



2020 Annual Meeting Rotary International District 6450, Inc.

May 30, 2020

8:45 AM – Delegate Registration

9:00 AM – Meeting Begins

Via Zoom

1. Call to Order — debi Ross, District Governor
 - a. Confirmation of Quorum – Conor Gee, Secretary
 - b. Welcome and Introductions
2. Memorial Service – Kathy Rak
3. Awards for Outstanding Service to the District & Give Away Baskets – Part 1
4. Voting Procedures and Delegates – Conor Gee, Secretary -- Exhibit A
5. Approval of the 2019 Annual Meeting Minutes – Conor Gee, Secretary -- Exhibit B
[Zoom Poll – all present may vote]
6. Resolutions and Elections — Conor Gee, Secretary
 - a. **Resolution:** To confirm the Board of Director's endorsement of the Governor Nominating Committee's selection of Ade Onayemi, member of the Rotary Club of Oak Park/River Forest, as District Governor for 2022-2023.
See bio on page 3 of Agenda.
[Delegates only vote – use link in Chat.]
 - b. Announce new members of the Board of Directors. See page 3 of Agenda.
 - c. **Election:** For the District representative to serve on the Rotary International Council on Legislation, serving from July 2020 to June 2023.
Candidates:
Ron Broida
Pedro Cevallos-Candau
Osei David Andrews Hutchinson
Scott McAdam
Pat Merryweather
David Templin

[Delegates only vote – use link in Chat.]
Vote for one (1) candidate. The candidate receiving the greatest number of votes will be the District's representative. The candidate with the next highest number of votes will be the alternate.
 - d. Awards for Outstanding Service to the District & Give Away Baskets – Part 2

- e. **Election:** For the District representative to serve on the Zone Nominating Committee for Rotary International Director.

Candidates:

PDG Pedro Cevallos-Candau
PDG Osei David Andrews Hutchinson
PDG Scott McAdam

[Delegates only vote – use link in Chat.]

Vote for one (1) candidate. The candidate receiving the greatest number of votes will be the District's representative. The candidate with the next highest number of votes will be the alternate.

7. Treasurer's Report – Bret Mitchell

- a. Report on 2019-2020 Rotary Year -- Exhibit C
b. Proposed Budget for Fiscal 2020-2021, Beginning July 1, 2020 -- Exhibit D

Resolution: To approve the Proposed Budget for the Rotary Year 2020-21.

[Zoom Poll – all present may vote]

8. District Rotary Foundation Committee Report – Rachel Ossyra -- Exhibit E

9. Awards for Club of the Year and President of the Year & Give Away Baskets

10. Proposed Bylaws Amendments – Chuck Corrigan -- Exhibit F

Resolution: to approve the proposed Bylaws Amendments.

[Zoom Poll – all present may vote]

11. **Resolution:** To ratify the Board of Directors' selection of the members of the District Governor Nominating Committee for District Governor for 2023-2024:

Slate of Candidates:

Linda Kemp, Aurora
Manon Lyketsos, Lakeview
Tom Norton, Hinsdale
Chris Olson, Aurora Sunrise
Debbie Mascitti, Woodridge
Mera Johnson, Montgomery
Mel Smith, Chicago Southeast
debi Ross, Orland Park
Pedro Cevallos, Rotary/One

Alternates:

Rachel Ossyra, Naperville
Marshall Schmidt, Rotary/One
Steven Smutny, Chicago Near South
Martha Herrera, Chicago World Nations
Paul Donohue, Homewood
Ryan Lawrence, Bolingbrook

[Delegates only vote – use link in Chat.]

12. Awards for Rotarian of the Year & Give Away Baskets

13. Announcements
Announce June 24 & June 29

14. Adjournment



Adekunle (Ade) Onayemi **Proposed District Governor 2022-2023**

Ade Onayemi has been a member of the Rotary Club of Oak Park-River Forest since 2005. A Rotarian of the Year (ROY) at his club, he served on the board and various committees, assisting with the Interact club, presiding over membership, and the annual dictionary project. In 2014, as Club President, he initiated the club's flagship event that promotes Rotary in the community and tripled fundraising. He has served the District as an Assistant Governor and is currently a member of the board, Chair of the Youth Services Committee, and board liaison on the District Strategic Planning Task Force.

A graduate of the UIC School of Architecture, Ade is a licensed architect with over thirty-eight years of experience in the practice of architecture. He is the president of Urban Resource, Inc., Architects and Planners, an award-winning Chicago architectural firm. His firm maintains contracts with the State of Illinois, Capital Development Board, The Field Museum of Natural History, and various private enterprises throughout the Chicagoland area.

A former adjunct instructor at Triton College in River Grove, Ade has volunteered for educational organizations in the Oak Park, Austin, and neighboring communities of Chicago for many years. He is a former member and past President of the Board of Education in Oak Park Elementary School District #97. He was a Vice-Chairman of ED-RED, an Illinois school lobby organization representing 300,000 children in high school & elementary districts, and Special Ed Co-ops and ISCs in Suburban Cook, Lake, and DuPage Counties.

Within the Austin community, Ade provided mentoring opportunities for children and adults. He was a founding member and Vice-Chair on the Board of Directors for the Austin Business and Entrepreneurship Academy, located in the Austin High School Complex. He also serves as Chair Emeritus on the Board of Directors for the Austin African American Business Network, Inc., a non-profit organization responsible for pooling resources to bring about effective social and economic change in the Austin community.

Ade and his wife Kathy are both Paul Harris Fellows. They are residents of Oak Park, where Ade serves as a Township Trustee. They have two adult married children, Justin and Christine, and five grandchildren, two of whom are Interactors. The family is very supportive of the Rotary Youth Exchange program and has hosted a student from Finland.

2019-2020 DISTRICT BOARD OF DIRECTORS

debi Ross, *Orland Park*
Governor

Bret Mitchell, *Joliet*
Treasurer

Conor Gee, *ROTARY/One*
Secretary

Chuck Corrigan, *Naperville Downtown*
Governor-Elect

Jane Hopkins, *Joliet*
Governor-Nominee

Pedro Cevallos-Candau, *ROTARY/One*
Immediate Past Governor, 2018-2019

Retiring from the Board June 30, 2020
Pedro Cevallos, *ROTARY/One*
Bonnie Sanchez Carlson, *Chicago Near South*
Steven Smutny, *Chicago Near South*

Adekunle Onayemi, *Oak Park/River Forest*
Governor Designate

Bonnie Sanchez Carlson, *Chicago Near South*

Mera Johnson, *Montgomery*

Chris Olson, *Aurora Sunrise*

Steven Smutny, *Chicago Near South*

Linda Yates, *LaGrange*

David Phelps, *ROTARY/One*
Chief Administrative Officer
Ex-Officio, non-voting

New Board Members
July 1, 2020 – June 30, 2022
Rachel Ossyra, *Naperville*
Manon Lyketsos, *Lakeview*
Chris Olson, *Aurora Sunrise*

