

ROTARY INTERNATIONAL

Service Above Self - One Profits Most Who Serves Best



DISTRICT #7390 Bylaws

Originally Adopted 1969

and updated 30 January 2015 and 2 May 2015.

This current version was approved on June 27, 2024.

TABLE OF CONTENTS

Article I – Object and Purpose.....	4
Article II – Limitations.....	4
Article III – Administration and Organization.....	5-7
1. Administration	
2. Organization	
3. District Executive Board	
4. District Groups	
5. District Officers	
Article IV – District Executive Administrator.....	7
Article V – District Committees.....	8-14
1. General	
2. Finance Committee	
3. Membership Committee	
4. Public Image Committee	
5. District Learning Committee	
6. Rotary Foundation Committee	
7. Programs Chair	
8. Four Way Speech and Essay Contests	
9. Rotary Youth Exchange Program	
10. Rotary Youth Leadership Awards (RYLA)	
11. Youth Protection Policy	
12. District Conference Committee	
13. Crisis Management	
14. Other Committees	
Article VI – District Finances.....	14-16
1. General	
2. Annual Budget	
3. Annual Funding Contribution	
4. Annual Operating Expenses	
Article VII – Insurance.....	16
Article VIII – Nomination of District Governor	16-18
1. General	
2. District Governor Nominating Committee Functions	
3. Suggesting Candidates for District Governor Nominee	
4. District Governor Nominating Committee Meeting	
5. Post District Governor Nominating Committee Procedures	
Article IX – Voting	18-19
1. General	
2. Restrictions Against Electioneering	
3. District Balloting	
4. Voting by Conference or District Legislation Meeting	

Article X – Review with Club Presidents.....	20
Article XI – Amendments.....	20
Article XII – Adoption of Bylaws	20
Appendix A – Report Deadlines	21
Appendix B – Acronyms and Abbreviations.....	21

ARTICLE I

Object and Purpose

District 7390 (D7390) exists in the State of Pennsylvania as a 501c(4) organization and operates under the authority of Rotary International (RI). The district acts on its own behalf and does not have authority to operate on behalf of RI beyond the provisions of RI's bylaws and policies. D7390 encompasses seven counties in south-central Pennsylvania: Adams, Cumberland, Dauphin, Lancaster, Lebanon, Perry, and York. These bylaws codify the D7390 organizational structure, rules, and key procedures. Specific procedures and guidelines are contained in a separate operating manual for the District.

Object

To assist the District Governor (DG) and other District and Club leaders in the following duties:

- Furthering the object of RI
- Administering District and Club affairs
- Managing District funds
- Supervising the conduct of District projects and activities
- Promoting goodwill and strong relations among the Clubs in the District and between the Clubs and RI.

Purpose

The purpose of these bylaws is to provide D7390 Rotarians with a written set of guidelines that determine the operation of the District. The District committees and programs exist to support the work of individual Rotarians in Clubs as they strive to serve others. The goal is to assist the Clubs of the District and the DG in maintaining consistency and continuity.

ARTICLE II

Limitations

Nothing in these bylaws or subsequent amendments should be so construed as to conflict with or be contrary to the constitution and bylaws of RI.

- a) Rulings and interpretations by the Board of Directors of RI shall immediately void or change any article, section, or clause of these Bylaws contrary to such action.
- b) All enactments to change the Constitution and Bylaws of RI that conflict with any article, section or clause of these bylaws shall take precedence.
- c) The DG can delegate authority as needed for the efficient operation of the District, however nothing in these bylaws is intended to relieve responsibility of the DG unless authorized by RI. All subordinate District leaders function under the direction of the DG who in turn operates under the direction of RI.
- d) The District-level projects and activities described in these bylaws represent relationships established in keeping with the ideals of RI. No actions or activities which reach beyond the territory of the District should be undertaken without the knowledge and approval of the DG. This does not prevent inter-District activity, rather it is to ensure it is coordinated and open to all in the District.
- e) The District and its Clubs may support and cooperate with other organizations in projects and activities provided that the guidelines in the current RI Manual of Procedure (MOP) are followed.

ARTICLE III

Administration and Organization

Section 1: Administration

The DG has been elected by action of duly accredited electors of RI to serve a specified term as the sole administrative officer in the District, and as the only representative of RI, is responsible to the RI President and members of the Board of Directors of RI for promoting the program of Rotary in a geographic area. Neither appointed committees nor the actions of Rotary Clubs in the District can dilute the authority, or relieve the responsibility, of the DG.

Participation in District activities is open to all Rotarians in the District. The RI Board of Directors has especially encouraged the appointment of past presidents of Rotary Clubs and past officers of RI to District posts. District and Club leaders shall assist the DG in identifying and recruiting Rotarians to serve as leaders at District level.

Section 2: Organization

The District operates under the guidelines of RI policy and these bylaws. The DG is the final decision authority in the District and makes decisions on behalf of RI's officers.

