

BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6400, INC.

ARTICLE I
NAME AND OBJECTIVES

1.1. **Name.** The name of this corporation shall be Rotary International District 6400, Inc. It is also known as "Rotary District 6400", "District 6400", the "District", and the "Corporation" within these Bylaws.

1.2. **Purpose.** Rotary International District 6400, Inc. is formed as a Michigan not for profit corporation in order to continue the legal existence of the unincorporated non-profit association of Rotary Clubs in Wayne, Monroe and Lenawee Counties in Michigan and Essex County in Ontario Canada that was known as "District 6400, Rotary International".

1.3. **Objectives.**

- 1.3.1 To provide structure for Rotary clubs within the District as assigned by Rotary International ("RI"); to provide support in the pursuit of programs and activities by the Rotary clubs within the District to encourage, promote, extend and supervise the Guiding Principles of Rotary International throughout the geographical region assigned to the District by RI.
- 1.3.2 To establish procedures for the operation of the District;
- 1.3.3 To provide simplicity, transparency and fairness in the operation of the affairs in the District;
- 1.3.4 To provide for a Board of Directors, define its organization and membership, and describe its authority, responsibilities, and duties;
- 1.3.5 To define the various responsibilities of the District Governor (DG) in the

management of the District and as an administrative officer of RI;

- 1.3.6 To conduct District business and activities;
- 1.3.7 To hold, manage, sell and lease personal and real property and to invest and reinvest District funds in any type of property or security approved by the Board of Directors, and to enter into such contracts and execute such conveyances, instruments and releases as may be necessary or proper to carry out the object and purposes of the Corporation.
- 1.3.8 To engage in any other permitted activity for corporations exempt from federal income tax under Section 501(c) (4) of the Internal Revenue Code (as it may be amended from time to time).
- 1.3.9 To accept the assets and obligations and legal identity of an unincorporated non-profit association of Rotary clubs designated to be in "District 6400, Rotary International" by RI.

1.4 **Definitions**

- 1.4.1 *Active member* is a member of a Rotary Club in District 6400 on whose behalf dues are paid to RI and who is not an honorary member.
- 1.4.2 *Director* is a Director of the Board of Directors of Rotary International District 6400, Inc.
- 1.4.3 *District Fund Account* is any financial institution account that is under the name of Rotary International District 6400, Inc.
- 1.4.4 *District Club* is a Rotary club that is part of District 6400.
- 1.4.5 *Elector* is as defined in Article II, paragraph 2.5.1.
- 1.4.6 *Officer* is as defined in Article IV of these By-Laws

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

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

1.7 **Dissolution.** The Corporation shall immediately cease operations and begin dissolution upon directive of the Rotary International Board or as the Board so chooses either upon the approval of two-thirds of the Clubs in a vote at the District Conference or in a ballot-by-mail. The District Governor shall provide the Rotary International Board of Directors notice of a decision by the District to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process. (Required by RI Paragraph 7.) The dissolution will occur in accordance with the Articles of Incorporation.

ARTICLE II MEMBERS, LEVIES, AND ANNUAL MEETING OF THE MEMBERSHIP

2.1 **Members.** Members of the Corporation ("Members" or "Clubs") shall be comprised of and limited to all District clubs designated to be in Rotary District 6400 pursuant to the Bylaws of RI. The addition or removal of a club or clubs from District 6400 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the Membership (for clarity, members of a club or membership of a club shall be referenced in the lower case).

2.2 **District Fund for Operations.** The Corporation shall establish a District Fund Account for the administration and development of the District. In accordance with Section 16.060.1 of the RI Bylaws as amended the District shall:

- 2.2.1 Obtain the Clubs' approval of the per capita levy ("District Dues");
- 2.2.2 Disburse funds only as authorized by more than one District representative, except as otherwise provided herein;
- 2.2.3 Present an annual financial statement which reports income and disbursements of the District Fund and displays a balance sheet of assets and liabilities to the Members. The annual report shall include all information prescribed by Section 16.060.4 of the RI Bylaws as amended.
- 2.2.4 Prepare a budget of District Income and Expenditures and, in cooperation with the District Governor-elect, submit it to the Clubs at least two (2) weeks prior to the District Training Assembly or other meeting at which the said budget will be considered for approval in accordance with Article II, Section 2.3, 2.3.1, 2.3.2, or 2.3.3 of these By-Laws.

