

# Bylaws of Rotary International District 7190, Inc.

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# BYLAWS OF ROTARY INTERNATIONAL DISTRICT 7190, INC.

## PREAMBLE

The Rotarians of Rotary International District 7190, committed to the Rotary purpose of “Service Above Self”, adopt these Bylaws as our governing document to provide us with the necessary governing structure to ensure the effective and efficient administration of District providing us with additional time to commit ourselves to the Five Avenues of Rotary Service in our daily lives. See the Certificate of Incorporation for applicable details and Sections of the New York State Not for Profit Corporation Laws.

## ARTICLE 1

### GENERAL PROVISIONS

#### Section 1.000 – Purpose

The purpose of this corporation shall be as provided in the Certificate of Incorporation and these Bylaws that supplement the Constitution and Bylaws of Rotary International, published in the latest edition of the Manual of Procedure, as they apply to District 7190.

#### Section 1.010 – District Boundaries

The boundaries of District 7190 shall be defined and established by the Board of Directors of Rotary International in accordance with the procedures set forth in the Bylaws of Rotary International, as amended. Reference Article 15 Section 15.010 of the Bylaws of Rotary International.

#### Section 1.020 – Definitions

1. Unless otherwise specifically provided herein, each word shall be given its ordinary meaning.
2. As used in these Bylaws:
  - (a) “District” shall mean Rotary International District 7190, Inc.
  - (b) “Writing”, unless otherwise specifically indicated, shall include a confirmed Internet communication.
  - (c) “Clubs” shall mean the Rotary clubs in Rotary District 7190, Inc.

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- (d) “Year”, unless otherwise defined, shall mean the calendar period commencing on 1 July in any given year and continuing uninterrupted until the following 30 June.
  - (e) “Board” shall mean the Board of Directors as provided for in the Certificate of Incorporation and these Bylaws.
  - (f) “Governor” shall also mean the President, Director and Chairman of the Board.
  - (g) “Satellite club” is a potential club whose members shall also be members of the sponsor club. See Standard Rotary Club Constitution for more details.
  - (h) “e-club” is a Rotary club that meets primarily on line, rather than in person. Its locality shall be worldwide or as otherwise determined by the club board.
3. Unless otherwise specifically provided herein, the masculine shall include the feminine and vice versa.

## Section 1.030 – Supremacy of Rotary International Documents

The Constitution and Bylaws of Rotary International shall take precedence over any bylaw or other provision adopted by the District or any constituent club and in the event of any conflict, the Rotary International Constitution and Bylaws shall govern.

Except that any conflict with the laws of the United States or New York State, the laws of the United States and/or the State of New York shall govern.

## Section 1.040 – Severability

If any provision of these Bylaws is deemed to be invalid or inoperative for any reason, that part shall be deemed modified to the extent necessary to make it valid and operative, or if it cannot be so modified, then severed, and the remainder of these Bylaws shall continue in full force and effect as if these Bylaws had been adopted with the invalid portion so modified or eliminated.

## ARTICLE 2

### DISTRICT OFFICERS AND OFFICIALS

#### Section 2.010 – General

The officers of the District shall be: (a) District Governor (b) District Governor-elect; (c) District Governor-nominee; (d) District Historian; (e) District Secretary; (f) District Treasurer; (g) Assistant District Secretary; and (h) Assistant District Treasurer.

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## Section 2.020 – District Governor

The District Governor shall perform the duties of that office proscribed by the Rotary International Bylaws; reference Article 15 Section 15.090 of the Bylaws of Rotary International; those duties proscribed by these Bylaws, shall be an ex officio member with voting privileges of all committees of the District except the Nominating Committee and shall preside over the annual meeting of the Corporation and the meetings of the Board of Directors. No person shall serve as District Governor who has not attended the International Assembly and Governors-elect Training Seminar in the Rotary year immediately preceding his or her term as District Governor.

### Section 2.020.1 Vice District Governor

- (a) The potential candidate(s) for the position of Vice District Governor will be identified by the Past District Governor's Advisory Committee and forwarded to the Nominating Committee for selection and nomination as provided for in Article 6 Section 6.120 of the Bylaws of Rotary International.
- (b) In the event none of the past district governors who are active members of a club in District 7190 agree to be considered, then the Chair of the Past District Governor's Advisory Committee will contact the President of Rotary International to request that the Rotary International board elect a qualified Rotarian to fill the vacancy as provided in Article 6 Section 6.120.2 of the Bylaws of Rotary International.

## Section 2.030 – District Governor-elect

District Governor-elect shall be a Director who shall assist the District Governor in such ways as mutually agreed upon, perform those duties that may be proscribed, shall be an ex officio member with voting privileges of all committees of the District except the Nominating Committee, and who must attend the International Assembly and Governors-elect Training Seminar. The District Governor-elect shall prepare with the assistance of the District Budget and Finance Committee the District budget for the year in which the Governor-elect shall serve; such budget to be adopted at the prior year District Training Assembly as provided in Article 6 Section 6.010 Para. 2 herein.

## Section 2.040 – District Governor-nominee

District Governor-nominee shall be a Director who shall assist the District Governor and District Governor-elect in such ways as mutually agreed to and shall be an ex officio member with voting privileges of all committees of the District except the Nominating Committee. The nominee shall

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assume the title of Governor-nominee Designate upon selection and shall assume the title of Governor-nominee on July 1 two years prior to assuming office as Governor.

## Section 2.050 – District Historian

District Historian who shall be appointed annually by the District Governor and who shall: (a) be a member of the Executive Committee; (b) Keep a record of information important to the history of the District; (c) Be the custodian of District property, maintaining an inventory of such property; (d) Serve as a non-voting ex-officio member of the Budget and Finance Committee; (e) Submit an annual report to the District Conference regarding the performance of his or her duties; (f) Deposit records of historical value to the district archives on deposit at the New York State Library in Albany; (g) Stress the importance of establishing a club historian in every club to save important documents regarding their heritage and association with Rotary International, and (h) Perform such other duties as may be assigned by the District Governor, Executive Committee or District Conference.

## Section 2.060 – District Treasurer

1. The District Governor shall appoint an active Rotarian in good standing from a club other than that of the District Governor to serve as District Treasurer. The District Treasurer shall serve a one-year term and should not be reappointed for more than three (3) consecutive terms.
2. The District Treasurer shall: (a) Receive funds collected by the District in accordance with procedures established by the District Governor and the Chair of the Budget and Finance Committee; (b) Pay all bills and obligations incurred by the District upon written authorization of the District Governor and the Chair of the Budget and Finance Committee; (c) Maintain the District's accounting records as further described by these Bylaws;
3. The District Governor shall appoint an Assistant District Treasurer to fulfill the duties of the District Treasurer in his or her absence and to perform such other duties as may be assigned. The Assistant District Treasurer shall not be a member of the same Rotary Club as the District Governor or the District Treasurer.
4. The District Treasurer and Assistant District Treasurer shall have accounting, bookkeeping, banking or similar skills, be bonded in a sum recommended by the Budget and Finance Committee and be non-voting members of the Budget and Finance Committee.

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## Section 2.070 – District Secretary

1. The District Governor shall appoint an active Rotarian in good standing to serve as District Secretary. The District Secretary shall serve a one-year term and should not be reappointed for more than three (3) consecutive terms.
2. The District Secretary shall (a) record the minutes of the annual meeting of the Corporation, Board of Directors, Executive Committee, Budget and Finance Committee, the Assistant Governors' meetings, the District Conference, and the District Training Assembly; and (b) such other duties as may be assigned by the District Governor.
3. The District Governor shall appoint an Assistant District Secretary to fulfill the duties of the District Secretary in his or her absence and to perform such other duties as may be assigned.

## Section 2.080 – Assistant Governors

1. The District Governor shall appoint an assistant governor, who shall be a past president of any Club successful in the administration of his or her Club, for each area in the District.
2. An assistant governor shall serve a term of one year and should not serve more than three (3) consecutive terms at any one time.
3. An assistant governor shall: (a) attend the assistant governors training session for the District; (b) attend the annual PETS seminar and District Training Assembly; (c) visit each club in his or her assigned area regularly, with a minimum of one visit per quarter; (d) meet with and assist the incoming presidents of the clubs in their assigned area in preparation of their summary of plans and objectives prior to the beginning of the Rotary year and assist in their completion by the requested date; (e) work with the District Governor to develop goals for the District; (f) advise the Governor-elect on District committee selections for his or her year as District Governor; (g) attend the club assembly associated with the District Governor's official visit and participate as requested; (h) hold meetings (at least quarterly) with the presidents and secretaries of their assigned clubs to discuss the business of the clubs and the resources available to them, along with goals, programs, and objectives of the District and Rotary International; (i) keep the District Governor posted on progress within the assigned clubs, suggest ways to enhance Rotary development, and address problems that might arise; (j) attend and actively promote attendance at the District Conference and other district meetings; (k) assist club officers in developing a well-planned program

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for a gradual increase in membership; (l) participate in Rotary Foundation programs, annual and special giving events and other special assignments, as necessary; (m) monitor the performance of each club with respect to service projects; (n) encourage clubs to follow through on requests and recommendations of the District Governor; and (o) develop future district leaders.