Rotary International District 6450
2020 Annual Meeting
Club Delegates

Club Number	Club Name	Club Members as of 1/1/2020	Voting Formula = #/25 rounded up, no less than 1	Number of Delegates
3154	Aurora	40	1.6	2
29728	Aurora Sunrise	29	1.16	1
24235	Bensenville	17	0.68	1
3156	Blue Island-Crestwood	12	0.48	1
3157	Bolingbrook	26	1.04	1
3158	Bradley-Bourbonnais	29	1.16	1
52540	Brookfield-Riverside	8	0.32	1
66174	Channahon-Minooka	23	0.92	1
3161	Chicago	137	5.48	5
86797	Chicago Cosmopolitan	33	1.32	1
22369	Chicago Financial District	14	0.56	1
3162	Chicago Heights - Park Forest	28	1.12	1
70534	Chicago Lakeview	35	1.4	1
85182	Chicago Little Village	12	0.48	1
27643	Chicago Northwest	11	0.44	1
3191	Chicago O'Hare	26	1.04	1
50248	Chicago Southeast, Chicago	12	0.48	1
89700	Chicago World Nations	26	1.04	1
79311	Chicagoland Lithuanians (Westmont)	27	1.08	1
62153	Chicago-Near South	12	0.48	1
3163	Cicero	9	0.36	1
24867	Countryside	13	0.52	1
3164	Darien	26	1.04	1
3166	Downers Grove	53	2.12	2
3168	Elmhurst	41	1.64	2
3173	Hinsdale	45	1.8	2
3174	Homewood	35	1.4	1
3175	Joliet	124	4.96	5
3176	Kankakee	18	0.72	1
3177	La Grange	26	1.04	1
82298	Lemont-Homer Glen	18	0.72	1
3179	Lisle	17	0.68	1
3180	Lockport	21	0.84	1
3181	Manteno	25	1	1
3182	Matteson	15	0.6	1
3183	Maywood-Proviso	33	1.32	1
90532	Melrose Park Cosmopolitan	20	0.8	1

Rotary International District 6450
2020 Annual Meeting
Club Delegates

Club Number	Club Name	Club Members as of 1/1/2020	Voting Formula = #/25 rounded up, no less than 1	Number of Delegates
86835	Montgomery	18	0.72	1
3193	Moraine Valley (Palos Hills)	13	0.52	1
3185	Morris	15	0.6	1
3186	Naperville	121	4.84	5
88709	Naperville - After Dark	19	0.76	1
75222	Naperville Downtown	21	0.84	1
28034	Naperville Sunrise	37	1.48	1
27710	New Lenox	28	1.12	1
3196	Norridge-Harwood Heights	13	0.52	1
3187	Oak Brook	21	0.84	1
3188	Oak Forest	21	0.84	1
86137	Oak Lawn Healthcare	11	0.44	1
3190	Oak Park-River Forest	74	2.96	3
3192	Orland Park	35	1.4	1
60817	Oswego	21	0.84	1
3195	Plainfield	17	0.68	1
53311	Romeoville	21	0.84	1
89673	The Southland (Richton Park)	8	0.32	1
3197	Tinley Park-Frankfort	11	0.44	1
3198	Western Springs	17	0.68	1
3199	Westmont	33	1.32	1
3200	Wilmington	20	0.8	1
26367	Woodridge	33	1.32	1
District Total:		1724		78

Each Member Club shall select, certify, and send to the Annual Meeting at least one delegate. Any Member Club with a membership of more than 25 shall be entitled to one additional delegate for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semi-annual payment which proceeds the date on which the vote is to be held. ... A delegate must be present at the Annual Meeting to vote.

Rotary International District 6450, Inc.
01 Statement of Financial Position
As of June 30, 2019

	Jun 30, 19	Jun 30, 18	\$ Change
ASSETS			
Current Assets			
Checking/Savings			
Chase Bank - Grants	13,754	9,581	4,174
Chase Bank - Operating	34,701	134,328	-99,627
Huntington Nat Bank CD - 19 Mo	50,890		50,890
Huntington Nat Bank CD2 - 19 Mo	50,890		50,890
Total Checking/Savings	150,235	143,909	6,326
Accounts Receivable			
Accounts Receivable	4,451	792	3,659
Annual Dues	1,258	1,320	-62
Total Accounts Receivable	5,709	2,112	3,597
Other Current Assets			
*Undeposited Funds		328	-328
Charitable Foundation Loan	100,000	100,000	
Prepaid Expenses			
Deposits	27,342	21,119	6,224
Prepaid Expenses - Other	4,431		4,431
Total Prepaid Expenses	31,773	21,119	10,655
Total Other Current Assets	131,773	121,447	10,327
Total Current Assets	287,716	267,467	20,249
TOTAL ASSETS	287,716	267,467	20,249
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable			
Accounts Payable	9,731	3,376	6,355
Total Accounts Payable	9,731	3,376	6,355
Other Current Liabilities			
Due to P&J Harris Home Fdn	2,925		2,925
Due to Rotary Cigar Fellows	1,113	1,103	10
Prepaid Income			
District Conference 2019		1,910	-1,910
District Conference 2020	800		800
White Sox Fun Day	5,225	1,668	3,557
Total Prepaid Income	6,025	3,578	2,447
SAS Gift Certificates	700	1,100	-400
Total Other Current Liabilities	10,763	5,781	4,982
Total Current Liabilities	20,494	9,157	11,337
Total Liabilities	20,494	9,157	11,337
Equity			
Opening Balance Equity	193,354	193,354	
Temp. Restricted Net Assets			
Brian Andersen RYLA Fund	700	700	
Highway Marketing	700	700	
New Generations Rotaract		292	-292
Peace Committee	377	377	
Youth Programs	16,571	13,204	3,367
Total Temp. Restricted Net Assets	18,348	15,273	3,075
Unrestricted Net Assets	49,683	42,835	6,848
Net Income	5,837	6,848	-1,011
Total Equity	267,222	258,310	8,912
TOTAL LIABILITIES & EQUITY	287,716	267,467	20,249

Rotary International District 6450, Inc.
04 Summary Statement of Financial Income and Expense
 July 2018 through June 2019

