Rotary International District 6440 Bylaws and Manual of Procedure

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BYLAWS OF ROTARY INTERNATIONAL DISTRICT 6440, INC.

PREAMBLE

These amended bylaws, voted upon and approved by a majority of the boards of the District 6440 Rotary clubs during February 2012, replace any and all prior bylaws of Rotary International District 6440, Inc.

DEFINITIONS

As used in these amended bylaws unless the context otherwise requires, the following words and phrases shall have the meanings set forth below.

SECTION 1. Act means the Illinois Business Not for Profit Corporation Act of 1986.

SECTION 2. Corporation means the Rotary International District 6440, Inc.

SECTION 3. Registered office means the office maintained by the Corporation in the State of Illinois, the address of which is on file in the office of the Secretary of State, at which any process, notice or demand required or permitted by law may be served upon the registered agent of the Corporation.

ARTICLE I - OFFICES

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II - MEMBERS

SECTION 1. The members of the Corporation shall be comprised of and limited to all Rotary clubs designed to be in District 6440 pursuant to the bylaws of Rotary International ("the Members"). The addition to or removal of a club or clubs from District 6440 shall immediately and automatically result in a corresponding change in the Membership of the Corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The directors of the Corporation shall be determined by the member clubs and shall be as required by the law of the State of Illinois. The Board of Directors shall consist of five (5) Rotarians who will be the District Governor, the District Governor Elect, the District Governor Nominee, the immediate Past District Governor and the District Secretary. A member of the board shall not serve more than four (4) consecutive years except the Secretary shall serve the year in which he/she serves as Secretary. The District Governor shall serve as Chairman of the Board of Directors of the Corporation. Only Rotarians who are members in good standing of clubs in District 6440 may serve as a director.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held during the annual District Conference the time and location thereof to be posted at the District Conference without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of the Corporation. The President of the Corporation shall provide the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by any two Directors. Special meetings of Members may be called by the President, by any two directors, or by such members having one-tenth of the votes entitled to be cast at such meeting. The President shall designate the time and place for the holding of such meetings which shall be held within a reasonable time

SECTION 5. NOTICE. (a) For all meetings of Members, a written or printed notice of the meeting shall be delivered to the Member's President by mailing by regular mail or by electronic means, which notice shall state the place, date, and hour of the meeting. For any special meeting, the notice shall set forth the purpose of any special meeting. The notice of meeting shall be given not less than five (5) days or more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail, postage prepaid, or if electronically mailed, at the time the notice was electronically sent. (b) Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or person entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. PROXIES. The President of a Member Club is the person who is authorized to vote on any matter on behalf of a Member Club. A Member Club President may appoint a proxy to vote or otherwise act for the member by signing an appointment form and delivering it to the person appointed. The person appointed must be a Rotarian and a member in good standing of the Member club. No proxy shall be valid after the date of the annual meeting or special meeting of members, unless said meetings are continued to a new date.

SECTION 7. QUORUM. Except as otherwise provided herein, a quorum shall consist of one-tenth (1/10) of the Members. The affirmative vote of a majority of the Members represented at a meeting at which a quorum is present shall be valid action by the Members, unless voting by a greater number is required by law, by the Articles of Incorporation or by these bylaws.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless statute, these bylaws, or the Articles of Incorporation require the act of a greater number.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A director can only be removed for cause, as specified by statute or if the Director is no longer an active member of a Rotary Club in Rotary District 6440, at which time, he or she shall automatically be removed as a Director, without any further action of the Board.

SECTION 11. INFORMAL ACTION. Any action required to be taken at an annual or special meeting of the Members of the Corporation, or any other action which may be taken at a meeting of the Members, may be taken without such meeting if a written consent, setting forth the action so taken, is signed by no less than two-thirds (2/3) of the Members.

SECTION 12. COMPENSATION. The officers of the Corporation, the chairs and the Board of Directors shall receive no compensation, except for reimbursement of expenses duly incurred in carrying out the business of the Corporation and approved by the President.