Section 3: District Executive Board

The District has an advisory board called the District Executive Board (DEB) to assist the DG in assessing District requirements and making decisions. The DEB shall meet regularly with the DG. The DEB consists of:

1. District Governor
2. District Governor Elect
3. District Governor Nominee
4. Immediate Past District Governor
5. District Treasurer
6. District Finance Committee Chair
7. District Membership Committee Chair
8. District Public Image Committee Chair
9. District Learning Facilitator
10. District Rotary Foundation Chair
11. Assistant Governors
12. District Executive Administrator
13. District Governor Nominee Designate
14. Rotaract representative

Section 4: District Groups

District 7390 is organized into groups with Clubs in each group being part of a geographic area in the District. The DG may adjust the number of groups and Clubs assigned as the number of Clubs and Rotarians changes.

Section 5: District Officers

All position descriptions are defined by the RI MOP and RI Code of Policies (COP).

District Governor: The DG is the officer of RI in the District, functioning under the general supervision of the RI Board. The DG shall inspire and motivate the Clubs in the District. The DG

shall ensure continuity within the District by working with past, current, and incoming District leaders. The DG is responsible for:

- Furthering the Object of Rotary by providing leadership and supervision of the Clubs in the District.
- Promoting financial and service support to TRF.
- Organizing new Clubs.
- Strengthening existing Clubs.
- Promoting membership growth.
- Promoting cordial relations among the Rotary, Rotaract, and Interact Clubs.
- Planning for and presiding at the District conference and assisting the DGE in planning and preparing the PEELS and the District Learning Assembly.
- Conducting an official visit to each club, individually or in multi-club meetings, that maximizes the DG's presence to:
 - a. Focus attention on important Rotary issues.
 - b. Provide special attention to weak and struggling Clubs.
 - c. Motivate Rotarians to participate in service activities.
 - d. Ensure that the Club Constitution and Bylaws comply with the RI Constitution.
- Issuing periodic communications to each Club.
- Reporting promptly to RI.
- Providing the DEB and other District leaders information about the condition of Clubs and actions to strengthen them.
- Assuring that District nominations and elections comply with RI's constitutional documents and established policies.
- Inquiring regularly about the activities of organizations in the District.
- Performing any other duties as are inherent in an RI officer.

Vice Governor: The role of the Vice Governor is to replace the DG in case of a temporary or permanent inability to perform the DG duties. The nominating committee for governor may select a Past District Governor, proposed by the DGE, to be Vice Governor, who shall serve during the year following selection. If the nominating committee makes no selection, the DGE may select a Past District Governor to be Vice Governor.

District Governor Elect: The DGE supports the DG to coordinate the activities of the District with emphasis on:

- Presidents-Elect Training Seminar (PELS)
- District Learning Assembly (DLA)
- District Rotary Foundation Dinner

District Governor Nominee: The DGN supports the DG to coordinate the activities of the District with emphasis on youth activities and the Assistant Governors. When a District Governor Nominee-Designate (DGND) has been selected and approved, they will join all District activities and management as part of the Governor line.

District Treasurer: The District Treasurer shall be appointed by the DG to receive, expend, and account for District funds as provided by these bylaws and directed by the DG. The District Treasurer shall be the custodian of District funds and, with the concurrence of the Finance Committee, shall have power to invest any part thereof in such securities as are legal investments in the Commonwealth of Pennsylvania, or in trust funds, or in savings banks that are members of FDIC or FSLIC. The Treasurer is an Ex-officio member of the District Finance Committee and

District Budget subcommittee.

Assistant Governor (AG): The AG assists the DG with the oversight and support of designated Clubs. AGs are appointed annually by the DG and normally serve three consecutive one-year terms. Duties include:

- Advise the DG on District committee member selections.
- Advise club officers in the performance of duties.
- Assist in membership recruiting activities with the Clubs.
- Promote attendance at the District Conference and other District meetings and events.
- Promote TRF fund development and programs such as giving money, Polio Plus, Club grants, and Global grants.
- Support development of the Clubs' goals, insertion into Rotary Central, and review Learning Center courses to support education of officers and members of the club.
- Visit each Club regularly including meeting with the Club President and other Club leadership to discuss the business of the Club.
- Assist Club leaders in scheduling and planning for the DG official visit.
- Keep the DG informed of the progress of the Clubs, suggest ways to enhance Rotary development, and address problems.
- Encourage Clubs to follow through on requests and recommendations of the DG.
- Monitor each Club's performance with respect to service projects.
- Identify and encourage the development of future District leaders.
- Assist the Clubs with the preparation of the application for the annual RI President's Citation.
- Attend the District Team Learning Dinner, PELS, and the District Learning Assemblies.

District Representative to the RI Council on Legislation

- The District Representative and the alternate to the Council on Legislation shall be elected in accordance with the RI MOP in accordance with District voting procedures.
- No Rotarian shall serve as District Representative to the Council on Legislation more than two times.

