
- f) To the extent practicable and within the guidelines of subparagraphs (d) and (e) hereof, it is recommended that the Presidents give consideration to the election of a Past District Governor who is an active participant in and a member of a Rotary Club of the respective Group, as well as an active participant in the programs and affairs of the District, as a Nominator or Alternate Nominator. This does not exclude from consideration other active and committed Rotarian leaders, as a diversified Nominating Committee adds value to the nominating process.
- g) Immediately following the meeting of Presidents, the Assistant Governor shall advise the District Governor of the name and the Rotary Club of the Rotarian elected from the Group to serve as Nominator and the Rotarian elected to serve as Alternate Nominator.

Section 3 Suggesting Candidates for District Governor Nominee.

NOTE: The Nominating Committee for District Governor and all Past District Governors are charged with the duty to seek out and propose the best available candidates for District Governor Nominee.

- a) Each Rotary Club of the District is urged to annually survey its membership for the purpose of suggesting qualified members for consideration by the Nominating Committee.
- b) Qualifications for a District Governor are enumerated and specified in detail in the aforementioned By-Laws of Rotary International. These qualifications, as published in the current Rotary International Manual of Procedure, should be studied carefully by the Rotary Club members and the prospective Rotarian candidate for District Governor Nominee, preliminary to the decision to suggest a Club member as a candidate.
- c) Before September 1st of each year, the District Governor shall issue an invitation, as an article in the "District Governor's Monthly Newsletter" and/or separately, to all Rotary Clubs of the District, to submit the names of qualified members for consideration by the Nominating Committee. The District Governor shall also make copies of this invitation available for distribution at the District PETS meeting as well as the District Training Assembly. The invitation shall specify the deadline date of December 15th prior to which such names of suggested candidates shall have been submitted to him or her.

- d) The District Governor will provide, on request, the standard form containing "STATEMENT OF QUALIFICATIONS - CANDIDATE FOR DISTRICT GOVERNOR 20- 20" and CANDIDATE'S STATEMENT" of understanding, for submitting the names of suggested candidates. Suggestions for Rotarians to be considered as candidates for District Governor Nominee may be submitted to the District Governor any time during the Rotary Year, but prior to the deadline date of December 15th as set in Section 3 (c).
- e) At the time of selection, the nominee will be called Governor-Nominee-Designate and will assume the title of Governor-Nominee on 1 July two years before serving as Governor.

Section 4 Nominating Committee Meeting.

The District Governor shall annually appoint a Past District Governor as a Nominating Committee Chairperson. This Chair shall be responsible for organizing and assembling the Committee in accordance with the District Bylaws. In addition this appointee shall act as Chair at the Nominating Committee Meeting with a voice but no vote.