	Jul '18 - Jun 19	Jul '17 - Jun 18	\$ Change
Ordinary Income/Expense			
Income			
CLUB DUES & FEES	185,511	189,437	-3,926
DISTRICT CONFERENCE	31,007	29,725	1,282
GOVERNANCE	3,984		3,984
OFFICER RI REIMBURSEMENT	9,364	10,404	-1,040
ROTARY INTL DISTRICT GRANTS	63,073	71,697	-8,624
THE ROTARY FOUNDATION		1,864	-1,864
White Sox Game	12,615	17,087	-4,472
YOUTH SERVICE	83,960	72,230	11,730
Total Income	389,515	392,444	-2,929
Gross Profit	389,515	392,444	-2,929
Expense			
ASSISTANT GOVERNORS Exp	1,169	3,463	-2,294
CLUB SUPPORT Exp	2,450	6,950	-4,500
COMMUNICATIONS & PR Exp	10,681	9,544	1,137
DISTRICT CONFERENCE Exp	59,345	60,444	-1,099
FINANCE & ADMINISTRATION	58,003	58,823	-820
GOVERNANCE LEADERSHIP MTGs	6,880	9,374	-2,494
LEADERSHIP DEVELOPMENT Progs	59,160	51,944	7,216
ROTARY INTL GRANT MANAGEMENT	62,927	71,697	-8,770
THE ROTARY FOUNDATION Exp	381	2,024	-1,643
TRAVEL - OFFICERS	23,274	21,895	1,379
White Sox Game for Polio	12,515	17,168	-4,653
YOUTH SERVICE Progs	81,430	70,659	10,771
Total Expense	378,215	383,985	-5,771
Net Ordinary Income	11,300	8,459	2,841
Other Income/Expense			
Other Income			
Empower Leaders Income	4,024		4,024
Interest	1,779		1,779
Miscellaneous Revenue	2,673	2,079	594
Total Other Income	8,476	2,079	6,397
Other Expense			
Contingency	4,737	3,690	1,047
Empower Leaders Expenses	4,024		4,024
Membership Development Fund	5,178		5,178
Total Other Expense	13,939	3,690	10,249
Net Other Income	-5,463	-1,611	-3,852
Net Income	5,837	6,848	-1,011

Income:		2020-21:	Comments:
Club Charges:			
	Dues: Per Capita Club Dues	194,500	Four tiers: 135, 115, 105, 95; 1750 members
	TOTAL:	194,500	
District Conference: Registrations - all conference		16,000	80 x \$200
	Registrations - ala carte	12,000	120 X \$100
	TOTAL:	28,000	
Rotary International	District Governor	9700	Allowance from Rotary for Dist. Governor expenses
Youth Services	RYLA	32,000	
	Event Fees	1,500	Holiday Weekend
	Other income	3,500	
	Inbound Fees	7,000	
	Outbound Fees	21,000	
		65,000	
Rotary Foundation District Grant		80,000	District Grant from the Rotary Foundation
Rotary Foundation Dinner		7,500	
White Sox Game		15,000	
Leadership Events		1,000	Holiday party, other events
Interest		2,250	Certificate of Deposit interest
TOTAL INCOME:		402,950	
Expenses:			
Officer Expenses:			
	Governor: RI Convention	6,500	Travel, hotel, registration, meals
	Club Visits & Expenses	7,000	Travel, meals, other expenses
	District Conference	400	Registration & hotel
	YE	800	Central States travel, hotel, registration, meals

Awards	2,000	Pins, certificates, etc.
TOTAL:	16,700	
Governor-Elect: RI Convention	6,500	Travel, hotel, registration, meals
Travel	1,000	Club visits, other Rotary events
PETS	600	Registration & hotel
YE	800	Central States travel, hotel, registration, meals
District Conference	400	Registration & hotel
Awards	1,000	International Assembly pins & gifts
TOTAL:	10,300	
Governor Nominee: PETS	600	Registration & hotel
District Conference	400	Registration & hotel
Travel	750	Club visits, other expenses
TOTAL:	1,750	
Governor Designee: PETS	600	Registration & hotel
District Conference	400	Registration & hotel
Travel	250	
TOTAL:	1,250	
Chief Administrative Officer: District Conference	400	Registration & hotel
Immediate PDG:	200	Travel, misc. expenses
District Secretary:	500	District Conference registration, misc. expenses
District Treasurer:	500	District Conference registration, misc. expenses
Assistant Governors: Meetings:		
July	300	Food & room charges
September	300	Food & room charges
November	300	Food & room charges
February	300	Food & room charges
District Conference:	3,600	(Registration for each AG)
Per Club Stipend:	3,050	(\$50/club)

	PETS:	3,600	(Saturday registration for each AG)
		11,450	
Board of Directors:	Board Only Meetings	2,000	(5 meetings)
	With Committee Chairs	4,000	(5 meetings)
	Leadership Team Meetings	2,000	
		8,000	
Club Presidents Roundtable:	Meetings:	3,000	(50 attendees per meeting, 4 meetings, \$15/person)
Rotarian Training:			
	All District Rotarians: Vibrant Club Seminar	600	Food & room charges
	Spring Training	3,500	Food & room charges
	Fall Training	3,500	Food & room charges
	Total:	7,600	
	Zone: Hotels	5,250	DG DGE+1 DGN DRFCC Membership, Public Image, Training
	(8 people) Travel	2,000	Airfare
	(Houston) Registration & Food package	5,500	
	District Assessment to Zone	500	
		13,250	
	Zone DLS: Hotels	2,400	DG DGE DGN DRFCC, Membership, Training, Grants, Public Image
	(8 people) Travel	3,000	
	(Des Moines) Registration	1,350	
		6,750	
President Elect Training: registration fees		20,150	(60 presidents-elect X \$325 + staff support)
(60 Club PE's) hotel		12,600	(60 presidents-elect X 2 nights X \$105/night)
portfolios, printing, banners, pins		2500	
		35,250	
Pre-PETS Training: Food & room charges		900	3 regional meetings
(60 Club PE's)			

Committee Expenses:

Public Image Committee: ClubExpress/replacement	10,000	District and Club websites, communications software & subscriptions
Awards/Recognition	300	
Meetings	150	Food & room charges
Other	1,000	
Total:	11,450	
Foundation Committee: Dinner:	7500	
Meetings:	400	(Monthly meetings - 10 @ \$40)
Grants Backup:	300	
Chair stipend	200	
Awards:	200	
Grants Training:	300	(Grants Management, District Grants Training)
	8,900	
Nominating Committees: DG Nom. Committee	150	Meeting expenses
Board Nom. Committee	100	Meeting expenses
	250	
Audit Committee:	100	Meeting expenses
Bylaws Committee:	100	Meeting expenses
Finance Committee:	200	Meeting expenses
Membership Committee: Meetings:	250	Meeting expenses
Chair Stipend:	200	
	450	
New Club Committee: Meetings:	250	Meeting expenses
Chair Stipend:	200	
	450	
Club Support Committee:	200	Meetings, supplies, software
Chair Stipend:	200	
	400	

Administrative Expenses:	Bonds	800	
	Postage, Mailing	500	
	Printing & Copying	2,000	
	State Reporting	30	
	Supplies	250	
	Credit Cards & Bank Fees	1,800	Purchasers to pay transaction costs
	GoToMeeting/Zoom	400	
	TOTAL:	5,780	
District Administrator Expenses:	Administrator's fee	45,000	
	CAO reimbursible expenses	1,000	Mileage, permitted out-of-pocket expenses
	TOTAL:	46,000	
District Events:			
District Holiday Party: Service project		1,000	Stockings and supplies
PDG Dinner: Food		1,000	District support of dinner
EmpowerLeaders:		0	No event in 2020-21
White Sox Game: Tickets		13,000	
PolioPlus		2,000	Donation of net proceeds
		17,000	
District Conference	Venue	6,000	
	A/V	4,000	
	Printing - Program, Materials	2,000	
	Speaker Expenses	6,000	
	Food	25,000	
	Entertainment	3,000	
	Supplies	1,000	
	Registration	1,000	
	Planning meetings	500	
	TOTAL:	48,500	
Youth Services	RYLA	31,000	
	Inbound expenses	8,000	
	Outbound expenses	11,000	
	Background checks	1,000	

Central States	8,000	
Other expenses	4,500	
	<div>63,500</div>	(Equal to Youth Services income)
District Grants	78,000	District Grants to Clubs
Other Expenses:		
Paul Harris Home: Annual Donation	2,000	General support, use of Paul Harris Home
Paul Harris Memorial: Annual Donation	1,000	General support
Contingency:	1,070	Unexpected expenses
	<div>402,950</div>	
TOTAL EXPENSES:		Total Expenses
INCOME less EXPENSES:	0	Net Income

To: Members of Rotary International District 6450, Inc.