ARTICLE IV

District Executive Administrator

The District Executive Administrator is an employee of D7390 and assists the DG, District leaders, and Club leaders to achieve RI and D7390 goals. The Administrator shall preserve and organize on a continuing and permanent basis the records of DGs, District Conferences, District Committees, and other District affairs. Each DG shall, upon completion of the term of office, turn over to the Administrator copies of reports, audits and correspondence that may be of historical significance or helpful to a subsequent DG. These records will be stored and available to any member of the District. The DG will complete an Annual Performance Review of the Administrator with input from the DEB. Candidates for this position are interviewed by the DG and contracted by the DG with input from the DEB. The DG and Administrator shall determine the annual requirements for office space, equipment, and operations in support of the District and submit funding requirements to the District Finance Committee Budget subcommittee for consideration during budget development.

ARTICLE V

District Committees

Section 1: General

Committees exist to achieve the goals of RI and the DG by administering District programs and functions. Certain District committees are specified by RI using as guidelines the MOP, COP, and rulings of the Board of Directors of RI for the organization and administration of these committees. RI required committees are Finance, Membership, Public Image, Learning, and The Rotary Foundation. Other standing committees, such as Youth Exchange and RYLA, are authorized as well. As needed, the DG may appoint other committees for a specified period to accomplish necessary functions for the District.

Committee Chairs and Vice Chairs are appointed annually by the DG, in consultation with the Governor-line, and normally serve for three years. Committee Chairs should have served as a Club president and are to have substantial experience in the areas they will oversee. They should attend a DLA prior to assuming leadership duties. They should work with those RI Zone and regional leaders responsible for the committee's functional topic and remain current in functional knowledge to ensure the District is connected to RI policies and initiatives. These chairs should be PDGs, past AGs, or current/past District committee members to ensure they are familiar with District functions. Current District officers should not serve as committee chair.

Committee members must be Rotarians in good standing in D7390. Committee chairs appoint committee members with the concurrence of the Governor-line. Generally, there is no required size of each committee and considerations for committee membership should include skills, knowledge, and diversity while assuring that no one Club or geographic area is overly represented. Rotaractors should be included as committee members. The committees must have succession plans to ensure a continuity of knowledge and leadership each year.

- a) Each Chair of a District Committee shall submit a written report to the DG no later than July 1 of each fiscal year. This report includes an outline of accomplishments and goals attained, problems encountered, and suggestions for future consideration.
- a) Copies of all committee reports and audits shall be forwarded to the District Executive Administrator annually.

Section 2: District Finance Committee (DFC)

The purpose of this committee is to administer and safeguard the financial assets of D7390 and RI. The Finance Committee shall consist of a Chair and fiscally knowledgeable members. The DGE and the District Treasurer are ex officio members. The committee shall oversee the use and accounting of District operating funds. Its duties are to:

- Using the Budget subcommittee, in coordination with the DGE, prepare an annual budget based on anticipated District income and expenditures for approval by the Club Presidents-elect.
- Oversee the duties performed by the District Treasurer.
- Determine the best ways to invest reserve District funds in investments deemed legal in Pennsylvania.
- Oversee the annual balance carry-forward as a reserve.
- Oversee use of funds for unanticipated expenditures requested by the DG or other District leaders, not to exceed amounts prescribed in any one year, for circumstances not covered by District resolutions nor provided in the RI allowance or District budget for the DG and other District leaders.

- Oversee relevant insurance to find most appropriate insurance options.
- Review expense reimbursements submitted by the DG, DGE, DGN, or other District Rotarians transacting District business. Maintain financial records for the District.
- In coordination with the IPDG, prepare the Annual Statement of District Finances for vote by clubs and submission to RI.
- Receive no later than July 15 and review the financial statements of the:
 - District Conference
 - Rotary Youth Leadership Awards (RYLA)
 - Rotary Youth Exchange Program
 - Other committees operating within the District that expended funds during the year.

Section 3: District Membership Committee (DMC)

The purpose of this Committee is to assist Clubs to attract and enroll new members and to engage and retain current members. This Committee is comprised of a Chair and members with knowledge and experience in membership activities. The Committee duties include:

- Assist club membership chairs in attracting new members and engaging existing members.
- Manage prospective members through the RI LEADS program in My Rotary and support Clubs in updating the LEADS software and supporting prospective members.
- Assist in organizing, establishing, and supporting new and different types of clubs, where Rotary is not currently present, as well as in areas where Rotary is already active.
- Plan, execute and participate in District membership learning forums with the support of the District Learning Committee.
- Promote all activities that will encourage an increase in Rotary membership and engagement.
- Assist Clubs in analyzing reasons members leave Rotary and retention strategies.
- Encourage Clubs to assist members who relocate and transfer to a new Club.
- Support Clubs in conducting membership surveys that assess the health of the Club and diversity membership.
- The DGN is an ex-officio member of this Committee.