- a) The Nominating Committee Meeting shall be held before January 31st at a time and place set by the Nominating Committee Chair. Written notice of the meeting shall be sent to each Nominator. In the case that the Nominator is unable to attend the meeting, the Nominator shall arrange for his or her Alternate Nominator to serve instead. The Nominator shall advise the District Governor of this action.
- b) The Nominating Committee Chair shall notify each and every candidate of the date and place of the Nominating Committee Meeting and the specific time at which the candidate shall be available for interview and discussions with the Nominating Committee. In such notice, the District Governor shall caution the respective candidates to refrain from any discussion or other solicitations of favor with any of the Nominators and Alternate Nominators prior to the interview with the Nominating Committee. Any such contact shall disqualify the candidate from further consideration. The District Governor may participate in the interview with the candidate, but the District Governor shall have no vote.
- c) The District Governor Nominee and the District Governor Elect for the next ensuing Rotary Year may attend the Nominating Committee Meeting as an observer only, without voice or vote. If so requested by the District Governor or the chairperson, the District Governor Nominee may act as the designated recorder of the balloting.
- d) No Nominator or Alternate Nominator who is a member of a Rotary Club that has submitted a candidate to be considered at the meeting shall participate in the interviews, discussions, deliberations and voting at the Nominating Committee Meeting. The presiding officer is required to instruct such Nominator or Alternate Nominator to retire and leave the meeting at once.
- e) Any Nominator or Alternate Nominator who may have been approached directly by a candidate under consideration or by others on behalf of the candidate shall so advise the District Governor and the chairperson, and such candidate shall be removed from further consideration.
- f) After completion of all interviews and the ensuing discussions, voting by secret ballot shall be conducted by the Nominators and/or Alternate Nominator(s) serving instead of absent Nominator(s). The ballots shall provide boxes for an indicated vote for each candidate, as well as an option to withhold voting for all candidates. The ballots shall be tabulated by the current District Governor Elect and District Governor Nominee, and the results conveyed to the Chair.
- g) The Chair shall notify the Nominating Committee of the outcome of the balloting. A simple majority is required to select a District Governor Nominee. If the balloting produces an indecisive result, the Nominating Committee may have further discussion and conduct subsequent balloting.
- h) If the Nominating Committee cannot by Majority vote of its members select a District Governor Nominee, the Nominating Committee Meeting may be suspended and then reconvene within two (2) weeks, during which a call for additional candidates or a "draft" of a qualified Rotarian who meets the criteria of the By-Laws of Rotary International and the unanimous approval of the Nominating Committee.
- i) In the event that a District Governor Nominee cannot be selected at the reconvened Nominating Committee Meeting, the election of the District Governor Nominee shall be conducted in the manner prescribed in the By- Laws of Rotary International.

Section 5 Post Nominating Committee Meeting Procedures.

Following adjournment of the Nominating Committee Meeting, the District Governor shall proceed in the manner and in the details specified in the By-Laws of Rotary International.

ARTICLE XII

Review at PETS or Pre -PETS

Section 1 Purpose.

A review of these bylaws at the PETS or Pre-PETS each year will accomplish several purposes.

- a) It will serve to inform incoming Club Presidents about the administrative functioning of District 7390.
- b) It will enable them to correlate Club functions more closely with District functions.
- c) This discussion may lead the incoming District Governor and the incoming Presidents to formulate changes that should be presented as amendments to these bylaws for consideration and vote at the District Conference.

Section 2 PETS or Pre-PETS Procedure.

- a) The District Executive Secretary shall make available to the presiding officer of the PETS or Pre-PETS each year enough copies of these bylaws, with amendments if and when made, to supply each incoming President and Secretary with a copy.
- b) The incoming District Governor shall conduct a group discussion meeting to cover the articles of these bylaws with the incoming Presidents and any other Rotarians he or she may wish to have participate. This group discussion meeting shall be part of the agenda of the PETS or Pre-PETS.
- c) Critical attention shall be given to the necessity for changing any Article of these bylaws because of action of Rotary International or because of new requirements within the District. In case a change seems necessary, procedures for implementing this change during the new Rotary year should be instituted.

ARTICLE XIII

Conference Voting

Section 1 Appointment of Parliamentarian.

The District Governor shall appoint a parliamentarian, whose duty shall be to provide interpretations and guidance in matters concerning parliamentary procedures and applicable Articles of the "Rotary International Manual of Procedure" and "Rotary District 7390 Bylaws." The Rotarian appointed as parliamentarian shall be a member, other than honorary, in good standing of a Rotary Club in District 7390. The appointee shall be supplied with copies of the current Rotary International - Manual of Procedure, the District 7390 - District bylaws, and written copies of all matters to be voted upon, including the form of ballots, at the District Conference. While not mandatory, it is recommended that the Rotarian selected for appointment shall be a Past District Governor of District 7390. Immediately upon appointment, it shall be the duty of the parliamentarian to review and become familiar with all the prescribed materials received from the District Governor.

Section 2 Electors

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

Section 3 Conference and District Resolutions Meeting Voting Procedures.