SECTION 13. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered into the minutes of the meeting or unless he or she shall have filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be a president, a vice-president, a treasurer, a secretary; and the President may appoint such other officers as he or she deems appropriate. The same person may hold any two or more offices. The District Governor should not only serve as Chairman of the Board of Directors, but also as President of the Corporation. The District Governor-elect should serve as Vice President of the corporation. The officers of the Corporation shall be limited to Rotarians who are members in good standing of clubs in Rotary District 6440. The President has the authority to select the Secretary and the Treasurer of the Corporation and such other officers and chairs as the President deems necessary who will serve during the term of the President. Once selected, the officers chosen by the President shall be considered elected officers of the Corporation. The President has the sole authority to select the officers and chairs to serve during his/her term as President, other than the Vice President.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of

members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer selected by the President may be removed by the President if in the President's judgment the best interests of the corporation would be served thereby. Any officer elected by the Board of Directors may be removed by the Board of Directors if in the Board's judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. THE PRESIDENT. The District Governor shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors , certificates for shares of the Corporation, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall report annually to the members of the Corporation on the status of the Corporation at the District Conference or at such other meeting as determined by the President. This meeting shall constitute the annual meeting of the Corporation. The President of the Corporation shall provide the Board of Governors of Rotary International with immediate notice of any dissolution or other change in the status of the Corporation.

SECTION 5. VICE PRESIDENT. The District Governor Elect shall serve as the Vice President of the Corporation. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. In the event the Vice President is unable to perform his or her duties, the District Governor Nominee shall become the Vice President.

SECTION 6. TREASURER. The Treasurer of Rotary District 6440 shall be the principal accounting and financial officer of the Corporation and shall be a Rotarian experienced in accounting or otherwise qualified in fiscal matters. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of

Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The Secretary of Rotary District 6440 shall serve as Secretary of the Corporation and shall: (a) record the minutes of the Annual Meeting of the Corporation and meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) perform all duties incident to the office of secretary and such other duties as from time-to-time may be designated to him or her by the President or the Board of Directors .

SECTION 8. COMPENSATION. The officers of the Corporation, the chairs and the Board of Directors shall receive no compensation, except for reimbursement of expenses duly incurred in carrying out the business of the Corporation.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VI – FISCAL YEAR

The fiscal year of the Corporation shall be July 1st to June 30th.

ARTICLE VII – TAX EXEMPTION

The Corporation may seek special beneficial tax exemption and status within its local jurisdiction. In accordance with Rotary International guidelines, the Corporation must utilize Rotary International's 501(c) (4) group tax exemption.

ARTICLE VIII - SEAL

The Board of Directors may adopt a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the President of a Member Club, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of members shall constitute waiver of notice thereof unless the member at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X - INSURANCE

The Corporation shall have the power to purchase and maintain, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, insurance against any liability asserted against such person and incurred by said person in any such capacity, or arising out of such person's status as such whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these bylaws.

ARTICLE XI - CONSTITUTION, BYLAWS AND POLICIES OF ROTARY INTERNATIONAL

SECTION 1. CORPORATION. The Corporation shall, in all respects, possess all of the powers, rights and privileges, and shall perform all of the obligations and requirements of a district under the constitution, bylaws and policies of Rotary International. The Corporation shall be a not for profit entity and no part of its money, property or other assets shall be distributed to its members, directors or officers and chairs except for reimbursement of expenses duly incurred in carrying out the business of the Corporation.