Re: Proposed District 6450 By-Law Amendments

Submitted for your consideration at the Annual Meeting are the following proposed amendments to the District By-Laws, which have been reviewed by the District Board:

	Proposed Amendment	Reason
1	Section 1.02.02 – Insert “ District wide activities such as”	Consistent with current practice
2	Section 1.02.03 – Insert “District 6450”	Clarification.
3	Section 2.02 – Change “that is sent to RI as the official membership of the Club” to “that is shown on Rotary International’s most recent invoice to the Member Club”	Brings up to date to current practice.
4	Section 2.02 – Delete “Dues shall be due and payable 15 days after the billing statement is mailed to the Member.”	Current practice allows 30 days to pay. Time for payment can be set on the invoice. Mailing is not required, but can be sent by any efficient means.
5	Section 2.03 – Delete “It shall normally be held during the District Conference.”	Annual meeting at District Conferences tend to be rushed. This allows for a separate meeting date with more time for discussion and consideration of proposals.
6	Section 2.03 – Change 30 to 45; delete “but not more than 60.”	Increased amount of notice to Member Clubs.
7	Section 2.04.03 – change “when held at a District Conference, a quorum shall exist if one-fifth of the delegates in attendance at the District Conference are present at the Annual Meeting. If the Annual Meeting is held at a time other than the District Conference, one-third of the members must be represented for a quorum” to “fifty percent of the Member Clubs must be represented for a quorum.”	Creates standard quorum for Annual Meeting whether or not at a District Conference. Increased the minimum number of Clubs required for a quorum to exist.
8	Section 3.01 – Change “seven to eleven” to “up to twelve”	Increases participation in District leadership by Clubs.
9	Section 3.01 – Add: “If the person selected as District Governor Nominee Designate is not currently a member of the Board, that person may be added as a voting member to the Board in February, and the number of Directors may be increased by one to allow that person to serve as a Director.”	Conforms to current practice.
10	Section 3.05.07 – Change “a majority” to “fifty percent”	Consistent with proposal for Annual Meeting quorum

11	Section 3.07 – Change “District Conference” to “Annual Meeting”	Clarification as to when action may be taken
12	Section 3.07 – Add: “Votes may be taken by remote communication.”	Expressly permits voting via Zoom or similar platform or via email or text
13	Section 4.01 – Add “voting” after “ <i>ex-officio</i> ”	Clarifies DG role on committees
14	Section 4.02 – Add “voting” after “ <i>ex-officio</i> ”	Clarifies DGE role on committees
15	Section 4.03 – Add “Designate”	Clarification
16	Section 4.04.01 – Delete “The District Governor shall determine the amount of the bond” and add “The amount of the bond shall be set by the Board.”	Provides for the Board to set the Treasurer and CAO bond amount instead of the District Governor acting alone
17	Section 4.06 – Add: “The Chief Administrative Officer shall be appointed by the District Governor, with the concurrence of the District Governor Elect and District Governor Nominee, for a term of no more than three years, which may be renewed for an additional three-year term.”	Current by-laws have no provision for the appointment of a CAO nor any limit to a CAO’s term of office.
18	Section 4.06.01 – Replace “Chief Administrative Officer” with “District Administrator”; replace “best practices” with “Policies and Procedures”	Clarification of roles
19	Section 4.06.02 – Delete all and replace with “The Chief Administrative Officer, and the District Administrator, if any, may serve as non-voting participants in District Board meetings and District committee meetings.”	Clarifies roles. Allows for both an officer (CAO) position and a separate non-officer (District Administrator) position, if desired.
20	Section 4.06.03 – move placement of “non-voting”	Clarification
21	Section 4.06.06 – Delete and replace with: “The District Governor may negotiate a contract with a District Administrator, subject to approval by the Board. The Chief Administrative Officer may also serve as District Administrator.”	Simplifies process. If the CAO is a volunteer, no contract is needed. If the CAO serves as the District Administrator, and is paid, the contract is subject to approval by the Board.
22	Section 5.03 – change “45” to “thirty (30)”	Permits Clubs additional time to nominate candidate for the position
23	Section 6.01 – Add “Youth Service”	Include additional committee
24	Section 6.01.01 – Change “District Conference” to “Annual Meeting”	Clarification as to when action may be taken
25	Section 6.01.01 – Change “two” to “three consecutive”; delete “next”; add “in any year”	Extend potential length of service of committee chairs

26	Section 6.02 – Change “Audit” to “Financial Review”; add “while serving on the Financial Review committee”; change “by September 1” to “no later than December 1 st ”; change “by the following October 1” to “within one (1) month of the report from the Financial Committee”	Clarifies that the Committee reviews the District’s finances. But does not conduct an actual audit; extends the time that the committee’s work is done in light of the need to wait until final year-end numbers are available; allows committee members to serve on other committees once the committee’s work is completed
27	Section 6.03 – Delete subsections listing the Purpose, Composition, and Responsibilities of the Committee	The Committee is governed by Rotary International’s Rules and Procedures for District Conferences, and any direction and instructions from the District Governor
28	Section 6.04.03 – Delete all and replace with: “Review the District finances on a monthly basis and help the District Treasurer prepare information to be presented to the Board at monthly Board meetings.”	More defined responsibilities
29	Section 6.05.01 – Change “seven” to “nine”; replace: “No members can be from the same club and no club may have a representative on the committee if there is a candidate from the same club” with “No committee member may participate on the nominating committee if there is a candidate from that committee member’s Club. Only one committee member can be from the same Club.”; add: “No relative, partner or spouse of a candidate may participate on the nominating committee.”; add “a minimum of”	Increases potential size of committee to add diversification of its members. Adds clarity to avoid conflicts.
30	Section 6.05.02 – Add: “Should a member of the nominating committee be unable or unavailable to serve, and if there are no ratified alternates available, then the District Governor may appoint a replacement member of the nominating committee, subject to consent of the Board if time permits.”	Provides for the common occurrence of unavailable committee members.
31	Section 6.05.03 – Add “and interview”; delete “and propose the best”	Reflects current practice. Deletes undefined term “best”
32	Add: “Section 6.07 Youth Service Committee. ” [Include definition of committee.]	Defines the Youth Services Committee and its responsibilities
33	Section 9.01.02 – Add: “For the purposes of this Article, Ballot by Mail may be defined as a ballot by postal service or electronic mail.”	Adds flexibility of email for voting.
34	Article Ten – Delete	No longer needed.