Every member in good standing of a club in a district present at the district conference or a district resolutions meeting shall be entitled to vote on all matters submitted to a vote at such conference or district resolutions meeting except for the selection of a 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, election of the club representative and alternate representative of the district to the council on legislation, and the

decision as to the amount of the per capita levy. However, any elector shall have the right to demand a poll upon any matter presented to the conference or district resolutions meeting. In such cases, voting shall be restricted to electors. 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, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same ordered choices of candidates.

Section 4 Proxies

A club may designate a proxy for its absent elector(s). Such club must obtain the consent of the governor for such proxy. The proxy may include a member of its own club or a member of any club in the district in which the club is located. The proxy designation must be certified by the president and secretary of such club. The proxy shall be entitled to vote as proxy for the non-attending elector(s) represented, in addition to any other vote the proxy may have.

Section 5 Quorum

When a ballot is taken of electors, the quorum for official action shall equal ten percent of the number of electors that are selected pursuant to section 3 above.

Section 6 Place, Days and Times for Voting.

The District Governor shall direct the attention of the electors to the place for voting, the days for voting, and the times of each day that the voting place will be open for the casting of ballots. Such notification shall be by announcement at each plenary session of the District Conference and published in the District Conference Official Program booklet.

Notwithstanding the foregoing, voting shall be permitted on at least two separate days during the District Conference and at a time immediately preceding or following a plenary session.

Section 7 Restrictions against Promotion, Propaganda, Campaigning, Canvassing, and Electioneering.

No Rotarian shall publish or have cause to be published, promotional materials or propaganda in an effort to achieve elective office. No Rotarian shall campaign, canvass or electioneer for District Office or office in Rotary International. There shall be no such activities at the District Conference during plenary sessions or at any other times. If any such activities are in evidence, the matter shall be brought to the attention of the District Governor, who shall order that all such activities be stopped at once. It shall be the responsibility of the District Governor to disseminate appropriate information to each Rotary Club of the District, not less than thirty (30) days prior to the first day of the District Conference, concerning qualifications of Rotarian candidates for elective office in District 7390 and/or Rotary International, and, information on proposed amendments to the District 7390 Bylaws and any other matters to be included on the "official ballot" for voting by electors at the District Conference. All such qualifications and information are to be of a constructive nature and without comments, pro or con.

Section 8 District Ballot-by-Mail.

All decisions and elections that the bylaws specify occur at a district conference or district training assembly may be made by the clubs of a district by a ballot by-mail. Such ballot-by-mail shall follow as near as possible the procedures in section 13.040 of the Manual of Procedure.

ARTICLE XIV

The Rotary Foundation Committee Structure

Section 1 District Allocation Committee

The District Allocation Committee (DAC) shall consist of: the District Governor, the District Governor-Elect (serving as chair), the District Governor-Nominee, the District Governor- Nominee Designate (if selected), the District Rotary Foundation Chair, the Global Grants Committee Chair, the District Grant Administration

Committee Chair, the District Polio-Plus Chair and two Rotarians appointed by the District Governor. The major function of this committee is to make recommendations as to the use of District Designated Funds (DDF), including donations to Polio Plus, Scholarships, the Peace Scholar Program, disaster relief, and the District Grant. The District Allocation Committee shall meet during the month of June to approve the District Grant Spending Plan and throughout the year as needed. The committee shall also meet as needed to approve any requests forwarded to it with the recommendation of the Global Grants Committee that would utilize District DDF in excess of \$20,000.

Section 2 District Grants Committee

The District Grant committee shall consist of the District Governor Elect serving as Chair, the District Governor, serving in ex-officio capacity, the District Governor Nominee, the District Governor Nominee Designate, the District Rotary Foundation Chair, the Chair and co-chair of the District Grant Administration Committee, the chair and the co-chair of the Global Grants Committee, the Chair of the Scholarship Committee, and up to eight additional members appointed by the District Governor with consultation from the District Governor Elect to assist on the District Grant Administration, Global Grants, and Scholarship Committees

This Committee will be responsible for final approval of the District Grant spending plan, the District Grant Application, the District Grant final report, Club Foundation Grant applications, Club Foundation Grant final reports, Global Grant applications requesting \$20,000 or less from the District Designated Fund (DDF), Global Grant Scholarships, and other matters relating to the use of Rotary Foundation grants in District 7390 as determined by the District Governor and the District Rotary Foundation Chair.