2.3 **Determination of the District Dues.** The District Fund Account(s) shall be financed by all

Clubs by way of District Dues based on the number of members of those Clubs. The amount of the District Dues shall be approved by one of the following methods:

- 2.3.1 At the District Training Assembly by a vote of at least three quarters (3/4) of the club Presidents Elect present (provided that where a club president elect is excused from attending the District Training Assembly by the District Governor Elect in accordance with Article X, Section 5(c) of the Standard Club Constitution, his or her representative shall be entitled to vote in his or her place) or, at the option of the District;
- 2.3.2 At the District Conference, by a majority of the electors present; or
- 2.3.3 At the District's President Elect Training Seminar upon approval of at least three quarters (3/4) of the President Elects present (provided that where a President Elect is excused from attending the President Elect Training Seminar by the District Governor Elect in accordance with Article X, Section 5(c) of the Standard Club Constitution, his or her representative shall be entitled to vote in his or her place (RI Bylaws Section 16.060.2 as amended) .All Clubs must contribute to the District Fund pursuant to the per capita levy. The District Governor shall certify to the RI Board the name of any Club which is in arrears six months. The Rotary International Board of Directors shall suspend RI services to the delinquent Club so long as the levy remains unpaid. (RI Bylaws, 16.060.3 as amended).

2.4 **Annual Meeting.** The Annual Meeting of the Corporation shall be held during the District Conference. The Board of Directors shall establish the time and place for the Annual Meeting. Notice shall be sent to the Clubs by written or electronic means of the date, place, and time at least one hundred and twenty (120) days before the meeting date. Any amendments and/or resolutions to these By-laws to be proposed at the Annual Meeting must be originated either by a Club, the District Governor, the District Governor elect, the District Governor/Nominee, or the Board. The notice of the annual meeting shall state that resolutions proposed for consideration at the annual meeting must be submitted to the Board Secretary on a form obtained from the Board Secretary no later than 60 days prior to the annual meeting. Proposed resolutions will be sent to the club presidents no later than forty (40) days before the annual meeting. Those resolutions proposed shall be reviewed by the Board for recommendation to the Clubs attending the Annual Meeting.

2.5 **Voting at Annual Meeting.**

2.5.1 **Electors and Proxies.** Each Club shall select, certify and send to the Annual Meeting one elector and proxy elector. Such certification shall be sent by mail to the District Governor no later than sixty (60) days before the annual meeting. The number of votes assigned to each Club shall be determined by the number of active members in each club as of the previous December 31 on the records of RI. Any club with an active membership of more than 25 shall be entitled to one additional vote for each additional 25 active members or major fraction thereof. However, any Club whose membership in RI has been suspended by the Board of RI shall not be entitled to any vote. For purposes of determining the number of electors, only members on whose behalf dues are paid to RI will be considered as active members.

2.5.2 **Voting Procedures at the Annual Meeting.** Each voting elector must be present at the meeting and be an active member of a club in Rotary International District 6400. A Club may issue a proxy to an elector who is either a member or not a member of that Club, but must first obtain the consent of the current District Governor to issue such proxy. The proxy shall be entitled to vote as proxy for, and as instructed by, the non-attending Club represented, in addition to any other vote(s) the proxy may have. A Club which has more than one vote, must cast all votes for one candidate or proposition when voting on:

- i. The selection of the District Governor-nominee;
- ii. The member and alternate member of the nominating committee for RI Director-nominee;
- iii. The composition and terms of reference of the District Nominating Committee for District Governor-nominee, District Vice Governor and the District Representative for the RI Council on Legislation;
- iv. Electing the District's Representative and Alternate Representative to the RI Council on Legislation; and
- v. Voting on the amount of the Annual District Dues, when presented.

For all other candidates and propositions each vote may be cast independently.

2.6 **Business of the Annual Meeting.** Subject to the restrictions set forth above, the Annual

Meeting shall address, among other issues, the following items of business:

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

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

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

ARTICLE III BOARD OF DIRECTORS

3.1 **Qualifications.** A Board of Directors shall oversee the business and affairs of the District. The Board shall also serve as an informal education and training vehicle for those serving in the positions of District Governor-elect and District Governor-nominee. A Director must be a member of a District Club, and must have served as President of a Club.

3.2 **Composition.** The Board shall be composed of the following voting members: the District Governor, the District Governor-Elect, the District Governor-Nominee, the two most-immediate Past District Governors and the District Treasurer. There shall be one additional voting member appointed by the District Governor, who is an active member of a District Club and who is not also serving in another position on the Board. The Secretary to the Board shall serve as a non-voting member of the Board and will be appointed by the District Governor.