**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6450, INC.**

PREAMBLE

The Rotary clubs within District 6450 of Rotary International have adopted these Bylaws. Rotary International District 6450, Inc. is formed as a corporation in order to continue the legal existence of the unincorporated non-profit association of Rotary clubs in metropolitan Chicago that was known as "District 6450, Rotary International."

**ARTICLE ONE
NAME AND OBJECTIVES**

1.01 Name. The name of this corporation shall be Rotary International District 6450, Inc. It is referred to at times in these Bylaws simply as "Rotary District 6450," "District 6450," the "District," and the "Corporation."

1.02 Objectives.

1.02.01 To provide structure for Rotary clubs within the District as assigned by Rotary International (herein "RI"); to provide support to these Rotary clubs in their shared pursuit of programs and activities that promote the Object of Rotary; and to encourage, promote, extend, and supervise Rotary International initiatives throughout the territory assigned to it by RI.

1.02.02 To conduct District wide activities such as District Conferences and training programs in support of Member Club needs.

1.02.03 The District recognizes the value of diversity within individual clubs. Rotary District 6450 encourages clubs to assess those in their communities who are eligible for membership, under existing membership guidelines, and to endeavor to include the appropriate range of individuals in their clubs. A club that reflects its community with regard to professional and business classification, gender, age, religion, and ethnicity is a club with the key to its future. Likewise, the District embraces this diversity when organizing and conducting its affairs.

1.02.04 To conduct and/or give support to collaborative projects and activities that are consistent with its non-profit purposes and the Object of Rotary, as defined by RI.

1.02.05 To hold, manage, sell, and lease personal and real property and to invest and re-invest corporate funds in any type of property or security which the Board of Directors may deem advisable whether or not such investments are of the type or character authorized by the Laws of the State of Illinois for the investment of trust funds, and to enter into such contracts and execute such conveyances, instruments, and releases as may be necessary and proper to carry out the objects and purposes of the Corporation.

1.02.06 To engage in any other permitted activities for corporations exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or as may be subsequently amended).

1.02.07 To continue without break the legal identity of an unincorporated non-profit association of Rotary clubs in eastern Illinois that was a District of RI and was known as "District 6450, Rotary International."

1.03 Tax-Exempt Status. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE TWO

MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

2.01 Members. The Members of the Corporation (herein "Members or Member Clubs or Club Members") shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 6450 pursuant to the Bylaws of RI. The addition or removal of a club or clubs from District 6450 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 lower case).

2.02 Dues. Each Member Club shall pay semi-annual per capita dues to the District at the rate established at the Annual Meeting immediately before the year in which the dues are payable. The membership on which the per capita dues are based shall be the local Member Club membership number on July 1, and for the second billing the membership number as of January 1, that is shown on Rotary International's most recent invoice to the sent to RI as the official membership of the club. ~~Dues shall be due and payable 15 days after the billing statement is mailed to the~~ Member Club.

2.03 Annual Meeting. The Annual Meeting of the District is the formal annual business meeting of the District. ~~It shall be normally held during the District Conference.~~ The Board shall establish the time or place for the Annual Meeting. It shall send to the Members written or electronic notice of the time and place of the Annual Meeting at least ~~4530 days, but not more than 60 days,~~ before the date of the meeting. All resolutions to be submitted to the Annual Meeting shall be originated by a Member Club, the District Governor, the District Governor-Elect, the District Governor-Nominee or the Board. All resolutions shall be reviewed by the Board for recommendation to the Annual Meeting.

2.04 Voting at Annual Meeting.

2.04.01 Delegates. Each Member Club shall select, certify, and send to the Annual Meeting at least one delegate. Any Member Club with a membership of more than 25 shall be entitled to one additional delegate for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the club as of the date of the most recent semi-annual payment which proceeds the date on which the vote is to be held. However, any Member Club whose membership in RI has been suspended by the board of RI shall not be entitled to any delegates. Each delegate must be a member of the club. A delegate must be present at the Annual Meeting to vote.

2.04.02 Voting Procedures at Annual Meeting.

(a) **Delegates Only.** The following issues shall be voted on only by delegates: (1) the election of the District Governor-Nominee; (2) the election of a member of the nominating committee for RI Director-nominee; (3) the composition and terms of reference of the nominating committee for District Governor-Nominee; (4) the election of the District's Representative and Alternate Representative to the Council on Legislation; and (5) the decision as to the amount of the District dues, if presented. For the election of the District Governor-Nominee, all votes from a Member Club with more than one vote shall be cast for the same candidate.

(b) **Members in Good Standing.** Every member of a club who is present and in good standing, whether or not a delegate, shall be entitled to vote on all other matters submitted to a vote at such Annual Meeting. However, any delegate shall have the right to demand a poll upon any matter presented to the Annual Meeting. In such cases, voting shall be restricted to delegates.

2.04.03 Quorum. With respect to votes by delegates at the Annual Meeting, 50% of the Member Clubs must be represented for a quorum. when held at a District Conference, a quorum shall exist if one-fifth of the delegates in attendance at the District Conference are present at the Annual Meeting. If the annual meeting is held at a time other than the District Conference, one-third of the Member Clubs must be represented for a quorum.

2.05 Special Meetings. The Board may call a special meeting of the Member Clubs. The Board shall send written or electronic notice of the time and place of any special meeting at least 10 days before the date of such special meeting.

2.06 Business of the Annual Meeting. Subject to the restrictions set forth in Section 2.04, the business that may be conducted at the Annual Meeting shall include:

2.06.01 Election of the District Governor-Nominee, the District's Representative and Alternate Representative to the Council on Legislation, and the District's member to the Nominating Committee that selects a Director-nominee of RI;

2.06.02 Consideration of any amendments to the Articles of Incorporation or Bylaws that are properly submitted;

2.06.03 Consideration of all resolutions that have been properly submitted; and

2.06.04 Other business as shall properly come before the Annual Meeting.

ARTICLE THREE **BOARD OF DIRECTORS**

3.01 Number and Qualifications. A Board consisting of ~~seven to eleven~~ up to twelve Directors shall oversee the business and affairs of the District. Only active member Rotarians, as defined by RI, who are members in good standing of clubs in the District are eligible to serve as Directors. If the person selected as District Governor Nominee Designate is not currently a member of the Board, that person may be added as a voting member to the Board in February, and the number of Directors may be increased by one to allow that person to serve as a Director.

3.02 Composition. The Board shall be composed of the District Governor, the District Governor-Elect, the District Governor-Nominee, the Treasurer of the District, the Secretary of the District and the most immediate and available Past District Governor of District 6450 who are active members of a

Rotary club within the District. The District Governor-Designate may serve as a Director, appointed by the board, once selected by the nominating committee. The District Governor shall serve as the Chairperson. All other Director positions will be at large with a maximum of 5 at large members.