## Section 2.090 – District Trainer

1. The District Governor shall annually, upon the recommendation of the Governor-elect, appoint a district trainer who shall be responsible for supporting the District Governor and Governor-elect in training club and district leaders. The District Trainer shall be the Chair of the District Training Committee. Such training committee may include the trainer recommended by the District Governor-nominee to serve as District Trainer the following year.
2. No person shall be selected as district trainer unless he or she shall be a member, other than honorary, in good standing of a functioning Rotary Club in the District, which had no outstanding indebtedness to Rotary International or the District at the close of the prior year; demonstrates a clear understanding that the district trainer is responsible to the governor and Governor-elect who are the conveners of the various training meetings , and demonstrates a willingness and ability to accept the responsibilities of district trainer as determined by the District. Preference shall be given to a Rotarian who has training or education or facilitation as a component of his or her vocation or profession. A past district governor, a skilled past assistant governor, past district committee chair or other qualified Rotarian may be the district trainer.
3. The district trainer shall work with and take direction from the Governor-elect on training needs in the District for the current Rotary year as they relate to PETS, the District Training Assembly, and the team training seminar (which includes assistant governors). The district trainer shall work with and take direction from the governor on training needs in the District for the current Rotary year as they relate to District and Rotaract leadership training and other training events in the district as appropriate. The district trainer is responsible to the meeting convener and may be delegated the responsibility for any or all aspects of training conducted at any meetings in the District including, but not limited to, program content, conducting sessions, identification of speakers or other volunteers, training of facilitators, program evaluation, and logistics.

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## Section 2.100 – Representative to Council on Legislation

1.
  - (a) As further provided herein, the District shall select a representative and alternate representative to the Council on Legislation in accordance with Article 8.010.1 of the Bylaws of Rotary International.
  - (b) The alternate representative shall serve only in the event the representative is unable to serve.
  - (c) If both the representative and alternate representative are unable to serve, the District Governor may designate some other duly qualified Rotarian of the District to serve in accordance with and pursuant to Rotary International Bylaws Article 8 Section 8.050.3.
2. No Rotarian shall be selected as a representative or alternate representative to the Council on Legislation unless such Rotarian shall be (a) a Past District Governor; (b) a member, other than honorary, of a club in the District; (c) be informed of the qualifications; (d) has not previously served as representative more than two (2) times; and (e) submit to the general secretary a signed statement that the Rotarian understands the qualifications, duties, and responsibilities of a representative: is qualified, willing and able to assume and perform faithfully such duties and responsibilities and will attend the meeting for its full duration in accordance with and pursuant to Rotary International Bylaws Article 8. Section 8.020.3.
3.
  - (a) The representative and alternate representative to the Council on Legislation shall be selected in the Rotary year two years preceding that in which the Council on Legislation is scheduled to meet.
  - (b) Any club in the District may recommend for representative or alternate representative a qualified Rotarian from any club in the District who is able and willing to serve if selected and shall certify such recommendation in writing, over the signature of the president and secretary, to the District Governor. In the event the club nominating the candidate is not the candidate's club, for the nomination to be accepted, the candidate's club shall expressly agree in writing, and such document should be signed by both the club's president and secretary.

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4. Selection of the representative and alternate representative shall be done at the District Conference as proscribed in Article 8 Section 8.060 of the Bylaws of Rotary International. Voting shall be by electors. The candidate receiving a majority of the votes shall be the representative to the council. If there are only two candidates, the candidate failing to receive a majority of the votes cast shall be the alternate representative. Where there are more than two (2) candidates, the balloting shall be by single transferable ballot. At such point, in the balloting by the single transferable ballot system, that one candidate receives a majority of the votes cast, the candidate who has the second highest number of votes shall be the alternate representative. See Article 8 Section 8.060.3 of the Bylaws of Rotary International.
5. Immediately following their selection, they shall submit their signed statements to the General Secretary of Rotary International.

## Section 2.110 – Member of Nominating Committee for Director of Rotary International

1.
  - (a) As further provided herein, the District shall select a member and alternate member to the Nominating Committee for Director of Rotary International.
  - (b) The alternate member shall serve only in the event the member is unable to serve.
  - (c) If both the member and alternate member are unable to serve, the District Governor may designate some other duly qualified Rotarian of the District to serve in accordance with and pursuant to the intent of Rotary International *Bylaws* Article 12 *Section 12.020.8*.
2. No Rotarian shall be selected as member or alternate member unless such Rotarian is (i) has attended at least two (2) zone institutes and one convention in the three years prior to serving on the committee and (ii) has not previously served twice as member of the Nominating Committee for Director; and is member in good standing, other than honorary, of a club in the District. See Article 12, Section 12.020.3 of the Bylaws of Rotary International for dispensation of some or all of these requirements.
3. The member and alternate member shall be elected at the District Conference in the year preceding the scheduled nomination for Director.
4. Any club may nominate a qualified member of the club for membership on the Nominating Committee for Director who is able and willing to serve, if elected, and shall certify in writing over the signature of the president and secretary, such

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nomination to be transmitted to the District Governor for presentation to the electors at the District Conference. Each elector present at the conference shall be entitled to cast one vote.

5. The candidate receiving a majority of the votes cast shall be the member of the Nominating Committee. If no candidate receives a majority of the votes, the advice of the Board of Directors of Rotary International shall be sought as set forth in Article 12, Section 12.020.12 of the Bylaws of Rotary International. The candidate receiving the second highest number of votes shall be declared the alternate.
6. If there be only one nominee in the district, no ballot shall be required and the District Governor shall declare such nominee to be the member of the Nominating Committee.
7. Immediately following their selection the District Governor shall report the names of the member and alternate to the General Secretary of Rotary International

## Section 2.120 – Board of Directors

There shall be five (5) Directors consisting of the District Governor, District Governor-elect, District Governor-nominee and the immediate two (2) Past District Governors.

## Section 2.130 – Youth Protection/Youth Protection Officer

1. Children and young people involved in Rotary programs are to be protected from physical, sexual and emotional abuse and harassment. Failure to comply with applicable federal and state laws and policies outlined herein may lead to suspension or termination of the membership of the club held responsible for not addressing violations (See Article 3, Section 3.030.4 of the Bylaws of Rotary International). Youth Protection is serious business with serious consequences. The District Governor must sign a Rotary International compliance statement to receive certification for a Youth Exchange program in the district from the General Secretary of Rotary International. District 7190 has entered into an agreement with Eastern States Student Exchange Program, Inc. (ESSEX) and adopted their policies and procedures to be in compliance with the laws and policies necessary for certification by Rotary International. All abuse and harassment allegations shall be reported in writing to the Youth Protection Officer who is responsible for seeing that all legal and policy procedures are carried out. Copies of the notice shall also be sent to the District Governor, District Governor-elect, District Governor-nominee and Chairs of the Youth Exchange Committee.

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2. There shall be two (2) trained Youth Protection Officers appointed by the District Governor who are independent of the Youth Exchange Committee and shall serve a one (1) year term and should not be reappointed for more than three (3) consecutive terms. They shall be trained by the ESSEX Student Protection Officer or when available a District Rotarian who has been certified as a trainer by the ESSEX Student Protection Officer.
3. The Youth Protection Officers shall process the background checks required for all adults (Rotarians and non-Rotarians) who work with or house youth who participate in any District youth program including Rotary Youth Exchange, RYLA, Interact, Rotoract and EarlyAct. They also shall see that all district and club adults are trained in the youth protection policies so as to maintain a safe environment including protection from physical, sexual, and emotional abuse and harassment in accordance with federal and state laws, Rotary Code of Policies 2.110 and 41.080 and ESSEX Student Protection Policy SX713 and keep adequate records as proscribed by the various laws and policies.