SECTION 2. CORPORATE DOCUMENTS. If any provisions of the corporate documents of District 6440 is not in conformity with the constitution, bylaws or policies of Rotary International, as amended, from time to time, the terms of the constitution, bylaws or policies of Rotary International shall prevail at all times insofar as the laws of the State of Illinois permit. In the event that there is any amendment to the constitution, bylaws or policies of Rotary International that cause the Corporation's corporate documents to be inconsistent with the amended constitution, bylaws or policies of Rotary International, the Corporation shall immediately amend its corporate documents insofar as the State of Illinois so permit so that they will again be consistent. The Corporation shall act in accordance with the constitution, bylaws and policies of Rotary International and shall not take any action inconsistent with the constitution, bylaws and policies of Rotary International. The Corporation shall immediately notify the General Secretary of Rotary International if a provision of the laws of the State of Illinois precludes the Corporation from taking any action necessary or requires the Corporation to take and action prohibited under the constitution, bylaws or policies of Rotary International.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the maximum extent permitted by law.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended. If the Board of Directors decides to amend these bylaws, the Board shall adopt a resolution setting forth the amendment and directing that it be submitted to a vote at a meeting of Members entitled to vote which meeting may be either an annual or a special meeting. Written notice setting forth the proposed amendment shall be given to each Member. The proposed amendment shall be adopted by receiving the affirmative vote of a two-thirds majority of the votes present and voted either in person or by proxy. Any amendment must be in conformity with the constitution, bylaws and policies of Rotary International. Notwithstanding the foregoing, in the event there is any amendment to the constitution, bylaws or policies of Rotary International that cause the Corporation's corporate documents to be inconsistent with the amended constitution, bylaws or policies of Rotary International, the Corporation shall adopt an amendment to these bylaws upon notice to the Board of Directors, without the necessity of a vote, subject to the laws of the State of Illinois.

RELATIONSHIP TO ROTARY INTERNATIONAL MANUAL OF PROCEDURE

Notwithstanding anything to the contrary expressed in this Manual of Procedure, the contents of the Rotary International Manual of Procedure, where they conflict with the contents of this Manual of Procedure, shall prevail.

INTERPRETATION

Throughout this document, the terminology “mail”, “mailing” and “ballot-by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

OFFICERS

The officers of the District shall include the following:

DISTRICT GOVERNOR (DG)

1. Selection and Duties

The DG shall be nominated and selected by the District as hereinafter provided; the DG shall have all the duties and responsibilities assigned to the DG by Rotary International, those set forth in this manual and bylaws and such other responsibilities as shall from time to time be delegated to the DG by the Clubs at the District Conference.

DISTRICT TREASURER (DT)

1. Selection

The DT shall be appointed by and serve at the pleasure of the DG.

Qualification

The DT shall be a Rotarian experienced in accounting or otherwise qualified in fiscal matters.

Duties

a. To receive all District funds and keep them in bank accounts which clearly indicate that the funds are the property of the District.
b. To be responsible for the invoicing and collection of all District per capita dues and assessments. District Dues shall be billed as of July 1and January 1 and are due within 30 days of those dates. Dues not paid within 30 days of the due date will be assessed a penalty of 10% per month until paid. The District Governor may submit a request to the Finance Committee to waive this penalty in individual cases. With each invoicing, the District Treasurer shall require each club to submit a copy of its Club Invoice that it submits to Rotary International for the time period in question.
c. To be responsible for the payment of all bills approved by the District Governor
d. All checks shall be signed by the District Treasurer, the District Governor, the District Governor-Elect, or their unanimous designee. In the absence of or inability to sign by all of them, then the

Chair of the Finance Committee shall sign. A Payment Reimbursement Approval Request form must be signed by the Governor and Program/Committee Chair in support of all checks.

e. The DT is responsible for changing the signature authorizations on all banking accounts, in accordance with the Manual of Procedure.

Bonding

The DT shall be responsible for the acquisition and the custody of a fidelity bond covering all signatories on any district checking account approved by the District Finance Committee. The amount of the bond shall be set annually by the Finance Committee.

Annual Report, Audit and Publication

Quarterly and for the fiscal year ended, the DT shall prepare a detailed statement of all receipts and disbursements for each year, obtain financial reports from the separate accounts under paragraph 6 and 7 in the Finance Committee section and submit the same to the DG, DGE, DGN, DGND and the Finance Committee not later than 30 days after the end of each quarter, the final report being due August 31. The DT's statement and the committee reports will be audited by a Certified Public Accountant by December 31 unless extended by the Finance Committee and the DG shall announce the completion of the audit and make copies available to the Council of Governors, Governor's Advisory Committee, Finance Committee, and Secretary within 14 days after receipt from the Certified Public Accountant. A digital copy of the audit shall be sent via email by the Governor to the clubs within 30 days of completion of the audit.

