

Articles of Incorporation for Rotary International District 6400

1. The name of this corporation shall be “Rotary International District 6400, Inc.”
2. 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.
3. If any provision of these articles of incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International (RI), as amended from time to time, the terms of the constitution, bylaws, or policies of RI shall prevail at all times.
4. The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in Rotary International District 6400, Inc. (“District 6400”) pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 6400 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this corporation.
5. The number of directors of this corporation and their terms shall be determined by the members as outlined in District 6400 bylaws. The district governor of District 6400, the governor-elect of District 6400, and the most recent past district governor who served in District 6400 shall be members of the board of directors. The district governor shall serve as chair of the board of directors. Only Rotarians who are members of clubs in District 6400 may serve as directors.
6. The officers of this corporation shall be limited to Rotarians who are members of clubs in District 6400. The district governor of District 6400 shall be the president of this corporation.
7. 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 6400 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. Upon dissolution, assets of District 6400 shall be directed and transferred to Rotary District 6400 Foundation. If this organization is no longer operating, these assets shall be directed and transferred to The Rotary Foundation. The district governor of District 6400 shall provide the Board of Directors of RI with notice of a decision by the clubs in District 6400 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.
8. The district governor shall report annually to the clubs in the district on the status of the corporation.

Articles of Incorporation for Rotary International District 6400

Definitions

For purposes of this document the following words shall have the following meanings:

- 1) “Corporation” shall mean a corporation, association, limited-liability company, or other similar entity recognized by a local jurisdiction.
- 2) “Incorporate” shall mean the process of establishing a corporation.
- 3) “Corporate Documents” shall mean the documents formally adopted by a corporation establishing its processes for governance and operation, including its articles of incorporation or association, bylaws and similar documents.