Section 4: District Public Image Committee (DPIC)

The Public Image Committee assists the District and individual Clubs in efforts to promote Rotary and its activities at the international, District and Club level. It consists of a chair and members with skills in various forms of public image and communications. The role of the committee is to:

- Provide public image activities that promote awareness among Rotarians and the public of Rotary's good works in D7390 and the world.
- Use approved RI branding materials and ensure Clubs do the same.
- Encourage Rotary Clubs to make public image a priority and provide them with professional expertise and advice about mounting a public image program appropriate for their community, new media, etc.
- Promote Rotary and D7390 to external audiences, including contacting the media with newsworthy stories of District projects and events.
- Advise Rotaract, Interact, and District Clubs, Committees, and Programs about Public Image methods and opportunities.

Section 5: District Learning Committee (DLC)

The District Learning Committee, chaired by the District Learning Facilitator, shall provide learning opportunities to develop and enhance the Rotary knowledge of individual Rotarians, Club leaders,

and District leaders. The chair and members should have knowledge and experience in planning, conducting, and evaluating learning activities. Duties of the committee include:

- Recruit, develop, and maintain facilitators to conduct learning activities throughout the Rotary Year (RY).
- Conduct District Learning Assemblies in collaboration with the District leadership team. One District Learning Assembly shall occur in March-May and be focused on developing club leaders under the direction of the DGE.
- Develop the learning portion of the District Conference.
- Develop the learning program for AGs.
- Develop the annual District-specific pre-PELS and PELS sessions in collaboration with the DGE.

Section 6: District Rotary Foundation Committee (RFC)

The District Rotary Foundation Committee (RFC) leads all activities in the District related to The Rotary Foundation (TRF). The District Rotary Foundation Chair (DRFC), in coordination with the DG, is the person charged with responsibility for administering, promoting, and approving activities and expenditures of District Designated Funds (DDF) in accordance with TRF rules and procedures. Members of the RFC support the DRFC by serving in functional areas such as promoting giving to TRF and administering grants for projects. Major DRFC responsibilities include:

- Assist the DG in carrying out TRF objectives.
- Perform duties as specified in the TRF Code of Policies.
- Plan, coordinate, and evaluate all TRF activities including Fundraising, District Club Grants, Global Grants (including scholarships), and Rotary Peace Fellows.
- Maintain a list of policies and procedures for creating, funding, approving, and administering TRF funded projects in the District.
- Serve as the liaison between TRF and Clubs within the District.
- Educate District Rotarians on TRF topics to include issuing and tracking required Memos of Understanding (MOU) in accordance with the latest TRF Guidelines.
- Ensure compliance with MOU provisions and TRF requirements, and proper grant stewardship, including reporting requirements.
- Encourage all Clubs and Rotarians in the District to participate in at least one PolioPlus activity that supports the promotion of polio eradication.
- In coordination with the DG, approve/disapprove Grants when submitted by the District Club Grant and Global Grants subcommittees.
- Propose allocations of DDF for the upcoming Rotary Year to the DEB for review and to the DGE for final approval.
- Collaborate with AGs in carrying out TRF goals and duties of RFC subcommittees.

The DRFC, using subcommittees, shall administer the distribution of all Grant Funds in coordination and final approval of the DG. The proposed allocation of grant funds shall be submitted to the DEB for consultation and to the DGE for approval prior to the start of the Rotary Year. Once approved, changes to the allocation can be made with approval of the DG in coordination with the DEB.

All District and Club initiated projects must comply with the MOU and all other guidelines and requirements established by TRF and its COP.

The RFC consists of chairs and sub-chairs for the following areas: Major Donor giving, Polio Plus Giving, District Club Grants, Global Grants, Global Grant Scholarships, and Rotary Peace Fellows. The DRFC in collaboration with the DG can adjust the sub-committee structure as needed and will appoint members of the committee. The DRFC and the DG have joint signatory authority for the distribution of the DDF and both must approve and sign disbursements.

Promoting Giving to The Rotary Foundation

Through appointed chairs, the RFC promotes giving by Rotarians and Clubs to the various programs of TRF. These promotional activities include conducting learning sessions, soliciting donations, advertising fundraising campaigns, and recognizing individual giving. These activities should be scheduled throughout the year, listed on the District calendar, and advertised in multiple ways.

District Club Grant Subcommittee

This subcommittee shall administer the distribution of District Club Grant funds. The subcommittee shall consist of a Chair, Vice Chair, and three other D7390 Rotarians appointed by the DRFC. The subcommittee will be responsible for the processing of District Club Grant applications and submission to the RFC for approval. It educates District Rotarians and Club leaders in understanding the District Club Grant process and ensures club grant forms are current with TRF policies. Requests for District Club Grants shall be limited to a matching award per each Rotary Club with a maximum specified annually by the RFC. A District Club Grant may include additional Rotary Club partners. Clubs are limited to one grant per Rotary year, but if their project requires less than the allowable maximum, the club may use additional District Grant matching funds to support another club's project. A District grant application may contain more than one project, but the total matching funds may not exceed the specified amount. A Club cannot have more than two District Grants operating at any time.