## ARTICLE 3

### DISTRICT COMMITTEES, COUNCILS, AND WORKING GROUPS

#### Section 3.010 – General

1. The standing committees of the District shall include:
  - (a) Executive;
  - (b) Advisory;
  - (c) Budget and Finance;
  - (d) District Conference;
  - (e) Rules, Regulations, and Bylaws;
  - (f) Rotary Extension;
  - (g) Youth Exchange;

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- (h) Public Relations;
  - (i) Rotary Foundation;
  - (j) Membership Development;
  - (k) Rotary Leadership Institute Promotion;
  - (l) International Convention Promotion;
  - (m) Rotary Youth Leadership Awards;
  - (n) Interact;
  - (o) Rotaract; and
  - (p) EarlyAct.
2. The District Governor may, from time to time as necessary, establish special committees, councils or working groups to deal with specific issues or problems and appointment of the members of such special committees.
  3. Except as otherwise provided in the Rotary International Constitution, the Rotary International Bylaws, or these Bylaws, the District Governor shall appoint chairs and name or approve the members of each committee. Committee chairs serve at the pleasure of the District Governor and may be replaced after discussion with the Executive Committee. For continuity purposes Deputy Chairs and three (3) year terms are encouraged where feasible.
  4. Except as otherwise provided, each committee is empowered to create such subcommittees within its membership as it may deem necessary and appropriate and name members thereto.
  5. Except as otherwise provided in these Bylaws each committee should maintain minutes of their meetings and furnish a copy of such minutes to the District Secretary.

## Section 3.020 – Executive Committee

1. The Executive Committee is an administrative body assisting the Board of Directors and the District Governor in fulfilling his or her responsibilities to the clubs. It shall provide a forum for the discussion of items of importance to the District and the clubs and shall from time to time recommend to the Board of Directors, the District

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- Governor or the clubs for their consideration such measures as the Executive Committee shall judge necessary and expedient.
2. The Executive Committee shall: (a) Review and develop new District activities; (b) Formulate methods of educating Rotarians in new positions; (c) Suggest programs at the District Conference, and District Training Assembly; (d) Discuss and review District finances; (e) Authorize withdrawal of funds from surplus; (f) Assist the District Governor, District Governor-elect, and District Governor-nominee as necessary and appropriate; and (g) Recommend additions, deletions, and amendments to these Bylaws and other District policies.
  3. The Executive Committee shall be composed of not less than fourteen (14), but not more than twenty-eight (28), members including:
    - (a) District Governor, who shall serve as Chair;
    - (b) District Governor-elect, who shall serve as Vice Chair;
    - (c) District Governor-nominee;
    - (d) Immediate Past District Governor;
    - (e) Chair, Past District Governor's Advisory Committee;
    - (f) District Secretary;
    - (g) District Treasurer;
    - (h) Chair, Budget and Finance Committee;
    - (i) All Assistant Governors;
    - (j) Chair, Rotary Foundation Committee;
    - (k) Chair, District Conference Committee;
    - (l) Chair, Rules, Regulations, and Bylaws Committee;
    - (m) Assistant District Secretary;
    - (n) Assistant District Treasurer;
    - (o) District Historian;
    - (p) District Trainer;

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- (q) Governor's Aide
  - (r) Chair, Membership Development Committee; and
  - (s) Such other Rotarians in good standing whom the District Governor shall deem helpful to Executive Committee in the performance of its duties.
4. The Executive Committee shall meet at least three (3) times during the Rotary Year at the call of the District Governor, at such locations as the District Governor shall determine and held in conjunction with the meetings of the Board of Directors. A meeting quorum shall consist of fifty percent (50%) of the eligible members of the committee.
  5.
    - (a) The agenda shall include: (i) reports by the Assistant Governors; (ii) reports by the District Treasurer and/or by the Chair of the Budget and Finance Committee as requested by the District Governor; (iii) new programs or Bylaw amendments; and (iv) such other matters as are necessary and appropriate.
    - (b) The District Governor shall mail or cause to be mailed the notice of meeting, agenda, and copies of reports as available to the Executive Committee members at their last known mailing address at least ten (10) days prior to the meeting.

## Section 3.030 – Advisory Committee

1. The Advisory Committee shall consist of all past district governors who are members in good standing of a club in the district. The committee chair and term of office shall be decided by a majority vote of the past district governors present at the annual meeting of the committee. All past district governors are eligible to place their names in nomination.
2. The Advisory Committee shall: (a) advise the District Governor on such matters as he or she shall deem necessary and appropriate and (b) advise and counsel individuals and clubs in the search for candidates for District Governor and (c) encourage any of the clubs in the District to sponsor a member of the club for the office of District Governor.
3. The Advisory Committee shall meet at least annually within the first four (4) months of the Rotary year to receive a State of the District report from the Governor.

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## Section 3.040 – Budget and Finance Committee

1. The Budget and Finance Committee shall be composed of three (3) members in addition to the ex officio members and no two members including the Treasurer and excluding the ex officio members shall be members of the same Rotary club. The District Treasurer, Secretary and Historian shall be non - voting members.
2. Each member shall serve for a period of three (3) years and the terms of the members shall be staggered so that one term shall expire at the end of each Rotary year. Each District Governor shall appoint a member of the Committee to serve a three (3) year term, succeeding the previous member whose terms has expired. In the event an appointed committee member vacates the position at any time and for any reason, the District Governor shall appoint a replacement to fill out the term of the vacancy. Such appointees may succeed themselves if appointed for less than a year.
3. The member in the last year of his or her term shall serve as chair.
4. The Committee shall perform such duties as set forth in these Bylaws.

## Section 3.050 – District Conference Committee

1.
  - (a) District Conference Budget approval and fiduciary responsibilities.

The total responsibility for financial, legal, planning and execution of the district conference including any unanticipated discrepancies over and above the approved conference budget.

Once the District Governor-elect and or District Governor-nominee along with the appropriate eligible club presidents have decided on a site and venue for their District Conferences, a budget and any legally binding contracts are to be sent to the sitting governor for review and approval. All of this to be in place on or before July 1st of the Rotary year in which the conference is to be held. The conference budget shall be approved by the Board of Directors.
  - (b) Any adjustments to the conference budget resulting from budget overruns must be addressed by the Governor. Since the conference is a self- supporting program with an approved budget there is no obligation on the part of the district to offer any relief other than relief using the District Fund. The use of the District Reserve Fund for any purpose whatsoever must be approved by a super majority vote of the Board of Directors.

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- (c) Once the conference budget is approved, oversight of the expenditures and related issues will be reviewed by the District Finance Committee who will render advice and counsel with the expressed intention of resolving any financial discrepancies that might negatively affect the overall district.
- (d) Budget, financial and contract issue reports from the Conference Treasurer shall be made each month to the Governor and Finance Committee for action that may be required to prevent a financial obligation for the district.

2.

- (a) The district governor is authorized to appoint a conference chair and conference treasurer. The conference secretary is the District Secretary.
- (b) The district treasurer shall be eligible to serve as conference treasurer. If, however, a separate conference treasurer shall be named, he or she shall file reports as described herein and a financial report with the district treasurer upon the completion of the district conference. Such report shall include details of income and expense as well as supporting documentation.
- (c) The conference secretary shall: (i) keep a record of all conference business, both before and during the conference; (ii) make a written report to the district governor at the conclusion of the conference; and (iii) file a copy of the report to the district governor with the district historian.

## Section 3.060 – Rules, Regulations, and Bylaws Committee

The Rules, Regulations, and Bylaws Committee shall: (a) receive, review, and present to the District Conference any resolutions upon which the District Conference may vote; (b) receive, review, and present any proposed amendments to these Bylaws; (c) initiate any proposed amendments to these Bylaws; (d) review the enactments of the District Conference and submit any necessary resolutions or amendments at the succeeding District Conference and (e) shall provide authoritative interpretations of these Bylaws in questions submitted to the Committee.

## Section 3.070 – Rotary Extension Committee

The Extension Committee shall assist the district governor and the governor's special representative in the survey of areas where new clubs, including e-clubs and satellite clubs, might be formed and assist in the organization of such clubs. At least two members of this Committee shall have served on the previous year's Extension Committee to assure continuity of action.

# Bylaws of Rotary International District 7190, Inc.

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## Section 3.080 – Youth Exchange Committee

The Youth Exchange Committee shall promote, coordinate and administer the exchange of students to and from the District. After determining the number of students to be sent and received, the Committee shall also coordinate the program, housing requirements, and educational arrangements for the students coming into the District. The Youth Exchange Committee and The Youth Protection Officers must follow the requirements of the ESSEX “Student Protection Policy” in order to maintain the District Youth Exchange program certification from Rotary International. This policy provides for the students a safe environment and protection against physical, sexual and emotional abuse and harassment.

## Section 3.090 – Public Relations Committee

The district governor shall appoint a Public Relations Director who will publicize the activities of District events, the District Conference, the District Training Assembly, the Leadership Forums, official visits, special events, and will have the assistance of a committee appointed by the Governor for this purpose.