3.3 **Chair.** The District Governor shall serve as the Chair of the Board and the District Governor Elect shall serve as Vice Chair.

3.4 **Removal from the Board or Other Office.**

- 3.4.1 Should a Director be ineligible to serve because he or she is no longer an active member of a Club within the District, the ineligible Director shall either voluntarily resign or be removed by a majority vote of the Board of Directors..
- 3.4.2 The Board may, by a majority vote, remove any Director or Officer, except the District Governor, if they are no longer eligible to serve as set forth in 3.2 above or for cause (in accordance with Section 16.110 of the RI Bylaws as amended, only RI may remove a District Governor not the majority of the Board).
- 3.4.3 In the event the removed Director or Officer has submitted requests for reimbursement of expenses related to his or her conduct of District business, the District Treasurer or another member of the District Finance Committee shall review and, if satisfactory, pay the claim for reimbursement within a reasonable time period.

3.5 **Appointment of Replacement for Resigned or Removed Director.** In the event that a Director then serving on the Board resigns, is removed, or is otherwise unable to serve, the District Governor shall appoint a replacement to fill the former Director's unexpired term within sixty (60) days. Except as provided herein, the replacement shall be that person who replaces the former Director in the District 6400 office formerly held by the Director.

- 3.5.1 **Replacement of Director.** In the event that the Director being replaced was appointed by the District Governor then the District Governor may, at his or her sole discretion, appoint a replacement or leave the position vacant.
- 3.5.2 **Replacement of District Governor.** In the event that the District Governor is replaced, that position shall be filled per Rotary International's Bylaws, 6.120 as amended.

3.6 **Board Meetings.**

- 3.6.1 **Time and Place.** Meetings of the Board of Directors may be held from time to time as provided in this Section. The Board meetings shall be held at the locations determined from time to time by the Board. The Board may determine under Section 3.6.3 that a meeting of the Board shall be held solely by means of remote communication.
- 3.6.2 **Number of meetings.** A minimum of two regular meetings of the Board shall be

held annually and at such times and places within or without the District as called by the District Governor, as set forth herein or as resolved by the Board and upon such notice, if any, as shall be provided.

3.6.3 **Meetings Solely by Means of Remote Communication.** Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by section 3.6.5, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

3.6.4 **Participation in Meetings by Means of Remote Communication.** A Director may participate in a Board meeting by means of conference telephone or, if authorized by the Board by such other means of remote communication, in each case through which the Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by this means constitutes presence at the meeting.

3.6.5 **Notice of Meeting.** The District Governor or any two Directors may call a Board meeting by giving at least five (5) days' notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. Any notice given to a Director by a form of electronic communication consented to by the Director to whom the notice is given, is effective when given. The notice is deemed given if:

- i. By facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;
- ii. By electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or
- iii. By any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be

relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of the revocation of the consent.

- 3.6.6 **Previously Scheduled Meetings.** If the day or date, time and place of a Board meeting was announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
- 3.6.7 **Waiver of Notice.** A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at or after the meeting and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not participate thereafter in the meeting.
- 3.6.8 **Absent Directors.** A Director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.
- 3.6.9 **Quorum.** A majority of voting Directors shall constitute a quorum for the transaction of business except for items requiring a larger vote as provided for in the Rotary International Constitution or Bylaws, these Bylaws, or the District's Manual of Policies and Procedures. In the absence of a quorum, a majority of the Directors present may recess a meeting from time to time until a quorum is present. If a quorum is present when a meeting is convened, the Directors present may continue to transact business until adjournment, even though Directors formerly present may withdraw which results in a number less than otherwise required for a quorum. If a meeting is recessed, notice of such recess need not be given to all Directors if the time and place to which such meeting is reconvened are fixed and announced at such

recessed meeting.

3.6.10 **Voting.** At all meetings of the Board, each Director shall have one (1) vote. A majority of directors present including the votes of those not present but who had previously expressed in writing to the Chair how they would vote on a proposition considered by the Board is sufficient for a motion to pass.

3.6.11 **Minutes.** Minutes shall be taken of all meetings of the Board by the Secretary to the Board and shall be forwarded to all Directors within 30 days of the meeting of the Board.