Global Grants Subcommittee

The Global Grant Subcommittee shall administer all Global Grant applications to ensure compliance with TRF and D7390 requirements. This includes the review of all Global Grant applications from D7390 Cubs, such as Vocational Training Teams and Humanitarian Grants, and those initiated by other Districts seeking funds from D7390. The subcommittee shall consist of a Chair, Vice Chair, and three other D7390 Rotarians appointed by the DRFC for a three-year term. The amount of funds allocated to projects in any RY cannot exceed the funding level approved by the RFC. A Club cannot have more than two active Global Grant projects at a time.

Global Grant Scholarship Subcommittee

The subcommittee assists Clubs in promoting the scholarship program in their communities and then interviews and selects qualified students for awards of scholarships according to allocated funding and current TRF policies. The subcommittee shall consist of a Chair and four members for a term of three years.

Rotary Peace Fellowship Subcommittee

The subcommittee assists Clubs in promoting the Rotary Peace Fellows program in their communities. The subcommittee shall consist of a Chair and several members with knowledge of the Rotary Peace Fellows program.

Section 7: District Programs Chair

The DGN performs the role of the District Programs Chair and is responsible for coordinating activities and needs of various District Programs and Committees such as: the Four-Way Test

Speech and Essay contests, Rotary Youth Exchange (RYE), Rotary Youth Leadership Awards (RYLA), Rotary Veterans Initiative (RVI), Early Act clubs, Interact clubs, Rotaract clubs, and other programs and committees as may be created.

Section 8: Four-Way Test Speech Contest and Essay Contest Committee

The Four-Way Test Speech Contest and the Four-Way Test Essay Contest Chairs organize and operate with Rotary Clubs, local contests for high school students with the ethical issues of Rotary's Four-Way Test as a focus. There will be regional contests and a final contest, usually held at the District Conference. Specific rules and fees for the contest shall be determined by the committee and communicated to Clubs at the start of the Rotary Year.

Section 9: Rotary Youth Exchange (RYE) Committee

The RYE Committee is composed of Rotarians who are members of Clubs in the District who belong to the Multi-District Youth Exchange organization Eastern States Student Exchange (ESSEX). The committee shall:

- Publicize, promote, extend, and administer the student exchange program.
- Encourage Club participation and sponsorship.
- Develop opportunities to recruit exchange students.
- Select, develop, cultivate, and administer successful candidates.
- Prepare and orient the students and their parents/guardians prior to the student's departure for the exchange experience.
- Provide opportunities for educational, social, and Rotary development of students hosted in the District.
- Debrief returning students and their families immediately upon the students' return to the District.
- Arrange for hosting and orientation of incoming exchange students and for their participation in Rotary activities in keeping with the RI guidelines.
- Support and abide by the requirements of being a member of ESSEX.

This committee, Club RYE Chairs, and all RYE volunteers must abide by the Youth Protection Policies of RI, ESSEX, and the District.

The committee shall account for and disburse such funds as necessary for the activities of the program, maintaining a bank account for such purposes. An annual budget shall be submitted to the District Budget subcommittee prior to March 15. A complete financial report shall be submitted to the Finance Committee Chair and the DG by July 15.

Section 10: Rotary Youth Leadership Awards (RYLA) Committee

The Committee shall be comprised of a Chair and several Rotarians to lead and administer the annual RYLA conference. The attendees of RYLA shall be composed of students of high school age who have completed, or are completing, their junior year in high school at the time the conference is conducted. All conferees are recommended by their high school and must be approved by their sponsoring Rotary Club. The committee and all volunteers must abide by the Youth Protection policies of the District.

The committee will:

- Conduct and administer a RYLA program annually for the purpose of developing potential

leadership in youth within the District.

- Collect, receive, and account for tuition and all other income.
- Disburse such funds as required for the proper operation of the RYLA conference by maintaining a bank account for such purposes.
- Fix the dates and location of RYLA.
- Collect from each Rotary Club sponsoring a conferee a tuition fee determined by the committee.
- Operate with funds obtained from tuition fees and other contributions.
- Provide all necessary liability insurance, maintain adequate medical care, hire competent personnel, and be accountable for all non-expendable equipment.
- Submit a budget proposal to the District Budget Subcommittee by March 15.
- Present an annual summary report to the DG and District Finance Committee by July 15. The report will contain a summary of all activities of the committee and RYLA program with a detailed list of all financial transactions.

Section 11: Youth Protection Policy

The District is committed to creating and maintaining the safest possible environment for all participants in Rotary activities. It is the duty of all Rotarians, Rotarians' spouses, partners, and other volunteers to safeguard to the best of their abilities the welfare, and to prevent the physical, sexual, or emotional abuse of children and young people with whom they come into contact.

Volunteers include any adult involved with Rotary activities who has direct interactions with minors and program participants, supervised or unsupervised. This includes host families, spouses, partners, other residents, and siblings living in the home, Rotarians and non-Rotarians driving students to activities, and others.

The DG will appoint a District Youth Protection Officer annually. The District will comply with the requirements of U.S. and state governments, RI, and ESSEX. The Commonwealth of Pennsylvania law states that all employees and volunteers are required to obtain Background Checks if working in direct contact with children and/or youth (1) before being hired and or volunteering and (2) every 60 months thereafter. The District Executive Administrator will provide instructions on how to comply with current background check requirements.