Government Records

Tax returns for Federal, State or other agencies shall be prepared and filed for the fiscal year served and such other reports to governmental agencies as are required to be filed for the calendar year ending during the DT's term.

DISTRICT SECRETARY (DS)

1. Selection and Qualification

The DS shall be appointed by and serve at the pleasure of the DG.

Duties

a. The DS shall be charged with the responsibility of keeping and maintaining the records of the District including the preparation and filing of minutes of all official meetings of the District, including the District Conference. The DS shall send the minutes of the District Conference business meeting to the registered agent of the corporation for inclusion in the Corporate Minute Book.

b. The DS shall maintain an electronic permanent record of the annual audited reports of the DT and the electronic records of all official actions taken at the meetings herein mentioned.

c. All District electronic records shall be delivered to the DS no later than July 15. The audited financial report shall be delivered to the Secretary within 14 days after receipt from the Certified Public Accountant.
d. Electronic records shall be maintained using a cloud-based service accessible to officers and district leaders as needed.

DISTRICT GOVERNOR-ELECT – DESIGNATION (DGE)

The District Governor-Elect, whose term occurs in the year immediately preceding his or her term as District Governor (otherwise described as the incoming District Governor) shall on and after the selection of the Governor-Nominee, hereafter be designated as the District Governor-Elect in this District and so referred to in this Manual of Procedure.

DISTRICT GOVERNOR-NOMINEE - DESIGNATION (DGN)

The District Governor-Nominee, whose term occurs in the year immediately preceding his or her term as District Governor-elect, shall on or after his or her selection, hereafter be designated as Governor-Nominee in this District and so referred to in this Manual of Procedure.

DISTRICT GOVERNOR-NOMINEE DESIGNATE – DESIGNATION (DGND)

The District Governor-Nominee Designate, whose term occurs in the months preceding his or her term as District Governor-Nominee, shall after his or her selection, hereafter be designated as Governor-Nominee Designate in this District and so referred to in this Manual of Procedure. The District Governor Nominee Designate upon his/her election shall appoint a Past District Governor to serve as his/her advisor through his/her term as Governor.

DISTRICT COMMITTEES

District Committees may meet in person, by telephone, or by a combination of both, or electronically.

FINANCE COMMITTEE

1. Composition

a. The committee shall be composed of five members. Two of the members will be Class A members, two of the members will be Class B members and the remaining member will be a Class C member. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of membership purposes only. Each member class will serve a three-year staggered term. The DG, DT, the DGE and a PDG advisor will serve as ex-officio members. The DGN and the DGND shall be invited to attend meetings of the committee. Treasurers, if selected by the DGE, DGN and DGND, shall be invited to attend. The PDG advisor to the committee shall serve a one-year term, shall be appointed by the DG and may not have been a PDG advisor for the DG or DGE.

b. It is recommended that no two members shall be members of the same club.

c. No member shall be eligible for re-appointment until one year after his or her previous term as a member of the committee.

d. The Chair shall be one of the five members named in Section 2: Term. The appointment shall be made by the DGE prior to the end of his or her term for the upcoming year.

e. In the event of death, resignation, vacancy, or inability to act by any member, the DG shall appoint a member for the remainder of the unexpired term. The DG shall not appoint a member who is serving or has served as his/her PDG advisor.

f. The committee may add a non-voting member as an adviser regarding accounting or other issues.

2. Term

The term of service on said committee shall be three years. Each Immediate Past District Governor, prior to the end of his or her term as IPDG, shall appoint a member to this committee who will serve for three years to replace the departing committee member.

Those who have served as District Treasurer are not eligible to serve on the Finance Committee before two years passed since the end of their term.