## Section 3.100 – Rotary Foundation Committee

1. The Rotary Foundation Committee shall be appointed by the District Governor well before the beginning of the said Governor’s fiscal year pursuant to organization and purpose of said Committee set forth in the Rotary International Manual of Procedure and as determined by the Trustees of the Rotary Foundation. See Article 3 Section 3.030.3 of the Bylaws of Rotary International for misuse of Foundation funds and Foundation reporting requirements and the possibility of membership suspension or termination. See the duties of the Committee and Subcommittee Rotary Foundation Chairs in the District Rotary Foundation Committee Manual published by Rotary Foundation, the Rotary Foundation Code of Policies, and the District 7190 Rotary Foundation Committee pamphlet.
2. The Rotary Foundation Committee shall be composed of a Chair appointed for a three (3) year term and only subject for removal for cause, Vice Chair, and five (5) subcommittees including: PolioPlus, Fundraising, Education and Public Relations, Stewardship/Administration and Grants. In addition, the chair, in consultation with the District Governor, shall appoint additional subcommittees under the five (5) subcommittees above such as Service Projects, Scholarships, Vocational Training, Annual Fund, Benefactor, Paul Harris Society, Permanent Fund/Bequest Society, Foundation Event, District Outreach and Global Outreach Grants, Rotary Centers for International Studies and Conflict Resolution Fellowships, Alumni and others as

## Bylaws of Rotary International District 7190, Inc.

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- necessary for special initiatives embarked upon by the Trustees of the Rotary Foundation and Board of Directors of Rotary International.
- (a) The PolioPlus Subcommittee shall consist of a Chair and as many members as necessary to encourage donations, organize activities, ensure recognition, make presentations and coordinate with other agencies.
  - (b) The Fundraising Subcommittee shall consist of a Chair and as many chairs and members as necessary to assist clubs in setting and achieving fundraising goals, motivate and promote fundraising activities and initiatives, coordinate recognition events and oversee the following subcommittees: Annual Fund, Benefactor Program, Permanent Fund/Bequest Society, Paul Harris Society and Foundation Event.
  - (c) The Education/Public Relations Subcommittee shall consist of a Chair and as many chairs and members as necessary to cover Grant project procedures and Grant Management Seminars.
  - (d) The Stewardship/Administration Subcommittee shall consist of a Chair and as many chairs and members as necessary to ensure club certification through completion of a reporting on a project, and track all open grants.
  - (e) The Grants Subcommittee shall consist of a Chair and as many chairs and members as necessary to manage District Outreach Grants and Global Outreach Grants. District Outreach Grant projects shall include Service Projects, Scholarships and Vocational Training. Global Outreach projects must have high-impact outcomes in the six (6) focus areas of the mission of the Foundation. See the District 7190 “Club Qualification Memorandum of Understanding” for qualifications and responsibilities for a club to participate in Grant programs.
  - (f) The Scholarship Subcommittee shall consist of a Chair and at least five (5) members including at least one from the field of education. It shall review applications, interview candidates and determine the best qualified person(s) to receive a scholarship. The district shall develop its own scholarship standards. There are no restrictions on level (university or graduate), length, or area of study and can be awarded for any amount. There are no international requirements so students attending local universities can be supported.
  - (g) The Annual Fund Subcommittee shall consist of a Chair and as many members as necessary to devise and carry out activities to promote the Every Rotarian Every Year Initiative and encourage Rotarians to contribute to the Annual Fund and be recognized as Paul Harris Fellows.

# Bylaws of Rotary International District 7190, Inc.

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- (h) The Permanent Fund/Bequest Society subcommittee shall consist of a Chair and as many members as necessary to cultivate and encourage prospects to make a major contribution to the Permanent Fund in the form of bequests, cash, stocks, life insurance or other charitable giving annuities and remainder trusts.
- (i) The Foundation Event Subcommittee shall consist of a Chair and as many members as necessary to recognize Paul Harris Fellows, Bequest Society members, Paul Harris Society members, Benefactors and Major Donors and raises funds that are dedicated to the various unrestricted and restricted fund programs of The Rotary Foundation. The committee shall maintain records of income, expense and distribution, if any, of excess funds and file a report with the District Treasurer at the conclusion of the event.
- (j) The Benefactor Subcommittee shall consist of a Chair and as many members as necessary to promote and encourage Rotarians to become a Benefactor of The Rotary Foundation.
- (k) The Paul Harris Society Subcommittee shall consist of a Chair and as many members as necessary to promote and encourage each Rotarian to become a Paul Harris Society member.
- (l) The Rotary Centers for International Studies in Peace and Conflict Resolution Fellowship Subcommittee shall consist of a Chair and as many members as necessary to respond to and assist a fellowship candidate seeking sponsorship by the district. Go to [www.rotary.org/grants](http://www.rotary.org/grants) for guidance. If circumstances arise this committee may search out a potential candidate and assist that candidate in the application for a fellowship.
- (m) The Alumni Subcommittee shall consist of a Chair and as many members as necessary to maintain as best as possible a roster of former district scholars, World Peace Fellows, GSE team members, grant participants and program members for the purpose of encouraging their continued relationship with Rotary including membership in a club or contributing financially to The Rotary Foundation.
- (n) Other subcommittees shall be appointed as necessary for special initiatives embarked upon by The Rotary Foundation and the Board of Directors of Rotary International.

## Section 3.110 – Membership Development

The Membership Development Committee shall: (i) work directly with club membership development committees to increase Rotary membership throughout the District; (ii) provide

# Bylaws of Rotary International District 7190, Inc.

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information about District membership development progress for all District meetings; (iii) provide programs at District meetings and at clubs, when requested, about membership development; (iv) encourage clubs to provide for membership development committees; (v) encourage clubs to emphasize programs and information on membership development and retention; and (vi) provide appropriate recognition for clubs showing the greatest percentage of membership increase.

## Section 3.120 – Rotary Leadership Institute Promotion

The Rotary Leadership Institute Promotion Committee shall promote the Institute and encourage clubs to annually nominate candidates who have the qualities that mark them as potential leaders to attend scheduled Institute courses.

## Section 3.130 – International Convention Promotion Committee

The International Convention Promotion Committee shall promote attendance at the Rotary International Convention and shall encourage clubs and individual Rotarians to include attendance at the International Convention in their annual goals.

## Section 3.140 – Interact Committee

The Interact Committee shall assist clubs in organizing Interact Clubs that provide an opportunity for young people ages 14-18 to work together in a world fellowship dedicated to service and international service

## Section 3.150 – Rotaract Committee

The Rotaract Committee shall assist clubs in organizing Rotaract Clubs that provide an opportunity for young men and women ages 18-30 to assist them in personal development and promotion of better relations between all people worldwide through a framework of friendship and service

## Section 3.160 – RYLA Committee

The RYLA (Rotary Youth Leadership Awards) Committee shall conduct a district program for young people ages 14-18 and 19-30 depending on needs and maturity who may be socially or economically disadvantaged but have leadership potential. The program is intended to develop qualities of leadership, good citizenship and personal development.

# Bylaws of Rotary International District 7190, Inc.

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## Section 3.170 – EarlyAct Committee

The EarlyAct Committee shall assist clubs in organizing EarlyAct Clubs that provide an opportunity for elementary age students to work together in a world fellowship dedicated to service in their schools, local and worldwide communities while developing leadership and citizenship skills.

## Section 3.180 – Area Council

1. In addition to the committees, there shall be area councils composed of the club presidents, incoming club presidents, and other club officers for each area within the District. The Assistant Governor for that area shall serve as the chair of the area council and call all meetings thereof, which shall be held once or twice during the year.
2. The purpose of the area council meeting shall be to promote an exchange of ideas on how to promote the Club Leadership Plan and the Five Avenues of Service within the area and clubs, the training of club officers and committee chairs, a discussion of club and area problems, the consideration of plans for club extension within the area and the discussion of plans for area activities and programs.

## Section 3.190 – Corporation Meetings

1. There shall be an annual meeting of the Corporation. The meeting shall be convened by the President at the District Conference when the members (the clubs) of the Corporation are normally present. The purpose of the meeting is the election of the Directors for a one year term. Voting shall be by the members present at the meeting. Immediately following the meeting of the corporation the Board of Directors shall meet to confirm the appointment of corporate officers.
2. The Board of Directors and Officers shall meet at least three (3) times during the year at the same time and place as the District Executive Committee meetings. A quorum shall be no less than three (3) Directors. The agenda shall be as defined in Article 3 Section 3.020 paragraph 5(a) of these Bylaws.
3. The President shall mail or cause to be mailed the notice of the meetings, agendas and copies of available reports to the Directors and officers at their last known mailing address at least ten (10) days prior to the date of the meeting.