Section 12: District Conference Committee

Rotarians of the District shall gather annually at a District Conference. The purpose of the District Conference is to further the Strategic Priorities and Object of Rotary. The DG will appoint the Chair of the committee. Within 30 days after the end of the Conference, the DG or Chair, shall prepare a report on the Conference proceedings and a finance report showing income and expenses incurred.

Section 13: Crisis Management

A District Crisis Management Plan for both youth and adults must be in place and reviewed at least annually. The Rotary Youth Exchange Chair in collaboration with the Youth Protection Officer will assure the youth portion of the plan is compliant with all RI policies for youth protection. The DG will select a Crisis Management Chair to oversee the annual review/revision process.

Section 14: District Advisory Council of Past District Governors.

The advisory council of Past District Governors is composed of all Past District Governors who are members of Rotary Clubs within D7390. This council shall meet at least annually following

the International Assembly and at other times on the request of the DG to provide advice on any subjects deemed necessary. This advice is not binding on final decisions by the DG.

Section 15: Other Committees

Other Committees and programs may be established as prescribed by RI or deemed necessary by the DG. The DG can revise short-term ad-hoc committees in coordination with the Governor line leadership and DEB. All members of these committees shall be Rotarians selected from Clubs in D7390, except that the DG may enlist persons with specialized knowledge or skills by appointing non-Rotarians as advisors to the committees. Such appointments will be on a volunteer basis without compensation. Any committee that is entrusted with its own funding must submit a financial report annually to the District Finance Committee no later than July 15.

ARTICLE VI

District Finances

Section 1 General

The District shall operate on a fiscal-year basis, from July 1 to June 30. The financial records shall be closed annually on June 30. Annually, the District Treasurer will have fiscal year-end financial statements prepared by a Certified Public Accountant. All financial records for the preceding fiscal year shall be turned over to the Finance Committee within 30 days after the closing of the fiscal year. All records pertaining to the treasurer shall be maintained as part of the District's official records and are available for review by Clubs upon request to the District Executive Administrator.

The District Treasurer shall execute such documents as necessary for 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.

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 Treasurer will hold separate funds turned in by any continuing committee and make them available to the committee upon request. All funds shall be deposited and held in the name of D7390.

The District 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. Rotary Youth Exchange, RYLA, and District Conference Committees may carry a small surplus from year to year to operate their respective programs. In the event a surplus is generated in any given year the Finance Committee shall have the responsibility of investing surplus funds with the approval of the DG and the District Finance Committee. Surplus funds can only be utilized in accordance with budget restrictions or by written authorization of the DG.

The operations of all committees other than DRFC, RYE, and RYLA shall be handled as part of the District Budget. Committees will submit funding requirements to the District Budget Subcommittee by March 15. All income and expenses of committees other than Rotary Youth Exchange and RYLA shall be reflected on the financial records of the District. Due to the nature of the committees for Rotary Youth Exchange, and RYLA, these committees may maintain separate financial records. However, these committees shall file written reports annually by July 15 to the DG, District Executive Administrator and District Finance Committee reflecting the

operating activity and financial position for the period reported.

Section 2 Annual Budget

The Finance Committee Budget Subcommittee shall consist of the IPDG, DG, DGE, DGN, District Finance Committee Chair, and at least two District Rotarians who may be members of the finance committee or other Rotarians. The District Executive Administrator, and the District Treasurer shall be ex-officio members. The Finance Committee Chair shall chair this committee.

The subcommittee will prepare a proposed annual budget for the following RY prior to the PELS meeting but no later than May 1. The budget will include estimated income, levies on Clubs and Rotarians, and proposed expenses to operate the District. The budget shall be sent to the Club Presidents Elect for vote to approve in whole both the levies on Clubs and the proposed expenses (no line-item approval/disapproval). This vote will typically occur at the PELS in February. A proposed change in the levy on clubs requires 75% of Presidents-Elect to vote in the affirmative, with one vote allocated per President-Elect (this is different than other voting procedures in the District, in accordance with the RI COP). If there is no change to the levy, a simple majority is sufficient to approve the proposed budget.

Section 3 Annual Funding Contribution

The costs of District activities, unless otherwise provided for, are to be defrayed by means of an annual per capita assessment of the membership on record for each Club, except honorary members, as of December 31 of each RY. If a District Committee or District Activity, other than Rotary Youth Exchange, RYLA and the District Conference generate a profit, the profit shall be transferred to the District Fund. The amount of the assessment for the next RY shall be initially determined by the District Budget subcommittee and approved as part of the budget. The Budget Subcommittee, 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 annual per capita assessment thus determined should be paid to the District Treasurer by each Club not later than sixty (60) days following July 1 of each Rotary year.