3. Duties

a. *Budget* - The committee shall meet no later than December 22 to review the proposed budget submitted by the DGE and prepare its recommendation for presentation to the presidents-elect. The Chair shall give committee members and the DG, DGE, DGN, and DGND and the PDG advisor notice of the meeting no later than 30 days in advance. Notice shall also be given to the prospective treasurers selected by the DGE, DGN and DGND.

b. *Assessment*- The committee shall in conjunction with its recommendation indicate the per capita and per club levy as an assessment on the Clubs in the District, with half of the annual

levy collected in July and half in January based on the total number of active members for the reporting period (July 1 or January 1) as noted on the Club Invoice submitted to Rotary International.

c. *Data Access* - The committee shall have access to the audited accounts of the fiscal year ended and any other records it deems necessary to determine the needs of the District.
d. *Annual Audit* - The committee shall hire an auditor to perform an annual audit of the District's financial statements in accordance with generally accepted auditing standards. The committee is charged with the responsibility to promptly and efficiently facilitate an audit as soon as reasonably practical after the end of each fiscal year and has the authority to approve the audit. The committee shall have the authority to enter into multi-year agreements (subject to annual review) with the auditor if it so chooses, however any such multi-year agreement shall be no longer than three years. The committee shall review the audit and make a recommendation concerning its acceptance to the annual District Conference.
e. *Financial Management* - The committee is responsible for safeguarding district funds, for aiding the DG to stay within budget, and for aiding the DGE in preparing his or her budget, if so requested.
f. *Quarterly Reports* - The committee shall meet and review the quarterly reports prepared by the district treasurer when submitted to it by the DT, who shall submit said reports within thirty (30) days of the end of a quarter, and make any needed recommendations to the DG and the Council of Governors within 30 days of the end of the quarter. The DG shall follow the recommendations of the committee. Extenuating circumstances may be appealed by the DG to the committee.
g. *Meetings* - The committee shall meet at such other times as the DG or chair of the committee shall so determine.
h. All meetings, except the budget meeting, shall be called on not less than five days' notice. This notice may be written, electronic or oral; and may be waived by agreement of the committee for unusual circumstances.
i. The Chair of the Finance Committee shall promptly review Expense Reports submitted by the DG in accordance herewith. The DG shall submit his or her expenditures for reimbursement to the Chair of the Finance Committee within 90 days of incurring such expenditures but in no case more than 45 days after the close of the fiscal year. The Chair shall notify the DG and the entire Finance Committee of any objections or concerns relating to the expenditures within 15 days of receiving the request for reimbursement. The DG is authorized to reimburse himself or herself for any and all expenditures submitted in accordance herewith other than those expenditures for which he or she received written notification of the specific objections or concerns about reimbursing within said 15 day period, in which case payment of the specific objected to expenditures shall be withheld unless and until resolved in accordance herewith. The DG and the Finance Committee shall promptly work to resolve any issues regarding expenditures which are objected to for reimbursement.

4. Budgetary Considerations

a. *Governors' Accounts.* The annual budget approved by the member clubs will include line items for expenses the District will pay for the DG, DGE, and DGN in the performance of the duties of their offices. These funds are to supplement any expense allowance provided by Rotary International.

b. *International Convention.* An amount shall be provided in the budget sufficient to cover lowest available round-trip economy air transportation and trip cancellation insurance for the DG, DGE and the DGN to attend the International Convention. In addition, provision for transportation shall be made for the spouse accompanying the DG and DGE to the event. In addition to transportation expense, the DG and spouse, DGE and spouse and the DGN will be reimbursed for reasonable actual expenses including convention registration, standard hotel room, reasonable amount for food, including official convention event meals, and reasonable expenses for transportation to and from the hotel, not to exceed the amount provided in the District's budget to cover their personal expenses while attending the convention. Extenuating circumstances may be appealed to the Finance Committee for adjustment of budgeted amounts.