A. District Grant Administration Committee

The District Grant Administration Committee shall consist of a Chair and a co-chair appointed by the District Governor with consultation from the District Governor-Elect and District Governor-Nominee, for a term of three years, along with the District Governor (or designee), the District Governor-Elect, the District Governor Nominee, the District Rotary Foundation Chair, and up to three other Rotarians appointed by the District Governor.

The Committee shall be responsible for the compilation of Club Foundation Grant (CFG) Applications, proposed District Grant Spending Plan, and the District Grant application for presentation to The Rotary Foundation after approval by the District Grants Committee and the Allocation Committee. The District Grant spending plan, which will include club projects and the District initiated programs noted above, may request up to 50% of the available District Designated Fund for the year. This committee shall also be responsible for preparing and submitting the final report of the annual District Grant in a timely fashion.

The Committee shall administer distribution of District Grant Funds. All District initiated and club initiated projects must comply with the Memorandum of Understanding and any and all other guidelines and requirements established by The Rotary Foundation including its Code of Policy. Requests for CFG, shall be limited to a dollar for dollar matching award with a maximum specified annually by the Allocation Committee per Rotary club. CFG may include up to 4 additional Rotary Club partners. Clubs are limited to one grant per program year but if their project requires less than maximum specified annually by the Allocation Committee, the club may use additional District Grant matching funds, to support another club's project. A CFG application may contain more than one project but the total matching funds may not exceed the maximum specified annually by the Allocation Committee. A Rotary Club cannot have more than two outstanding Club Foundation Grants at any time.

B. Global Grants Committee.

The Global Grants (GG) Committee shall consist of a Chair and a co-chair appointed by the District Governor, in consultation from the District Governor-Elect and District Governor-Nominee, and whose term shall be three years. Additional GG committee members shall include the District Governor (or designee), the District Governor-Elect, the District Rotary Foundation Chair, and to at least three other Rotarians appointed by the District Governor.

The GG Committee shall administer all Global Grant application activities within the District. This shall include the review of all applications for District initiated Vocational Training Team and Humanitarian Global Grants, and global grants initiated by other Districts. All Global Grant applications shall be

referred to the GG Committee and reviewed for compliance with The Rotary Foundation and District 7390 requirements. The Global Grants Committee shall recommend approval or disapproval of all Global Grant applications to the District Grant Committee.

C. Scholarship Committee:

The Scholarship Committee shall consist of a Chairperson appointed by the District Governor with consultation from the District Governor Elect and the District Governor Nominee, for a term of three years and up to three other Rotarians from District 7390 appointed by the District Governor.

ARTICLE XV

Amendments

Section 1 General.

- a) Additions, changes or deletions to these bylaws may be made at any subsequent District Conference or by mail balloting by means of a resolution submitted either by any Club in the District or by or at the request of the District Governor.
- b) Any proposed amending resolution must be published by the District Governor at least thirty (30) days prior to the first day of the District Conference or the return date for mail ballots either in his or her monthly newsletter or otherwise.
- c) Any proposed amending resolution sponsored by a Club of the District must reach the District Governor at least ninety (90) days before the first day of the District Conference or the return date for mail ballots so that it may be published within the time given above.

Section 2 Conference Voting.

Proposed amending bylaws dealing with Articles of these bylaws shall be voted on at a District Conference.

Section 3 Balloting by Mail.

Votes cast by a club by mail ballot must be postmarked by the date of return established by the Governor. Any return received more than seven days after the date of return will not be tabulated.

ARTICLE XVI

Previous Resolutions

This bylaws codify and revise all previous resolutions adopted at District Conferences for the administration and operation of District affairs and functions. All previous resolutions dealing with those matters are hereby revoked and repealed.