Subject to Section 3.03, a Director shall serve for so long as he or she occupies one of the positions within District 6450 listed in this Section 3.02. In the event a Director no longer occupies one of the positions listed in this Section 3.02, the Director is automatically removed as Director, without ratification of the Board. At large members of the board shall serve for terms of two years and no more than two consecutive terms. At large member terms shall be staggered in even and odd years.

3.03 Appointment of Successor Past District Governor. In the event of the death, removal, or resignation of the most immediate Past District Governor serving on the Board, or in the event any such Past District Governor is no longer an active member of a Rotary club of District 6450, the District Governor may appoint any Past District Governor of District 6450 to fill the former Director's unexpired term.

3.04 Election to and Removal from the Board. The Board will annually post among members of the District vacancies that exist on the Board, giving sufficient notice so as to enable interested parties to be considered for election. The Board will designate a nominating committee of three to five members to propose new Directors at large for Board approval. The nominating committee may include non-Directors. The Board may only accept or reject Directors presented for election. The Board may, by a majority vote of the Directors, vote to remove any Director for cause.

3.05 Board Meetings.

3.05.01 Time; 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 3.05.02 that a meeting of the Board shall be held solely by means of remote communication.

3.05.02 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 3.05.04, 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.

3.05.03 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.

3.05.04 Calling Meetings; Notice. The District Governor or any three Directors may call a Board meeting by giving at least fifteen (15) 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 (i) if by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or

(iii) if 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 revocation of the consent.

3.05.05 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.

3.05.06 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.

3.05.07 Quorum. ~~A majority~~ Fifty Percent of the Directors currently holding office present at a meeting is a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

3.05.08 Voting. At all meetings of the Board, each Director shall have one (1) vote.

3.06 Act of the Board. The Board of Directors shall take action by the affirmative vote of (i) a majority of the Directors present at a duly held meeting at the time the action is taken, or (ii) a majority of the minimum proportion or number of Directors that would constitute a quorum for the transaction of business at the meeting, unless otherwise required by these Bylaws, Illinois Statutes Chapter 302A, or by the Articles of Incorporation.

3.07 Action Without a Meeting. 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 by the ~~District Conference~~ Annual Meeting 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. Votes may be taken by remote communication.

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.

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.

3.08 Compensation. Directors shall not be compensated for their duties as Directors, except that the Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of

the District.

ARTICLE FOUR

OFFICERS

Only Active member Rotarians who are members of clubs in District 6450 shall be eligible to serve as officers, except the Chief Administrative Officer. The officers of the District shall consist of the District Governor, the District Governor-Elect, the District Governor-Nominee, the District Governor-Designate (if selected), the District Treasurer, the District Secretary, the District Chief Administrative Officer, and such other officers as the District Governor may appoint.

4.01 District Governor. The District Governor shall serve as the President and Chief Executive Officer of the District. The District Governor 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, by these Bylaws, and the District Policies and Procedures Manual. The District Governor shall serve as an *ex-officio* [voting](#) member of all District Committees *except* the Nominating Committee for the District Governor-Designate where they serve as a non-voting *ex-officio* member. The District Governor shall be elected for a one-year term in the manner set forth by the Bylaws and policies of RI, by these Bylaws, and the District Policies and Procedures Manual. The District budget shall include an allowance for the out of pocket third party expenses of the District Governor. The Board may, by majority vote, but only for cause, request the President of RI to remove a District Governor pursuant to the Bylaws and policies of RI. The District Governor shall provide a report annually to the Member Clubs and members on the state of the District.

4.02 District Governor-Elect and District Governor-Nominee. The District Governor-Elect shall serve as the First Vice President and board vice-chairman. The District Governor-Elect shall assume this office in the manner set forth by the Bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. Under normal 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* [voting](#) member of all District Committees *except* the Nominating Committee for the District Governor-Designate. The District Governor may assign other responsibilities to the District Governor-Elect, which are in addition to those proscribed by the Bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. Under normal procedures, the District Governor-Nominee shall assume the office of District Governor-Elect in the year immediately after serving as District Governor-Nominee. If the District Governor-Elect is unable to fulfill the duties of District Governor-Elect or to assume the position of District Governor, the District Governor-Nominee may, when possible, upon certification by the District Governor and with notice to all Member Clubs, assume the position of District Governor-Elect. The District Governor-Nominee shall serve as an assistant to the District Governor. The District Governor may assign other responsibilities to the District Governor-Nominee, which are in addition to those proscribed by the Bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual.

4.03 District Governor-Designate. The minimum qualifications for serving as a District Governor-Designate include membership in a club in the District for at least three years and one year of service as a club president before becoming District Governor-Elect. It is also recommended, but

not required, that the person shall have served as an Assistant Governor or shall have served as the chairperson of a District committee. The District Governor- Designate shall be elected for a term upon election in the manner set forth by the Bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. Under normal procedures, the District Governor- Designate shall assume the office of District Governor-Nominee in the year immediately after serving as District Governor-~~Nominee-Designate~~. The District Governor may assign other responsibilities to the District Governor- Designate, which are in addition to those proscribed by the Bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual.

4.04 District Treasurer. The District Governor shall appoint the District Treasurer one or more consecutive one-year terms, but it is recommended that a Rotarian not serve in this office for more than three consecutive terms. If the Treasurer is to be appointed to more than one term, the District Governor-Elect and District Governor- Nominee shall agree. The District Treasurer shall serve as custodian of all District funds. All funds, deposits, bonds, and accounts shall be designated as "Rotary International District 6450" or "Treasurer, Finance Committee - District 6450." The District Treasurer shall be responsible for the billing and collection of Member Club dues, training and conference fees and all other financial accounts receivable and payable. The District Governor may assign additional duties to the District Treasurer.

4.04.01 Bond. The District Treasurer and the Chief Administrative Officer shall be bonded. Should other officers, Directors or board designees be responsible for managing District funds they too shall be bonded. ~~The District Governor shall determine the amount of the bond. The amount of the bond shall be set by the Board.~~ The District shall pay the cost of the bond.

4.05 District Secretary. The District Governor shall appoint the District Secretary one or more consecutive one-year terms, but it is recommended that a Rotarian not serve in this office for more than three consecutive terms. If the Secretary is to be appointed to more than one term, the District Governor-Elect and District Governor- Nominee shall agree. The District Secretary shall serve as custodian of District records and reports to Rotary International, ensure that corporate records are kept and filed with respective state and federal authorities and maintain all records of actions taken by the Board of Directors.

4.06 Chief Administrative Officer. The Chief Administrative Officer of the Corporation shall report to the Board of Directors and District Governor. The Chief Administrative Officer shall be appointed by the District Governor, with the concurrence of the District Governor Elect and District Governor Nominee, for a term of no more than three years, which may be renewed for an additional three-year term.

4.06.01 The Board may hire or contract a ~~Chief Administrative Officer~~District Administrator who shall maintain an electronic and printed copy of District ~~Policies & Procedures~~best practices.