# Bylaws of Rotary International District 7190, Inc.

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## ARTICLE 4

### DISTRICT CONFERENCE, DISTRICT TRAINING ASSEMBLY

#### AND RELATED MATTERS

##### Section 4.010 – District Conference

1. The time and place of the District Conference and the host club should be decided by the District Governor-elect and District Governor-nominee with the approval of a majority of presidents in the District at least one year prior to their Conference. The time, place and site selection shall be as set forth in Article 15 Sections 15.040.1 and 15.040.2 of the Bylaws of Rotary International. The District Governor has the overall responsibility for the Conference, and the sole responsibility for the program. The host club and Conference Committee makes arrangements for meeting places, meals, registration, publicity, partners, entertainment, printing and such other details as may be delegated to it by the District Governor. See Article 3 Section 3.050 of these Bylaws for requirements regarding a budget, venue contract and fiscal oversight responsibilities.
2. The Conference is not primarily a legislative body but does have certain legislative duties. It shall vote on nominations for (i) District Governor-elect and District Governor-nominee and in appropriate years for representatives and alternate representatives on the Council on Legislation, when required and (ii) in appropriate years for member and alternate member on the Nominating Committee for Director of Rotary International. It shall also vote on amendments to these Bylaws properly presented to it as hereinafter set forth. It may propose legislation for consideration by the Council on Legislation and may refer matters to the District Training Assembly. It shall also consider endorsement of legislative proposals to the Council on Legislation by district clubs as set forth in Article 7 Section 7.030 of the Bylaws of Rotary International.
3. As set forth in Article 15 Section 15.050.1 of the Bylaws of Rotary International each club in good standing is entitled to one elector for each 25 members or major fraction thereof, honorary members excepted, based on the number of members of the club as of the date of the most recent semiannual payment preceding the Conference, provided that each club in good standing in the District shall be entitled to at least one elector. When voting is by electors it shall be done by electors in attendance who have been certified by their clubs. Proxies are allowed as set forth in Article 15 Section 15.050.3 of the Bylaws of Rotary International. The certification of an elector shall be

# Bylaws of Rotary International District 7190, Inc.

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made in writing, signed by the Club president and secretary, and duly filed with the District Governor before or at the commencement of the District Conference.

4. Rotary International Manual of Procedure, Rotary International Bylaws Article 15, Sections 15.050.2 and 15.050.3 supplemented by Roberts Rules of Order shall govern procedure. Voting for Governor-elect or Governor-nominee, when required, is by ballot by the district clubs (member clubs not represented at the conference may cast their votes by mail ballot as set forth in Article 13, Section 13.040.1 of the Bylaws of Rotary International) as set forth in Article 13 Section 13.020.13 of the Bylaws of Rotary International; voting for representative and alternate representative on the Council on Legislation, when required, is by ballot by electors; voting for member and alternate member on the Nominating Committee for Director is by ballot by electors; voting on the composition and terms of reference of the nominating committee for Governor-elect and Governor-nominee is by electors and voting for district dues is by incoming club presidents at the Assembly. All other matters may be voted on by members in good standing in attendance at the conference unless an elector demands a poll of electors present on any given matter. See Article 4 Section 4.010 Para. 3 herein for certification of electors. All votes from a club with more than one vote shall be cast for the same candidate or proposition.
5. All decisions and elections that these Bylaws specify to be made at a District Conference or Assembly may, if circumstances require and permission is given by the Board of Directors of Rotary International, be made by the clubs of the District by a ballot-by-mail, following as near as may be, the procedure in Article 13, Section 13.040 of the Bylaws of Rotary International with reference to nominee for District Governor and with procedure in Article 8, Section 8.070 of the Bylaws of Rotary International with reference to selection of Representative and Alternate Representative to the Council on Legislation.

## Section 4.020 – District Training Assembly

1.
  - (a) For the purpose of providing Rotary instruction and information and the coordination of District activities, a training assembly of presidents-elect and secretaries of all clubs in the District, the District Governor-elect, the District Governor-nominee and such other Rotarians as the Board of Directors of Rotary International may designate shall be held annually during the period 1 March and the following 1 July provided that such time does not preclude the attendance of any participant at the Rotary International Convention.

## Bylaws of Rotary International District 7190, Inc.

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- (b) The specific time and place of such training assembly shall be determined by the District Governor.
  - (c) In special circumstances, the Board of Directors of Rotary International may authorize the holding of a District Training Assembly at a date other than provided herein.
- 2.
- (a) The District Training Assembly shall be planned and conducted by the District Governor-elect with the cooperation of the District Governor.
  - (b) The District Trainer shall be available at the request of the District Governor-elect to assist with the planning and execution of the District Training Assembly.
3. The District Training Assembly may vote only on such matters as may be referred to it at the preceding District Conference, except as provided in Article 6, Section 6.030 Para 3 herein.

### Section 4.030 – President-Elect Training Seminar (PETS)

1. As provided in Article 15, Section 15.030 of the Rotary International Bylaws, a President-Elect Training Seminar (PETS) shall take place annually, preferably during the month of February or March, for the purpose of orientation and training of club presidents-elect in the District. The PETS may be conducted in association with other districts. In addition to the PETS training proscribed by the Bylaws of Rotary International the district may schedule other district presidents-elect training seminars to assist presidents-elect in their preparation for assuming the leadership position of president of their clubs.
- 2.
- (a) The District Governor-elect shall be responsible for planning and conducting the PETS.
  - (b) The District Trainer shall be available at the request of the District Governor-elect to assist with planning and execution of the PETS.

# Bylaws of Rotary International District 7190, Inc.

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## ARTICLE 5

### NOMINATIONS

#### Section 5.010 –Nominations and Nominating Committee

1. Suggestions for District Governor-elect and/or nominee shall be made either by a member club or by the Nominating Committee. See Article 10 Sections 10.040, 10.060 and 10.070 of the Bylaws of Rotary International for eligibility and campaigning prohibitions. See Article 13 Section 13.020.4 of the Bylaws of Rotary International for guidance on suggestions for governor by a club. Suggestions to be forwarded to the Governor and the Nominating Committee Chair in a manner that meets the filing deadlines established by the District Governor. A member of the Nominating Committee shall not be eligible to be nominated for any office under consideration by the committee. The Nominating Committee shall nominate the best qualified Rotarian who is able to serve. See Article 13, Section 13.020.5 of the Bylaws of Rotary International. In the event of a vacancy in the office of District Governor-elect or nominee prior to the nomination of the next District Governor-nominee, the Nominating Committee will, in addition to nominating a District Governor-nominee, nominate a District Governor-elect. In the event the vacancy is in the office of District Governor-elect, the procedure specified in Article 13 of the Bylaws of Rotary International shall apply, except that, if available, the District Governor-nominee would become the District Governor-elect and be so certified by the District Governor. The Nominating Committee shall also nominate a Vice Governor as provided in Article 6 Section 6.120 of the Bylaws of Rotary International. The Past District Governor's Advisory Committee will canvass its members and furnish the Nominating Committee with one or more candidates to interview.
2. The Nominating Committee shall consist of members who shall be present or past officers of a club in the district, one from each assigned area. Any Rotarian serving on the Nominating Committee will be ineligible to serve thereon for the next two (2) succeeding years. See Article 10 Section 10.040.1 of the Bylaws of Rotary International for individuals not eligible for nomination.
3. The Nominating Committee shall meet at the call of the District Governor at a time and place fixed not later than ninety (90) days preceding the date of the opening of the next District Conference. Such notice shall be in writing not less than twenty (20) days before the committee meeting and include a copy of Article 5 of these Bylaws and a copy of Article 13, Section 13.020 of the Bylaws of Rotary International. All business of the Nominating Committee shall be transacted by a majority vote of the

## Bylaws of Rotary International District 7190, Inc.

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- members present. The District Governor shall convene the meeting of the Committee and turn the meeting over to the chair.
4. At the time of sending the notice of meeting to committee members the District Governor shall notify all clubs in writing of the names and club affiliations of the Nominating Committee and the date of Nominating Committee meeting. At least two months prior to the Nominating Committee meeting the District Governor shall invite member clubs to submit their suggestions for nominations to allow ample time for them to consider potential candidates. Such invitation shall include the address to which the suggestions should be sent. Suggestions shall be submitted at least thirteen (13) days prior to the meeting of the Nominating Committee in the form of a resolution adopted at a regular meeting of the club and certified in writing by the club secretary. A club may suggest only one of its members as a candidate for Governor-elect or nominee but may suggest a member of any club as a candidate for representative or alternate-representative to the Council on Legislation. See Article 13, Section 13.020.4 of the Bylaws of Rotary International.
  5. Within 24 hours following the adjournment of the meeting of the Nominating Committee, the chair shall notify the District Governor in writing of their selections and the District Governor shall within 72 hours publish their selections to the member clubs.
  6. Any club in existence for at least a one year as of the beginning of the current rotary year may propose a challenging candidate and a club in existence for less than one year as of the beginning of the current rotary year may propose a challenging candidate provided such candidate is a member of that club. **The challenging candidate must have been duly suggested to the Nominating Committee.** The name of the challenging candidate shall be submitted pursuant to a resolution adopted by the club and certified by the secretary at a regular meeting. Such resolution must be filed with District Governor by a date determined by the governor. Such date shall be not more than 14 days after the publication of the selections by the Nominating Committee. See Article 13, Section 13.020.8 of the Bylaws of Rotary International.
  7. The governor shall inform all clubs through a form prescribed by Rotary International of the name of any challenging candidate who has been proposed and inquire whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting and certified by the secretary to concur with the challenge. A club shall concur with only one challenging candidate. Such resolutions must be filed with the governor by a date determined by the governor. A