3.7 **Special Meetings.** Special meetings of the Board of Directors shall be held at any time within or without the District upon call by the Chair of the Board, the Vice-Chair, or any two (2) Directors. Written or electronic notice of the time and place of each such meeting shall be given to each Director at least five business days before the meeting, which notice shall specify the purposes of the meeting; provided. Unless otherwise indicated in the notice thereof, any business may be transacted at any regular or special meeting.

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

3.9 **Action Without a Meeting.**

3.9.1 An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors. If the action need not be approved at the District Conference and the Articles of Incorporation so provide, the action may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

3.9.2 The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action.

3.9.3 When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. However, failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action has no liability for the action or actions taken

thereby.

3.10 **Responsibilities.** The District 6400 Board of Directors, holding ultimate fiduciary responsibility, shall serve as the governing body that oversees district operations, approves committee recommendations, and ensures that the objectives (Article I, paragraph 1.3) of these Bylaws are attained. They shall have the authority to adopt and amend the District's Policies and Procedures Manual provided that such Manual, as adopted or amended, does not in any way conflict with these Bylaws or with any governing document, public laws, or the Constitution, Regulations, or Bylaws of Rotary International.

3.11 **Compensation.** Directors shall not be compensated for their duties as Directors. Directors may be reimbursed for their reasonable and verified expenses in accordance with the District Policy for expense reimbursement.

ARTICLE IV OFFICERS

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

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

4.3 **District Governor-elect.** The District Governor-elect shall serve as the First Vice President of the Corporation and of the District. The District Governor-elect shall serve in the manner set forth by the bylaws and policies of RI, these Bylaws, and the District Manual of Procedures. The District Governor-elect shall assume the office of District Governor in the year immediately after serving as

District Governor-elect. The District Governor-elect shall serve as an *ex-officio* member of all District Committees except the Nominating Committee. The District Governor may assign other responsibilities to the District Governor-elect, which are in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the District Manual of Procedures.

4.4 District Governor-nominee. The minimum qualifications for serving as a District Governor-nominee include membership in a club in the District for at least three years and one year of service as a club president. It is also recommended, but not required, that the person shall have served as an Assistant Governor or shall have served as the Chair of a high level District committee. The candidate shall be elected for a one-year term pursuant to the bylaws and policies of RI, these Bylaws, and District Manual of Procedures. Upon the completion of the one-year term, the District Governor-nominee shall succeed to the office of District Governor-elect. If the District Governor-elect is unable to fulfill or complete the duties of his or her position, or to ascend to the position of District Governor, the District Governor-nominee may, when possible, upon certification by the District Governor and with notice to all Clubs, assume the position of District Governor-elect. The District Governor may assign such other duties and responsibilities to the District Governor-nominee in addition to those prescribed by the bylaws and policies of RI, these Bylaws, and the District Manual of Policies and Procedures.

4.5 District Vice-Governor. The District Vice-Governor shall be a Past District Governor of District 6400 from the preceding five years who is an active member of a Rotary club within the District, selected by the District Nominating Committee for a one-year term. The Vice-Governor shall serve in the role of District Governor should for any reason the District Governor be unable to act, temporarily or permanently, during his or her term of office. The District Governor may assign other responsibilities to the Vice-Governor, in addition to those set forth in the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual, as are consistent with said documents.

4.6 Secretary to the Board. The Secretary to the Board will have the duties as outlined in the District Policies and Procedures Manual.

4.7 District Treasurer. The District Governor-elect shall, thirty (30) days prior to the Rotary International Assembly for District Governors-elect, appoint a District Treasurer who is also the Chief Fiscal Officer of the Corporation. Wherever possible the District Treasurer should be a CPA either in the United States or Canada. The District Treasurer shall serve as custodian of all District

funds. All funds, deposits, bonds and accounts shall be designated as “Rotary International District 6400” or “Treasurer, Finance Committee – District 6400.” The District Treasurer shall be responsible for the billing and collection of the capital levy. The District Governor may assign additional duties to the District Treasurer. The District Treasurer shall carry out the responsibilities of Treasurer in accordance with the District Policies and Procedure Manual.

4.8 **Bond.** The District Treasurer shall be bonded. The District shall pay the cost of the bond.

ARTICLE V DISTRICT COMMITTEES

5.1 **Appointment of District Committees.** District Committees are established to support the development and growth of effective Rotary clubs in the District. The district shall establish standing committees as listed in this Article. The District Governor may establish other standing and ad hoc committees from time to time which they feel is in the best interests of the District. All committees must meet the requirements of Rotary International’s bylaws and policies in effect at the time.”