4.06.02 The Chief Administrative Officer, and the District Administrator, if any, may serve as non-voting participants in District Board meetings and District committee meetings.~~The Chief Administrative Officer shall be a non-voting ex-officio member of the Board of Directors and any and all Committees of the Board.~~

4.06.03 The Chief Administrative Officer shall be an ex-officio non-voting member of the Finance Committee and serve as Assistant Treasurer.

4.06.04 The Chief Administrative Officer shall be responsible for safekeeping of the District records

and property, serve as an assistant secretary and shall arrange for the accounting and the transfer of these to the incoming District Governor.

4.06.05 The Chief Administrative Officer shall assist other District officers in areas working with clubs and both District officers and clubs in areas dealing with RI.

4.06.06 The District Governor may negotiate a contract with a District Administrator, subject to approval by the Board. The Chief Administrative Officer may also serve as District Administrator. The Board of Directors shall negotiate a contract with the Chief Administrative Officer for a term determined to be in the best interests of the District. This contract may include a variety of personnel in addition to the assigned Administrative Officer.

4.07 Removal from Office, Other Than the District Governor. The removal of any officer, other than the District Governor, may be made, if for cause, with a two-thirds vote of the Directors. Furthermore, if the Administrative Director is then employed pursuant to a contract, then such removal shall be subject to the terms of such contract.

ARTICLE FIVE

REPRESENTATIVE TO THE COUNCIL ON LEGISLATION

5.01 Composition. Only Past District Governors shall be eligible to serve as a representative or as an alternate representative. It is recommended that the alternate serve as the representative for the next Council on Legislation and that the past representative train and mentor the alternate representative.

5.02 Responsibilities. The elected person shall serve as the District's representative to the Council on Legislation. The representative shall:

5.02.01 Prepare a summary of the District's proposals to be considered by the Council on Legislation; and

5.02.02 Secure from the Member Clubs opinions on these proposals.

5.03 Nominations. Any Member Club that has eligible candidates may submit nominations. Nominations shall be sent to the Chairperson of the Nominating Committee at least thirty (30)~~45~~ days before the Annual Meeting. Nominations shall be certified by the Chairperson of the Nominating Committee or the President of the club making the nomination and shall state the willingness and ability of the nominee to serve in this capacity. Procedures are further defined in the Bylaws and policies of RI.

5.04 Election. Two years before the year in which the RI Council on Legislation meets, the District shall elect at its Annual Meeting a representative and one alternate. Election shall be by the duly designated voting delegates and chosen in accordance with the Bylaws and policies of RI.

ARTICLE SIX

DISTRICT COMMITTEES

6.01 General. District committees are established to support the development and growth of effective Rotary clubs in the District. Standing committees for the District include: Audit, Finance,

Nominating, Youth Service and Rotary Foundation Committees. The District committees may be designed to help the Member Clubs set annual goals which address the priorities of Rotary International, its board and legislative council. Other standing and task forces committees may be established as determined to support the Member Clubs and the administration of the District. All committees, their chairs and members are established by the Board of Directors upon ratification of District Governor appointments.

6.01.01 Appointment of Chairpersons. The District Governor-Elect shall select for appointment the chairperson of the District committees and subcommittees *except for* those committees for which these Bylaws specify a different method, for the year of their office of District Governor. The District Governor-Elect is encouraged to make these appointments before the District Conference-Annual Meeting that precedes his or her term as District Governor. Chairpersons serve for one-year terms, whenever possible chairs should be asked to serve for three consecutive ~~two~~ terms subject to the right of the ~~next~~ District Governor-Elect in any year to choose a different chairperson. Appointment of a vice chairperson is strongly encouraged as this practice promotes continuity.

6.01.02 Committee Members. All committees should be composed of at least three Rotarians who represent a cross section of clubs in the District. The District Governor-Elect or the chairperson of a committee shall appoint the new members to the committee *except for* those committees for which these Bylaws require a different method. Ideally, each member should be asked to serve a three-year term with first year "in training," second year as chairperson and third year as mentor to new chairperson and committee members. All committee members are ratified by the Board.

6.01.03 Quorum. A quorum shall consist of 50% ~~more than one third~~ more than one third of the committee members.

6.01.04 Committee Expenses. Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments are reimbursable from District funds when the expenses are included in the budget and are substantiated.

6.01.05 Special Committees. The District Governor may establish special committees. The District Governor shall appoint its chairperson and members and define the committee's scope, duties, duration, and budget, if any.

6.01.06 Ex-officio Members of Committees. *Ex-officio* members of committees shall have all the rights of committee members, including the right to vote unless specifically stated otherwise. *Ex-officio* committee members shall not count toward any required quorum.

6.02 Financial Review Audit Committee. The committee shall be composed of a Past District Governor and at least two other members, none of whom may be members of any other District Committee while serving on the Financial Review committee. The committee shall review the books of accounts of the Rotary District Treasurer for the preceding year ending June 30th. The chairperson shall submit the committee's report to the District Governor but no later than December 1st by September 1 following the close of the Rotary year. The District Governor shall send a copy of the report along with a copy of the year-end financial statement to each club president within one (1) month of receipt of the report from the Financial Audit Committee, by the following October 1.

6.03 District Conference Committee. It is recommended that planning for the District Conference begin at least one year in advance of the District Conference. The committee shall develop a comprehensive and balanced program that includes innovative, timely, and educational presentations

on subjects of Rotary and local interest, all of which must conform to RI content guidelines.

~~6.03.01—Purpose. Under the direction of the District Governor, the committee shall plan, promote and implement the necessary arrangements to ensure a successful District Conference with maximum attendance.~~

~~6.03.02—Composition.~~

~~Preference should be given to those who have experience in the meeting coordination and/or hospitality industry.~~

~~(a) Preference should be given to media, public image or marketing skills as a component of their vocation or profession.~~

~~6.05.00—Responsibilities. Under the direction of the District Governor:~~

~~(-) Select the District Conference venue and coordinate all related logistical arrangements.~~

~~(-) Coordinate the finances of the conference to ensure maximum attendance.~~

~~(-) Promote conference attendance with particular emphasis on:~~

~~■ new Rotarians;~~

~~■ all members of newly organized clubs; and~~

~~■ representation from every Member Club.~~

~~(-) Promote the District Conference to external audiences, such as the media, community leaders, and beneficiaries of Rotary's programs.~~

~~(-) Coordinate, in cooperation with the District Trainer, a District Leadership Seminar to be held in conjunction with the District Conference.~~

6.04 Finance Committee. The committee shall be composed of the District Governor-Elect, the District Governor-Nominee, the District Treasurer, the Chief Administrative Officer and at least two at large members who reside in the District from Member Clubs. The Treasurer shall serve as chairperson of the committee. The committee shall:

6.04.01 Prepare a budget of income and expenses of the District for the forthcoming year and submit it to the Board of Directors, who then prepare and submit to the District Assembly or Annual Meeting for review and ratification. Other District Committees should recommend their budget needs to the Treasurer and District Finance Committee prior to February 1 for expenditures during the following Rotary year;