Section 4 Annual Operating Expenses

The performance of duties by the DG, DGE, DGN, the District Executive Administrator, the District Treasurer, the AGs, and committees of the District as well as the plenary discussion sessions of the District Conference and the District Learning Assembly are designed for the benefit and advancement of Rotary and all Clubs and Rotarians within the District. Thus, these activities will be considered as District operating expenses to be planned in the annual budget and paid from District funds.

The Finance Committee will determine procedures for approving expenditures of funds, levels of spending authority among District leaders, and authorizing deviations during the year of execution from the approved annual budget. These procedures and authorities will be submitted to the DEB for review and final approval by the DG.

Section 5 Annual Statement and Report of District Finances

Within one year of serving as Governor, the IPDG must provide each Club an independently reviewed annual statement and report of District Finances. The statement must be approved by Club ballot or at a District meeting in accordance with voting rules and given 30 days' notice. The review may be conducted by either a qualified accountant or a District Audit Committee. They shall review all finances of the District such as income and expenses, fundraising, TRF grants, committee expenses, and Governor expenses. An Audit Committee must have at least three

active members selected in accordance with established District procedures, one of whom is a PDG or independent, financially literate person. The Audit Committee shall not include any current Governor, Treasurer, signatory of District bank accounts, or member of the Finance Committee.

ARTICLE VII

Insurance

RI provides a comprehensive insurance policy for Districts and Clubs. As needed, the DG may appoint a special committee to determine additional or new requirements for insurance or risk management.

ARTICLE VIII

Nomination of District Governor

Section 1: General

The future DG is nominated by the District Nominating Committee and submitted by the current DG to RI for approval. Upon approval by RI, the selected person will be designated as the District Governor Nominee Designate (DGND) until the start of their year as DGN.

Section 2: Nominating Committee Functions

The standard method for selecting a Governor in District 7390 shall be by a nominating committee. The bylaws of RI published in the MOP outline the duties and responsibilities of the DG and the procedures for selecting a District Governor Nominee by means of a Nominating Committee. Implementation of those procedures in D7390 is detailed in the following sub-paragraphs:

- a) On or before October 1, each AG 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.
- b) The AG, as Convener, may act as Chair for the meeting and/or recording secretary, as selected by the Presidents at the meeting. However, the Convener shall take no part in the deliberations.
- c) 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. The AG should disqualify themselves as candidates for Nominator and/or Alternate Nominator.
- d) To the extent practicable and within the guidelines of subparagraphs (c) and (d) hereof, it is recommended that the Presidents consider 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.
- e) Immediately following the meeting of Presidents, the AG shall advise the DG 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.
- f) The Nominating Committee will select a Vice Governor for the upcoming Rotary Year from among PDGs in the District.

Section 3: Suggesting Candidates for District Governor

The Nominating Committee for DG and all PDG's are charged with the duty to seek out and propose the best available candidates for DG.

- a) Each Rotary Club of the District will annually survey its membership for the purpose of suggesting qualified members for consideration by the Nominating Committee.
- b) Qualifications for a DG are enumerated and specified in detail in the Bylaws 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 candidate for DG, preliminary to the decision to suggest a Club member as a candidate.
- c) Before September 1 of each year, the DG shall issue an invitation to all Rotary Clubs of the District to submit the names of qualified members for consideration by the Nominating Committee. The invitation shall specify the deadline date of December 15 prior to which such names of suggested candidates shall have been submitted.
- d) The DG will ensure Clubs have the required forms and procedures 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 15 as set in Section 3.
- e) At the time of selection, the nominee will be called District Governor Nominee Designate and will assume the title of District Governor Nominee on 1 July two years before serving as DG.

Section 4: Nominating Committee Meeting

The DG shall annually appoint a PDG, typically the Immediate Past District Governor (IPDG), as the Nominating Committee Chair. 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 31 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 their Alternate Nominator to serve instead. The Nominator shall advise the DG of this action.
- b) The Nominating Committee Chair shall notify each 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 DG 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 DG may participate in the interview with the candidate but shall have no vote.
- c) The DGN and the DGE 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 DG or the chair, the DGN 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

- DG and the chair, and such candidate shall be removed from further consideration.
- f) After completion of all interviews and ensuing discussions, voting by secret ballot shall be conducted by the Nominators and/or Alternate Nominator(s) serving in place 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 DGE and DGN, 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 DGN designate. 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 DGN designate, 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 Bylaws of Rotary International and the unanimous approval of the Nominating Committee.
 - i) If a DGN designate 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 Bylaws of Rotary International.

Section 5: Post Nominating Committee Meeting Procedures

Following adjournment of the Nominating Committee Meeting, the DG shall proceed in the manner specified in the Bylaws of Rotary International to submit the DG nomination.

ARTICLE IX

Voting

Section 1: General

Any elections required by these bylaws or RI may occur at any time of year by in-person voting or electronic ballot following the procedures of the RI MOP and RI COP. It shall be the duty of the District Executive Administrator, under the authority of the DG, to disseminate appropriate information to each Rotary Club of the District, not less than thirty (30) days prior to the election date concerning qualifications of Rotarian candidates for elective office in District 7390 and/or RI, information on proposed amendments to the District 7390 Bylaws, and any other matters to be included on the official ballot for voting. All such qualifications and information are to be of a constructive nature and without additional commentary.