5.2 **Standing Committees.** Standing committees of District 6400, other than the District Finance Committee and the Nominating Committee, are listed with a detailed explanation of their duties and responsibilities in the District 6400 Policies and Procedures Manual.

5.3 **District Finance Committee.** The district finance committee shall safeguard the assets of the district fund by reviewing and studying the amount of the per capita levy and necessary expenses of district administration, and shall prepare a budget and an annual report on the status of the district’s finances. The District Finance Committee is an advisory committee to the Board. The district treasurer shall serve as ex-officio member of the committee (Rotary Code of Policies 17.030.02). It should include the District Treasurer plus up to five (5) At-Large members. The At-Large members shall be nominated by the District Governor-Elect the year prior to taking office and approved by the current Board. The members will serve a one year term. At-Large members may be reappointed to serve additional terms. Vacancies occurring mid-year shall be filled by appointment of the Board and shall be for the duration of the leaving member’s term.

5.3.1 Members of the Committee shall be active members of a District Club. Preference should be given to those with previous service as a Club Treasurer and or Rotarians

with accounting and finance experience.

5.3.2 The Chair of the District Finance Committee will be the District Treasurer.

5.3.3 Duties and Responsibilities, including but not limited to per capita levy, budgeting, reporting and titling and signatories on accounts shall be accomplished in accordance with the Rotary Code of Policies (17.030.02, as amended).

5.3.4 Checks will be signed in accordance with the District Policy and Procedures Manual.

5.4 **District Nominating Committee.** There shall be a District Nominating Committee consisting of the five immediate Past District Governors who are active members of clubs in the District. The Chair of this committee shall be the senior member of this group in terms of the number of years since he or she has served as District Governor.

5.4.1 **Procedure for Nominating a Candidate.** Beginning with the “Governor’s Letter” for the month of July and in each subsequent letter through November, the District Governor shall advise the Presidents of all clubs in District 6400 that their clubs may propose a candidate for consideration by the District Nominating Committee, for election as District Governor Nominee for the subsequent second Rotary year, to be elected District Governor by the Rotary International Convention to take office two years from the following 1 July. Such notice to club presidents shall advise that all proposals must be submitted to the District Governor on or before 1 December, on fully executed forms available from the Governor. All proposals shall be transmitted by the District Governor to the Chair of the District Nominating Committee on or before 7 December. In the event no proposal is received by the District Governor, this fact will be similarly transmitted to the Chair of the District Nominating Committee

5.4.2 **Meeting of the District Nominating Committee.** The District Nominating Committee shall meet on or before the following 7 January to consider the proposed candidates. On or before this date it shall select one fully qualified Rotary member (Section 4) as the “official candidate” of the Nominating Committee. This candidate may be chosen from the proposals submitted by the clubs or the District Nominating Committee may, at its option, select another candidate who, in its best judgment, is qualified to serve as District Governor. It shall be the responsibility of this committee

to nominate one qualified Rotarian for election as District Nominee.

- 5.4.3 **Qualification of Candidate.** The District Nominating Committee shall assure itself that the District Governor Nominee candidate meets the qualifications as are now or may in the future be required by the By-Laws of Rotary International.
- 5.4.4 **Notification of Nomination** The Chair of the nominating committee shall notify the District Governor of the candidate selected within 24 hours of the adjournment of the nominating committee. The District Governor shall then publish to the District Clubs the name and club of the nominee within 72 hours from receipt of the notice from the Chair of the nominating committee, Publication of the announcement consists of a written notice by the District Governor by letter, e-mail or facsimile to the District Clubs.
- 5.4.5 **Challenging Candidates.** Any District Club which has been in existence for at least one year as of the beginning of that year may also propose a challenging candidate for District Governor-nominee provided this club has previously suggested such candidate to the nominating committee. When a challenging candidate is proposed, the District Governor will follow RI Bylaws 14.020.8 to 14.050 as amended.
- 5.4.6 **Inability of the District Governor to Serve.** If during any year prior to his or her taking office as Governor, the duly elected District Governor Nominee cannot assume the office, then at the forthcoming District Conference two District Governor Nominees shall be elected, one to take office as Governor following 1 July, and the other to serve the succeeding year. All procedures will be consistent with RI Bylaws Article 14 as amended.