# Bylaws of Rotary International District 7190, Inc.

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challenge shall be considered valid when concurred to by at least five other clubs which have been in existence for at least one year as of the beginning of the current rotary year or 10% of the total number of clubs in existence in the district at the beginning of the current rotary year which have been in existence for at least one year as of the beginning of the current rotary year, whichever is higher and only when such resolutions by the club were adopted at a regular meeting in accordance with the club bylaws as determined by the Governor shall be considered valid. See Article 13, Section 13.020.9 of the Bylaws of Rotary International.

8. The District Governor shall declare the candidate of the Nominating Committee to be the elected candidate where no such valid challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within fifteen (15) days of the deadline. See Article 13, Sections 13.020.10 and 13.020.12 of the Bylaws of Rotary International.
9. The District Governor shall notify within seven (7) days following the deadline all clubs in the district where a valid challenging nomination has been received by the deadline. Such notification shall include the name and qualifications of such challenging candidates the names of the challenging and concurring clubs and state that such candidates will be balloted upon at the District Conference.
10. The District Governor shall certify to the General Secretary of Rotary International the name of the Governor-elect within ten (10) days after having been declared the elected candidate.

## Section 5.020 - Selection of Nominators and Alternates

1. No later than 170 days before the first day of the next annual District Conference, the District Governor shall notify the Assistant Governors in writing that they shall call a meeting of the presidents of their assigned Area within the next thirty (30) days for the purpose of selecting a member and an alternate member of the Nominating Committee. The District Governor's communication shall include a copy of these Bylaws and a list of nominators and alternates for the past two (2) years.
2. The Assistant Governor shall not participate in such meeting, except to call the meeting to order and to explain its purpose. In the event a meeting of a majority of the Area presidents cannot be scheduled for whatever reason, the Assistant Governor may facilitate the selection of an area nominator and alternate by confirmed internet communication, US mail or telephone and act as teller of votes.

# Bylaws of Rotary International District 7190, Inc.

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3. The presidents in each Area shall select a member other than an honorary member to be a nominator from the Area and another member to serve as an alternate. The selections shall be communicated forthwith in writing to the District Governor. All selections must be communicated to the District Governor no later than 120 days preceding the first day of the next annual District Conference. If the presidents shall have failed to select a nominator and alternate within the time herein proscribed, then the District Governor shall select appropriately qualified Rotarians to serve as a nominator and an alternate.
4. The District Governor shall appoint a past district governor to act as chair and a resource to the members and who shall be a non-voting member of the Nominating Committee.

## ARTICLE 6

### DISTRICT FINANCES

#### Section 6.010 – District Fund

1. The District shall maintain a District Fund, which shall be utilized for the financing of District-sponsored projects and the administration and development of Rotary in the District. The District Fund shall not include self-supporting programs such as but not limited to the District Conference and The Rotary Foundation Event except for normal diminutive committee expenses.
2. The financing of the District Fund shall be provided by all the clubs in the District by way of a per capita levy on members of those clubs based on each club's membership as of the first day of December preceding the District Training Assembly. The amount of the levy and the amount of any additional methods of District fundraising to balance the budget shall be decided at the District Training Assembly only after approval of three-quarters (3/4) of the incoming presidents present at the Assembly
3. The payment of the per capita levy is mandatory on all clubs of the District and the Board of Directors of Rotary International shall, upon receipt of certification from the District Governor that a club has failed for more than six (6) months to pay such levy, suspend the services of the association to the club while the levy remains unpaid. A club that has been suspended by the board shall have none of the rights provided to clubs under the Bylaws so long as it remains suspended, but shall retain the rights granted to clubs under the constitution.

# Bylaws of Rotary International District 7190, Inc.

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## Section 6.020 – Fiscal Year

The District's fiscal year shall begin on 1 July and end the following 30 June.

## Section 6.030 – Annual Budget

1. The District Governor-elect, in consultation with the Budget and Finance Committee, shall annually prepare a preliminary budget for the financial operation and needs of the District for the ensuing fiscal year. The budget shall include an amount to create a reserve sufficient to cover the expense of the District Governor-elect and Partner and the District Governor to attend the Rotary International Convention. Expenses shall include registration fees, transportation, lodging and reasonable meal costs.
2. The budget shall be submitted to the clubs at least four (4) weeks before the District Training Assembly.
3. The budget shall be presented to the presidents-elect at the District Training Assembly for adoption.
4. A report on the adopted budget shall be presented at the District Conference by the Chair of the Budget and Finance Committee.

## Section 6.040 – Books of Account

1. The District Treasurer or, in his or her absence, the Assistant Treasurer shall maintain the District's books of account in accordance with generally accepted accounting principles and the Bylaws, rules and regulations of Rotary International Article 15 Section 15.060.4 and which shall include all financial transactions of the District and all supporting documentation for the current and two (2) previous years. Books of account shall include a statement of revenues and expenses compared to the budget and a balance sheet indicating assets, liabilities and fund balance.
2. The District Treasurer or, in his or her absence, the Assistant Treasurer shall at the end of the fiscal year and monthly during the fiscal year prepare financial reports including, but not limited to, a statement of revenues and expenses compared to the budget for the current and two previous fiscal years and a balance sheet indicating assets, liabilities, and fund balances for the current and two previous fiscal years, and maintain all documentation supporting all financial transactions.
3. The financial records shall be presented upon thirty (30) days prior notice at the next District Conference for discussion and adoption.

# Bylaws of Rotary International District 7190, Inc.

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## Section 6.050 – Annual Review

1. The immediate past district governor with the assistance and advice of the Budget and Finance Committee shall have the financial records for the fiscal year coinciding with his or her Rotary year independently reviewed by a qualified accountant within the first three (3) months following the end of the fiscal year. A copy of the review shall be sent to the district officers, the Executive Committee, and the clubs immediately upon its completion. See Article 15 Section 15.060.4 of the Bylaws of Rotary International.
2. In the event a review and opinion letter by a certified public accountant is required by an agency having jurisdiction over a District operation or program, the Budget and Finance Committee is authorized to obtain such review and opinion letter, the cost of which shall be borne by the District.

## Section 6.060 – Investment of Funds

1. The Treasurer shall, upon the recommendation of the Budget and Finance Committee, deposit available operational surpluses, including the District Reserve Fund, in an interest-bearing bank account or other prudent investment. Any sum may be withdrawn from these funds, other than the District Reserve Fund, with the authorization of the District Governor upon the recommendation of the Executive Committee and approval of the Board of Directors.
2. The District Reserve Fund has been established and set at \$55,000; use of this fund for any purpose must be approved by a super majority vote of the Board of Directors upon recommendation of the Governor and Executive Committee.
3. The Treasurer shall ensure that all District funds shall be protected by adequate collateral.

## Section 6.070 – Payment or Accrual of Bills

All bills rendered or incurred within the fiscal year shall be paid or recognized as a District liability within said fiscal year. All bills shall be submitted for payment or accrual no later than thirty (30) days after the close of the fiscal year and paid no later than thirty (30) days after receipt of the bill.

# Bylaws of Rotary International District 7190, Inc.

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## ARTICLE 7

### AMENDMENTS AND OTHER RESOLUTIONS

#### Section 7.010 – Required Majority

No resolution including proposed amendments to these Bylaws shall become effective unless approved by two-thirds (2/3) of the members present at the District Conference at which such resolution is considered.

#### Section 7.020 – Procedure

Resolutions including proposed amendments to these Bylaws may be considered if presented to the District Governor in writing no later than sixty (60) days prior to the District Conference. The District Governor shall present same to the member clubs in writing no later than thirty (30) days prior to the District Conference for their consideration.

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Adopted – May 17, 2008

Amended – June 8, 2009 when accepted as bylaws for Rotary International District 7190, Inc.

Amended – April 16, 2011 at annual District Conference.

Amended – May 19, 2012 at annual District Conference.

Amended – May 3, 2014 at annual District Conference.