Those serving on a nominating committee are ineligible for consideration for a position for which the committee has nominating authority during the year in which the committee serves.

Ballots will be counted by a balloting committee of three Rotarians of the District appointed by the DG. The ballot will include the names of the balloting committee members and the date, time, and location of the ballot counting. Election candidates, or their representative, may observe the ballot counting. The District Executive Administrator and the ballot committee will maintain secrecy of the ballots, but the counting procedure is open for observation.

Section 2: Restrictions Against Electioneering

No Rotarian under consideration for an elected position in the District and/or RI shall campaign, canvass, publish materials, or electioneer using any form of communication. If any such activities are in evidence, the matter shall be brought to the attention of the DG, who shall order that all such activities be stopped at once and may result in the disqualification of the candidate.

Section 3: Club Ballot

A valid ballot requires a quorum of at least 50% of the total votes be submitted and ballot approval requires 50% plus one of the votes submitted be in favor. All information required for Clubs to make an informed vote will be sent to Club Presidents at least 30 days prior to the last day of voting. Votes will be submitted by Clubs with one vote per 25 members or major fraction thereof. That is, a Club with a membership of up to 37 members is entitled to one vote, a Club with 38 to 62 members is entitled to two votes, a Club with 63 to 87 members is entitled to three votes, 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 shall not be entitled to any votes. Votes shall be submitted by Clubs to the District Executive Administrator and secrecy maintained.

Section 4: Voting by Conference or District Legislation Meeting

The District may conduct voting at a District Conference or a District legislation/resolutions meeting. This vote may be made by electors appointed by their Club or by all District Rotarians present at the meeting. 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.

Voting by electors. Clubs that are in good standing in the district select and certify one elector per 25 members or part thereof, as specified above in Section 3 Club Ballot. The elector must be present at the meeting to vote. A quorum of 10% of eligible electors must be present for a valid vote. A Club may designate a proxy for an absent elector(s). Such Club must obtain the consent of the DG such proxy. The proxy may be a member of its own Club or a member of any Club in the District. 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.

Voting by member Rotarians. Every member in good standing of a Club in the District present at the District conference or a District legislation 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 RI 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.

ARTICLE X

Bylaws Review with Club Leaders

A review of these Bylaws with Club leaders should occur annually to:

- a) Inform incoming Club Presidents and other Club officers about the administrative functioning of District 7390.
- b) Enable Clubs to correlate Club functions more closely with District functions.
- c) Formulate changes that should be presented as amendments to these bylaws for consideration and vote.

ARTICLE XI

Amendments to Bylaws

Changes to these Bylaws require a resolution of the proposed change to receive a majority of votes in accordance with the then-current District voting procedures.

- a) Votes may be made in person at any District gathering where a majority of Clubs are represented or by email balloting by means of a resolution submitted either by any Club in the District or by the DG.
- b) Any proposed amending resolution must be published by the District Executive Administrator at least thirty (30) days prior to the deadline for vote submission.
- c) Any proposed amending resolution sponsored by a Club of the District must reach the District Executive Administrator at least ninety (90) days before the deadline for vote submission so that it may be reviewed and published for vote within the time given above.

ARTICLE XII

Adoption of Bylaws

These Bylaws were approved on (date) by a vote of the Clubs in District 7390. All prior versions of these Bylaws and any amendments thereof are hereby revoked.

Appendix A – Report Deadlines

1. June 30 - Copies of all committee reports and audits from DG to Executive Administrator.
2. July 15 – Report from any committee that is entrusted with their own funding must submit a financial report annually to the DG and DFC. (RYLA, YE) (p.13 and 16)
3. August 1 – Written Committee Report from the Chair of each District Committee noting accomplishments, completion of goals, challenges, and suggestions for future consideration. (P.15)
4. Within 30 days of event – report including income and expenses to the District Finance Committee for any event that expends district funds.

Appendix B – Acronyms and Abbreviations

COP – Code of Policies (both RI and TRF have a code)
D7390 – District 7390
DEB – District Executive Board
DFC – District Finance Committee
DG – District Governor
DGE – District Governor Elect
DGN – District Governor Nominee
DGND – District Governor Nominee Designate
DLA – District Learning Assembly
DLC – District Learning Committee
DMC – District Membership Committee
DPIC – District Public Image Committee
DRFC – District Rotary Foundation Chairperson
ESSEX – Eastern States Student Exchange
IPDG – Immediate Past District Governor (one year)
MOU – Memorandum of Understanding
MOP – Manual of Procedure (an RI document)
PDG – Past District Governor
PELS – Presidents-Elect Learning Seminar
RFC – Rotary Foundation Committee
RI – Rotary International
RY – Rotary Year, 1 July to 30 Jun
RYLA – Rotary Youth Leadership Awards
TRF – The Rotary Foundation
YE – Youth Exchange