ARTICLE VI INDEMNIFICATION

6.1 **Indemnification.** Except as may be insured against through a liability policy maintained by the district or the member or members involved in the matter, to the full extent permitted by the Michigan Not For Profit Corporation Act as amended from time to time, or by other provisions of law, a person is covered who was or is a party or is threatened to be made a party to any threat, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative

or investigative.

6.2 **Persons entitled to indemnification.**

6.2.1 Any person who was or is a member, director or officer of the Corporation shall be indemnified by the Corporation for such person's related expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or providing.

6.2.2 Any person who is not covered by the provisions of this Article and who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law.

This coverage may be authorized from time to time by the Board of Directors and is limited should the person in this section be covered by any other insurance or indemnification protection.

6.2.3 Coverage under this Article shall inure to the benefit of heirs, executors, administrators, or successors of such person covered hereunder and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of these bylaws.

6.2.4 The indemnification provided by this Article shall only be available to the extent the person described herein is acting in good faith in a manner the person reasonably believed or be or not opposed to the best interest of Rotary District 6400 and with respect to any criminal action or proceeding, the person had no reasonable cause to believe the person's conduct was unlawful.

7.3 **Indemnification is supplemental.** Rotary District 6400 will directly pay or reimburse premiums payable to cover the directors and officers of the District in addition to and as a supplement for any coverage provided by Rotary International under its general liability insurance policy. The status, terms and conditions of liability coverage to Rotary District 6400 will be provide to the Club Treasurers at the District Training Assembly.

ARTICLE VII MISCELLANEOUS

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

7.2 **Compliance Policy and Conflict of Interest Policy.** The District 6400 Manual of Policies and Procedures shall include a Compliance Policy as well as a Conflict of Interest Policy ensuring that the District and the Corporation comply with all Federal and State of Michigan laws and regulations required of nonprofit corporations.

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

7.4 **The Articles and Bylaws Supersede Prior Bylaws and Legislation.** The Articles of Incorporation of Rotary International District 6400, Inc. filed on the July 1, 2017, and these revised Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire governing rules and regulations of the administration of District 6630 and shall therefore replace any and all governing rules and regulations previously enacted by the unincorporated association known as District 6400. A Manual of Procedures shall be created. Upon adoption, the Board of Directors shall ensure that the District 6400 Manual of Procedures be maintained, updated, and available to Club Leadership.

7.5 **Robert's Rules of Orders.** *Robert's Rules of Order*, as currently published by the Robert's Rules Association, governs this corporation and all parliamentary situations that may arise and which are not otherwise addressed by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. *Robert's Rules of Order* notwithstanding, all Ex Officio members described in these By-Laws of District 6400 shall be non-voting.

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

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

ARTICLE VIII AMENDMENTS

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

- 8.1.1 **At the Annual Meeting.** These Bylaws may be amended at the Annual Meeting, where a quorum is present, by a majority vote of the Clubs present and voting provided that no amendment shall be considered unless it has been submitted in writing to the District Governor at least sixty (60) days before the Annual Meeting, and provided further that the District Governor shall give notice of such proposed amendment to all of the clubs at least forty-five (45) days before the Annual Meeting of the members. The Annual Meeting shall take place at the District Conference.
- 8.1.2 **Eligible Proposer.** Any active club in the District, the District Governor, the District Governor-elect, or the Board may propose an amendment to these Bylaws.
- 8.1.3 **Proposed Amendments.** Proposed amendments published in accordance with the above may be amended by approval of two-thirds of those present and voting. Voting must be in person at the meeting by a qualified delegate who is authorized by their Club to do so.
- 8.1.4 **Vote by Ballot-by-Mail.** If the Board so chooses, these Bylaws may be amended by Ballot-by-Mail of the Members if a majority of the votes cast are cast in favor of the proposed amendment. Each Member shall have that number of votes as otherwise set forth in Section 2.5.1 of these Bylaws as if delegates were voting at the Annual Meeting. Each Member must cast all of its votes as a block. The proposed amendment must have been submitted in writing to the District Governor at least 60 days before the date of the Ballot-by-Mail vote, and *provided further* that the District Governor shall have given notice of such proposed amendment to all of the Members at least 30 days before the date of the Ballot-by-Mail vote.
- 8.1.5 **Amendment Limitation.** Unless Michigan or federal law requires it to do so, the District may not adopt any amendment to these Bylaws that conflicts with the Constitution, Bylaws or policies of Rotary International.

8.2 **Effective Date.** Amendments to the Bylaws shall be effective on July 1st following the Annual Meeting at which they were adopted, unless otherwise specifically stated in such amendment.