6.04.02 Send a copy of the proposed budget to each club president-elect at least 30 days before the District Assembly and the Annual Meeting; and

6.04.03 ~~Carry out such other duties as the District Governor assigns from time to time. Review the district finances on a monthly basis and help the District Treasurer prepare information to be presented to the Board at monthly Board meetings.~~

6.05 Nominating Committee for District Governor.

6.05.01 Composition. The committee shall consist of not less than ~~seven~~nine members of which at least two of the members shall be composed from the most recent and available Past District Governors in order of succession, plus ~~five~~seven or more members at large representing membership in the District with consideration for representation from small, medium, and large size clubs. The committee make up should also consider representation from rural and urban clubs. No ~~two~~committee member may participate on the nominating committee if there is a candidate from that committee member's Club. Only one committee member can be from the same club, ~~and no club may have a representative on the committee if there is a candidate from the same club. No relative, partner or spouse of a candidate may participate on the nominating committee. A minimum of~~ two alternative members shall be designated.

6.05.02 Appointment of Committee. The committee shall be appointed by the Board of Directors upon ratification of Member Clubs at the Annual Meeting. Should a member of the nominating committee be unable or unavailable to serve and if there are no ratified alternates available, then that committee member shall not participate in the selection process, and then the District Governor may appoint a replacement member of the nominating committee , subject to consent of the Board if time permits.

6.05.03 Responsibilities. The committee shall seek out and interview, and propose the best available candidates for the office of District Governor-Nominee and for the office of District Governor-Elect, if necessary. The District Governor- Nominee shall be nominated by the committee before the Annual Meeting in accordance with the Bylaws and policies of RI, these Bylaws, and any resolutions of the District.

6.06 The Rotary Foundation Committee. The District Governor-Elect shall appoint the members of this committee after consulting with the District Rotary Foundation Committee chairperson. To be effective, the District Rotary Foundation committee must have continuity of leadership; therefore, the District Rotary Foundation committee (DRFC) chair shall be appointed for a three-year term. The district governor scheduled for each of the years of the three-year term for the DRFC chair is expected to participate in the selection of the DRFC chair. The committee shall organize and coordinate all District Foundation activities and programs including donations to The Rotary Foundation and the utilization of grants from The Rotary Foundation. The committee generally conducts its business through the use of subcommittees. The chairperson serves on and is responsible for the supervision of all the subcommittees of The Rotary Foundation Committee. The chairperson, in consultation with the District Governor and the Foundation Committee others, authorizes the use of District Designated Funds (DDF) made available by The Rotary Foundation, (herein sometimes referred to as “TRF”). The Rotary Foundation Committee shall follow the policies and direction of the Board of Directors developing their recommendations appropriately.

6.07 Youth Service Committee. (to be defined by May 2020).

ARTICLE SEVEN **INDEMNIFICATION**

7.01 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 Illinois Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, 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, by reason of the fact that he or she is or was a member, Director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation for such person’s related expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is

or was serving as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of these Bylaws.

ARTICLE EIGHT **MISCELLANEOUS**

8.01 Conformity with RI Constitution and Bylaws. If any provision in these Bylaws conflicts with the 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 Illinois or federal law, in which case the provision required by law shall prevail.

8.02 The Articles and Bylaws Supersede Previous Legislation. The Articles of Incorporation, filed on December 1, 2009, the Constitution and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of District 6450 and shall therefore, replace any and all legislation previously enacted by the Member Clubs.

8.03 Roberts' Rules of Order. The edition of *Robert's Rules of Order, Newly Revised* that is then currently sanctioned by the Roberts' Rules Association governs this organization in all parliamentary situations that are not provided for in the law, these Bylaws, or adopted rules.

8.04 Fiscal Year. The fiscal year shall be from July 1 through June 30.

8.05 Principal Office. The principal office of the District shall be the business office address of the District as determined by the Board of Directors.

8.06 Dissolution. This corporation shall cease operations upon the vote of two-thirds of Member Clubs at the District conference, a vote in a ballot-by-mail or if upon directive of the Board of Directors of RI to dissolve the corporation. A final report upon the completion of the dissolution process will be submitted to the General Secretary of RI by the District Governor.

ARTICLE NINE **AMENDMENTS**

9.01 Amendment Process. These Bylaws may be amended as follows:

9.01.01 At the Annual Meeting. These Bylaws may be amended at the Annual Meeting by a majority vote of those present and voting *provided that* no amendment shall be considered unless it has been submitted in writing to the District Governor at least 60 days before the Annual Meeting, and *provided further* that the District Governor shall have given notice of such proposed amendment to all of Member Clubs at least 30 days before the Annual Meeting of the members.

9.01.02 Vote By Ballot-by-Mail. For the purposes of this Article, Ballot by Mail may be defined as a ballot by postal service mail or electronic mail. These Bylaws may be amended by a Ballot-by-Mail of the Member Clubs if a majority of the votes are cast in favor of the proposed amendment. Each Member Club shall have that number of votes as otherwise set forth in Section

2.04.01 of these Bylaws as if delegates were voting at the Annual Meeting. Each Member Club must cast its entire vote 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 Member Clubs at least 30 days before the date of the Ballot-by-Mail vote. A Member Club who does not cast a vote shall be counted as an affirmative vote, whether affirmative, negative or abstention.

9.01.03 Who May Propose An Amendment to the Bylaws. The District Governor, the District Governor-Elect, the Board, or a Member Club may propose an amendment to these Bylaws. Amendments are to be reviewed by the Board of Directors prior to submission to Member Clubs at the Annual Meeting.

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

9.03 Amendment Limitation. Unless Illinois or federal law requires it to do so, the District may not adopt any amendment to these Bylaws that conflict with the Constitution, Bylaws, or policies of RI.

ARTICLE TEN TRANSIT ION

~~**10.01 Transition Management.** The District Governor, upon approval of Member Clubs of the District to incorporate and enact these inaugural Constitution and Bylaws shall appoint the following as the Interim Board of Directors: District Governor, District Governor Elect, District Governor Nominee, District Governor Designee (once selected) and the three immediate Past District Governors. A nominating committee shall be immediately established to select Directors for consideration so that they may take office no later than July 1, 2010. The initial nominating committee shall include the District Governor Elect and District Governor Nominee and three members at large, drawn from Member Clubs. Should this Constitution and Bylaws not address an issue related to governance, the board of Directors will follow the pre-existing District Manual of Procedures until new policies can be established. This enables continuity of operations and a smooth transitional experience for the members of the District.~~

~~**10.02** Typographical and other errors found during the transition in these Bylaws may be changed by the Board of Directors providing they do not change the intention or meaning of the article or section. A final executed copy of the Constitution and Bylaws shall be made readily available to all member clubs, on or before July 1, 2010.~~

~~**10.03 End of Transition.** The transition will end no later than June 30, 2010 and upon the election of board of Directors. At the end of the transition period Article Ten shall no longer be contained in the bylaws.~~

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