c. *Budget Variance*. The DG shall keep all expenditures within budget. If the DG expects that expenditures for any grouping (account number X0000) may exceed the budgeted amount by more than 10%, the DG shall immediately notify the Finance Committee. The Finance Chair shall call a meeting of the Finance Committee with the Governor as soon as practical to discuss a budget increase. The DG must provide an explanation to the Finance Committee of the necessity for a budget increase. In addition, the DG can petition the Governor's Advisory Committee and the Finance Committee for permission, through majority vote of both bodies, to use a specified amount of the District's excess unrestricted funds for an unbudgeted project benefiting the district's member clubs. Approval of an increase shall not be unreasonably withheld by the Finance Committee or the Governor's Advisory Committee.

d. *Event Budgeting*. It is recommended that the DG and DGE, as the case may be, prepare a budget for all events under his or her control. Expenditures for these events should be within revenues and or budget.

e. *Deficit Budget.* There shall be no deficit budget unless there are excess unrestricted funds, defined as that exceeding an average of the last three years of totaled actual expenses for District Officers, District Committees, and District Operations. Permission for a deficit budget must be granted by majority vote of the Governor's Advisory Committee and the Finance Committee before presentation to the Presidents-Elect for their approval.

f. *Budget Adjustment* - In the event that the Governor determines that additional funds are needed to cover expenses for an event that clubs have been previously assessed pursuant to the district budget, the Governor shall submit his/her proposal for an increase in club assessments to the Finance Committee for consideration. The Governor shall send the proposal to the clubs with notice of the time and place of the hearing before the Finance Committee at least 14 days before the hearing. Club presidents or their representative may attend and participate in the

hearing or they may submit written comments to the Finance Committee prior to the hearing. If the increase is recommended by the Finance Committee, it must be voted upon by the clubs. Approval requires three-fourths affirmative votes within two weeks of the Finance Committee hearing.

g. *Council on Legislation.* In a Legislative Year, an amount shall be provided in the budget for the delegate representing the District at the meeting of the Council on Legislation, for expenses not covered by Rotary International. In addition, the Delegate will also receive a per day allowance as determined by the Finance Committee to cover the Delegate's personal expenses while attending the meeting of the Council on Legislation.

h. *Assessed District Programs Financial Management* – Where funds are raised via assessments to the clubs for a specific purpose, such as Youth Exchange, District Conference, Vocational Scholarships, PETS, or District Training Programs, a budget of expense must be prepared for each and submitted by the project/event chair to the DG for approval. Separate bank accounts may be maintained for those funds as deemed necessary by the DG or as recommended by the Finance Committee and the chair of each event/project may be one of the signatories. Each chair shall submit a semiannual report to the DG, DGE, DGN, DGND and finance committee.

i. *Youth Exchange Committee.* An amount per club based on the membership recorded on the Club Invoice submitted by Rotary International on or about July 1 and January 1, shall be assessed for the operating expenses of the Youth Exchange Committee. Half of the annual per capita amount shall be collected in July and half in January.

j. *Membership Committee.* Consideration shall be given to allocation of funds for charter night installation ceremonies for new clubs.

k. *Vocational Scholarship Committee.* An amount per club based on the membership recorded on the Club Invoice on or about July 1 and January 1, shall be assessed for the operating expenses of the Vocational Scholarship Committee. Half of the annual per capita amount shall be collected in July and half in January.

l. *District Conference*. An amount per club based on the membership recorded on the Club Invoice submitted by Rotary International on or about July 1 and January 1, shall be assessed for the operating expenses of the District Conference Committee. Half of the annual per capita amount shall be collected in July and half in January.

m. *PETS Pre-PETS and Post-PETS*. An amount per club shall be assessed for President Elect Training as required by Rotary International. Half of the amount shall be collected in July and half in January.

n. *District Training Programs*. An amount per club shall be assessed for district training programs. Half of the annual amount shall be collected in July and half in January.