Amended – May 16, 2015 at annual District Conference.

## APPENDIX I

### CERTIFICATE OF INCORPORATION

#### CERTIFICATE OF INCORPORATION

OF

ROTARY INTERNATIONAL DISTRICT 7190, INC.

*Under Section 402 of the Not-for-Profit Corporation Law*

**FIRST:** The name of the corporation is

ROTARY INTERNATIONAL DISTRICT 7190, INC.

**SECOND:** The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

**THIRD:** The purpose of the Corporation is:

(a) To conduct its business in accordance with the rules, regulations and by-laws of Rotary International, as may be limited by the laws of the United States or the State of New York.

(b) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes.

(c) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that;

(i) such organization shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes;

(ii) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States or the State of New York, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the United States or the State of New York; and

(iii) such organizations shall to the extent then permitted under the statutes of the United States or the State of New York, be exempt from income taxes imposed by the United States or the State of New York.

# Bylaws of Rotary International District 7190, Inc.

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The Corporation is further organized to do any act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes. However, nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-for-Profit Corporation, Section 404 (b)-(v).

Nothing herein shall authorize the Corporation to operate or maintain a charter school, nursery school, elementary school or secondary school. Nothing herein shall authorize the Corporation to operate or maintain a college or university or to grant degrees of credit leading to a degree. Nothing herein shall authorize the Corporation to provide professional training leading to licensure in a profession required to be licensed by title VIII of the Education Law.

Nothing contained in this Certificate shall authorize or empower the organization to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other anti-monopoly statute of the State of New York.

This corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers.

If any provision of this certificate of incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International, as amended from time to time, the terms of the constitution, bylaws, or policies of Rotary International shall prevail at all times, provided that in the event of a conflict between such constitution, bylaws, or policies of Rotary International, and any laws of the State of New York, the laws of the State of New York shall prevail at all times.

The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 7190 pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 7190 pursuant to the Rotary International bylaws shall immediately

# Bylaws of Rotary International District 7190, Inc.

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and automatically result in a corresponding change in membership of this corporation.

The number of directors of this corporation and their terms shall be determined by the members. The district governor of District 7190, the governor-elect of District 7190, and the most recent past district governor who served in District 7190 shall always be members of the board of directors. The district governor shall serve as chairman of the board of directors. Only Rotarians who are members of clubs in the District may serve as directors. The governor shall report annually to the clubs on the status of the district incorporation.

The officers of the corporation shall be limited to Rotarians who are members of clubs in District 7190. The district governor of District 7190 shall be the president of this corporation.

This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the district conference of District 7190 or in a ballot-by-mail, or upon directive of the Board of Directors of Rotary International. The district governor of District 7190 shall provide the Board of Directors of Rotary International with notice of a decision by the clubs in District 7190 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International.

**FOURTH:** The Corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

**FIFTH:** The office of the Corporation is to be located in the County of Saratoga, State of New York.

**SIXTH:** The names and addresses of the initial Directors of the Corporation are:

Anne M. Cargile  
8 Burning Bush Blvd  
Ballston Lake, NY 12019

Harriet B. Noble  
1 Arbor Lane  
Clifton Park, NY 12065

# Bylaws of Rotary International District 7190, Inc.

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Michael Popolizio  
65 Robinwood Drive  
Clifton Park, NY 12065

John C. Eaton  
35 Albion Street  
Scotia, NY 12802

Elizabeth Roach  
45 Waverly Place  
Queensbury, NY 12804

**SEVENTH:** The Secretary of State is designated as agent of the Corporation upon whom process against the Corporation may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the Corporation is: 1 Arbor Lane, Clifton Park, New York 12065.

**EIGHTH:** The personal liability of the Directors of the organization is hereby eliminated to the fullest extent permitted by the provisions of Section 719, Section 720 and section 720(a) of the Not-for-Profit Corporation Law.

**NINTH:** Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code of 1954 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under IRC Section (c)(4) or corresponding provisions of any subsequent Federal Tax Laws.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (of in opposition to) any candidate for public office.

# Bylaws of Rotary International District 7190, Inc.

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In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC Section 501(c)(4), or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal Government, or State or Local Government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

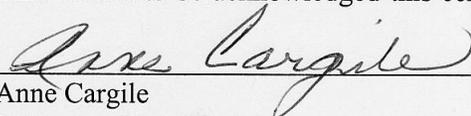
In any taxable year in which the Corporation is a private foundation as described in IRC Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Corporation shall not;

(a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in Section 4943(c),

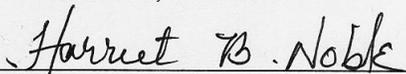
(b) make any investments in such manner as to subject the Corporation to tax under IRC Section 4944, or

(c) make any taxable expenditures as defined in IRC Section 4945(d), or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, the undersigned incorporators, being at least eighteen (18) years of age, have made, subscribed and caused to be acknowledged this certificate this \_\_\_ day of February, 2008.

  
\_\_\_\_\_

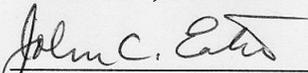
Anne Cargile  
8 Burning Bush Blvd  
Ballston Lake, NY 12019

  
\_\_\_\_\_

Harriet B. Noble  
1 Arbor Lane  
Clifton Park, NY 12065

  
\_\_\_\_\_

Michael Popolizio  
65 Robinwood Drive  
Clifton Park, NY 12065

  
\_\_\_\_\_

John C. Eaton  
35 Albion Street  
Scotia, NY 12802

# Bylaws of Rotary International District 7190, Inc.

*Elizabeth Roach*

Elizabeth Roach  
45 Waverly Street  
Queensbury, NY 12804

State of New York )  
County of SARATOGA ss.:

On the 11 day of FEBRUARY in the year 2008 before me, the undersigned, personally appeared Anne Cargile, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

*Deirdre E. Pangburn*

Notary Public  
DEIRDRE E. PANGBURN  
Notary Public, State of New York  
No. 01PA5031696  
Qualified in Schenectady County  
Commission Expires August 08, 2010

State of New York )  
County of SARATOGA ss.:

On the 11 day of FEBRUARY in the year 2008 before me, the undersigned, personally appeared Harriet B. Noble, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

*Deirdre E. Pangburn*

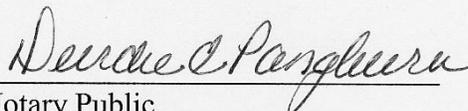
Notary Public  
DEIRDRE E. PANGBURN  
Notary Public, State of New York  
No. 01PA5031696  
Qualified in Schenectady County  
Commission Expires August 08, 2010

State of New York )  
County of SARATOGA ss.:

On the 11 day of FEBRUARY in the year 2008 before me, the undersigned, personally appeared Mike Popolizio, personally known to me or proved to me on the basis of

# Bylaws of Rotary International District 7190, Inc.

satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

DEIRDRE E. PANGBURN  
Notary Public, State of New York  
No. 01PA5031696  
Qualified in Schenectady County  
Commission Expires August 08, 2010

State of New York )  
County of SARATOGA ss.:

On the 11 day of FEBRUARY in the year 2008 before me, the undersigned, personally appeared John C. Eaton, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

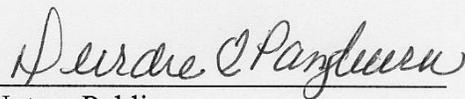


Notary Public

DEIRDRE E. PANGBURN  
Notary Public, State of New York  
No. 01PA5031696  
Qualified in Schenectady County  
Commission Expires August 08, 2010

State of New York )  
County of SARATOGA ss.:

On the 11 day of February in the year 2008 before me, the undersigned, personally appeared Elizabeth Roach, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.



Notary Public

DEIRDRE E. PANGBURN  
Notary Public, State of New York  
No. 01PA5031696  
Qualified in Schenectady County  
Commission Expires August 08, 2010

**CERTIFICATE OF INCORPORATION**  
**OF**  
**ROTARY INTERNATIONAL DISTRICT 7190, INC.**  
*Under Section 402 of the Not-for-Profit Corporation Law*

*Filed by:*

Matthew F. Fuller, Esq.  
FitzGerald Morris Baker Firth, P.C.  
mff@fmbf-law.com

3019 State Route 4  
Hudson Falls, NY 12839

Tel. 518-746-0848  
Fax. 518-746-0615

www.fmbf-law.com

# Bylaws of Rotary International District 7190, Inc.

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## APPENDIX II

### EXCERPS FROM THE NYS NOTFORPROFIT LAW REVISIONS OF 2013

#### GENERAL PROVISIONS

##### Section 8.000 – Purpose

Significant revisions were made to the laws by the NYS Legislature and signed into law by Governor Cuomo that became effective July 1, 2014. Rotary District 7190 became an IRS 501(c)(4) New York Section 402 Type B Not For Profit corporation in February 2008 and is subject to its provisions including the 2013 revisions. That said it is important that some (not all) parts of the revisions be codified herein to assist the Officers and Directors in their efforts to manage the District. Appendix I is also included herein to be an additional guide for the same purposes. Although the district is required to follow all of the applicable laws they all are not published herein. Only those that are specific to the important issues identified by the Governor and the Attorney General as follows:

- Conflict of Interest .....NPC Article 7 Section 715a
- Whistleblower Policy ..... NPC Article 7 Section 715b
- Related Party Transactions ..... NPC Article 7 Section 715
- Audit Oversight .....NPC Article 7 Section 712a
- Audit Report..... NPC Article 5 Section 519
- Board Chair ..... NPC Article 7 Section 713
- Executive Committee ..... NPC Article 7 Section 712
- Financial Reporting ..... EXE Article 7a
- Registration w/ AG’s Office...NPC Article 2 Section 201(c); EPT Article 8 & Article 7A

The NYS NPC, EXE and EPT laws are in bold type.

##### Section 8.010 – Conflict of Interest NPC Article 7 Section 715a

- (a) **Except as provided in paragraph (d) of this section, every corporation shall adopt a conflict of interest policy to ensure that its directors, officers and key employees act in the corporation’s best interest and comply applicable legal requirements, including but not limited to the requirements set forth in section seven hundred fifteen of this article.**
- (b) **The conflict of interest policy shall include at a minimum the following provisions:**

## Bylaws of Rotary International District 7190, Inc.

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- (1) **a definition of the circumstances that constitutes a conflict of interest.** It shall be the policy of Rotary International District 7190, Inc. that a conflict of interest shall be defined as a conflict or the appearance of a conflict between the private interests of directors, officers and employees and the official responsibilities of that person who holds a position of trust in the corporation. This includes abiding by Article 4 Object of Rotary of the Constitution of Rotary International.
  - (2) **procedures for disclosing a conflict of interest to the board.** The procedure for disclosure of any alleged conflict of interest requires the conflicted person and or any other director, officer, employee or member of the corporation shall notify the Board of Directors of the corporation of such conflict. Within 10 days the board shall schedule a special board meeting to address the conflict.
  - (3) **a requirement that the person with the conflict of interest not be present at or participate in board or committee deliberation or vote on the matter giving rise to such conflict.** The law is clear on this issue that the conflicted person not be present during deliberations by the board.
  - (4) **a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to the conflict.** It is incumbent on the directors to see that this requirement be enforced.
  - (5) **a requirement that the existence and resolution of the conflict be documented in the corporation's records, including the minutes of any meeting at which the conflict was discussed or voted upon.** It is incumbent on the directors to see that this requirement is carried out.
  - (6) **procedures for disclosing, addressing and documenting related party transactions in accordance with section seven hundred fifteen of this article.** This issue is addressed herein in Section 8030.
- (c) **The conflict of interest policy shall require that prior to the initial election of any director, and annually thereafter shall submit to the secretary of the corporation a written statement identifying, to the best of the director's knowledge any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the corporation has a relationship, and any transaction in which the corporation is a participant and in which the director might have a conflicting interest. The policy shall require that each director annually resubmit such written statement. The secretary of the corporation shall provide a copy of all completed statements to the chair of the**

# Bylaws of Rotary International District 7190, Inc.

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**audit committee or, if there is no audit committee, to the chair of the board.** It is incumbent on the board to see that this requirement be enforced.

- (d) This requirement does not apply to Rotary District 7190. It provides for compliance for corporations who have an existing compatible conflict of interest policy for other state or federal agencies.
- (e) **Nothing in this section shall be interpreted to require a corporation to adopt any specific conflict of interest policy not otherwise required by this section or any other law or rule, or to supersede or limit any requirement or duty governing conflicts of interest required by any other law or rule.**

## Section 8.020 Whistleblower Policy NPC Article 7 Section 715b

- (a) **Except as provided in paragraph (c) of this section, every corporation that has twenty or more employees and in the prior fiscal year had annual revenue in excess of one million dollars shall adopt a whistleblower policy to protect from retaliation persons who report suspected improper conduct.** This does not apply to the District 7190 corporation as it does not meet the statutory criteria for compliance.

## Section 8.030 Related Party Transactions NPC Article 7 Section 715

- (a) **No corporation shall enter into any related party transaction unless the transaction is determined by the board to be fair, reasonable and in the corporation's best interest at the time of such determination. Any director, officer or key employee who has an interest in a related party transaction shall disclose in good faith to the board, or an authorized committee thereof, the material facts concerning such interest.**
- (b) **With respect to any related party transaction involving a charitable corporation and in which a related party has a substantial financial interest, the board of such corporation, or an authorized committee thereof, shall:**
  - (1) **Prior to entering into the transaction, consider alternative transactions to the extent available;**
  - (2) **Approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and**
  - (3) **Contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.**

## Bylaws of Rotary International District 7190, Inc.

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- (c) The certificate of incorporation, by-laws or any policy adopted by the board may contain additional restrictions on related party transactions and additional procedures necessary for the review and approval of such actions, or provide that any transaction in violation of such restrictions shall be void or voidable.
- (d) Unless otherwise provided in the certificate of incorporation or the by-laws, the board shall have authority to fix the compensation of directors for services in any capacity.
- (e) The fixing of salaries of officers, if not done in or pursuant to the by-laws, shall require the affirmative vote of a majority of the entire board unless a higher proportion is set by the certificate of incorporation or the by-laws.
- (f) \*The Attorney General may bring an action to enjoin, void or rescind any related party or proposed related party transaction that violates any provision of this chapter or was otherwise not reasonable or in the best interests of the corporation at the time the transaction was approved, or to seek restitution, and the removal of directors or officers, or seek to require any person or entity to:
  - (1) Account for any profits made from such transaction, and pay them to the corporation;
  - (2) Pay the corporation the value of the use of any of its property or other assets used in such transaction;
  - (3) Return or replace any property or other assets lost to the corporation as a result of such transaction, together with any income or appreciation lost to the corporation by reason of such transaction, or account for any proceeds of sale of such property, and pay the proceeds to the corporation together with interest at the legal rate; and
  - (4) Pay, in the case of willful and intentional conduct, an amount up to double the amount of any benefit improperly obtained.
- (f) \*There are two part (f)'s The powers of the Attorney General provided in this section are in addition to all other powers the Attorney General may have under this chapter or any other law.
- (g) No related party may participate in deliberations or voting relating to matters set forth in this section; provided that nothing in this section shall prohibit the board or

# Bylaws of Rotary International District 7190, Inc.

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**authorized committee from requesting that a related party present information concerning a related party transaction.**

In view of the fact that the District 7190 corporation's bylaws provide that the President, Chairman of the Board, and Directors are all District Governors, District Governors Elect or Nominee who serve pro bono as a matter of policy, there will be no need for the board to fix compensation for those persons filling those positions.

## Section 8.040 Audit Oversight, Financial Reporting NPC Article 7 Section 712a, Article 5 Section 519 and EXE Article 7A

The corporation Certificate of Incorporation defines the corporation as a charitable organization. EXE Article 7A Section 172 states that every charitable organization required to be registered pursuant to EPT Article 8 must file a registration form with the Attorney General. EPT Article 8 Section 8-1.4 (a) (2) states **any non- profit corporation organized under the laws of this state for charitable purposes** is a trustee for charitable law purposes and required to register with the Attorney General and further **EXE Article 7A Section 172-a 2** states **The following persons shall not be required to register with the attorney general (d) Any charitable organization which solicits or receives gross contributions of less than twenty- five thousand dollars during a fiscal year of such organization, provided none of its fund raising is carried on by professional fund raisers or fund raising counsel. However, if the gross contributions received by such charitable organization shall be in excess of twenty-five thousand dollars, it shall within thirty days after the date it shall have received gross contributions in excess of twenty-five thousand dollars register with the attorney general as required by section one hundred seventy-two of this article.** Since the annual value of the corporation's contributions is not clear at this time it is the policy of the corporation to refrain from registering and when the value of the annual contributions as defined in the law is determined, make whatever changes become necessary to comply with the law.

## Section 8.050 Officers NPC Article 7 Section (f)

- (f) **No employee of the corporation shall serve as chair of the board or hold any other title with similar responsibilities.** The Certificate of Incorporation states that the District Governor , who serves as an elected pro bono district officer, shall be the chair of the board. No employee will ever hold this position.

## Section 8.060 Executive Committee Article 7 Section 712

Section 712 covers an executive committee of the board whose composition does not lend itself to the type of executive committee now defined in the bylaws. Therefore no changes in those bylaws are anticipated.