5. Distribution and Approval

a. The proposed budget and district dues shall be reviewed and accepted by the Finance Committee before submission to the club presidents-elect. It shall state the proposed per capita and per club dues assessment, based on the district governor-elect's estimated membership number for the budget year.

b. The proposed budget, compared to the last full year actual and the projected current year, actual and budget, shall be distributed to the presidents-elect 30 days prior to PETS. If the budget was submitted late, presidents-elect have the option to waive the 30-day notice and still vote at PETS. If not waived, vote will be taken 30 days after submission, either electronically or by mail.
c. The budget and district dues shall be approved by three fourths of the incoming club presidents-elect. If not initially passed by the presidents-elect at PETS, the DGE must resubmit a new budget to the Finance Committee and to be presented to the presidents-elect for approval at the District Conference or District Assembly whichever comes first. Presidents-elect may vote by proxy. Notice must be given to the presidents-elect at least 30 days in advance of the District Conference or District Assembly.
d. If, as of July 1, a budget has not been approved, Clubs shall be assessed the same per capita and per club levy rate as the prior January 1 assessment, until a current year budget is approved. In addition, if as of July 1, a budget has not been approved, the previous year's budget will be in effect until the new budget is approved at a special meeting called by the DG. The DG must submit a new budget to the Finance Committee to be presented to the club presidents. Notice must be given to the club presidents at least 30 days in advance of the meeting. The Presidents may vote by proxy.
e. A summary of the approved budget shall then be published in the district newsletter to inform other Rotarians about district finances.

6. Separate Checking Accounts for Assessed District Events and Programs

a. The DG may, at his or her discretion, provide for separate checking accounts for the following Assessed District Events and Programs:

    1. The Youth Exchange Program
    2. The District Conference
    3. Designated Training Programs
    4. Other assessed events and programs that may be established

b. Any account established for such Assessed Event or Program shall be opened in the name of the District, designated as a supplemental account, and be administered by the DG and the DT;
c. Signatories on the supplemental account shall be limited to the DG, the DT, the DGE, and their unanimous designee.
d. Reports on the supplemental account shall be submitted by the chair of the Event or Program to the DG on or before 60 days after the completion of the Event or Program, or prior to the close of the fiscal year in which the Event or Program occurs, whichever is sooner. In the event that any Event or Program occurs in more than one fiscal year, the Event or Program chair shall submit an interim report related to the supplemental account not less than thirty (30) days prior to the end of the then current fiscal year;
e. Should any such Assessed Event or Program generate a surplus in excess of the amount necessary for the payment of expenses incurred, then that surplus shall remain in either the

supplemental account or the District's general operating account for payment of expenses for the respective Assessed Event or Program for the following fiscal year. At any time after the Audit Report is received, the current DG, after approval by the Finance Committee, may transfer any such prior year-ending surplus to the general fund provided at least 50% of the current budgeted expenses for such event continue to be held in reserve unless and until the Finance Committee recommends a lesser balance.

f. In the event that an event or program is not continued in the following Rotary year, any surplus is to be transferred to the general fund. If there is a deficit in the discontinued event or program, the deficit is to be addressed by the Finance Committee.

7. Separate Accounts for Non-Assessed District Events and Programs.

a. Any Non-Assessed District Event or Program event that requires the prior approval of the District Governor ("approved District event") and is to be funded through fees and/or charges to District Rotary members and their guests shall be budgeted so as to raise sufficient funds to pay any and all expenses incurred with respect to the approved District event.
b. The DG may, at his or her discretion, provide for separate checking accounts for Non-Assessed District Events and Programs:
c. Any account established for such Non-Assessed Event or Program shall be opened in the name of the District, designated as a supplemental account, and be administered by the DG and the DT;
d. Signatories on the supplemental account shall be limited to the DG, the DT the DGE, and their unanimous designee;
e. Reports on the supplemental account shall be submitted by the chair of the Event or Program to the DG on or before 60 days after the completion of the Event or Program, or prior to the close of the fiscal year in which the Event or Program occurs, whichever is sooner. In the event that any Event or Program occurs in more than one fiscal year, the Event or Program chair shall submit an interim report related to the supplemental account not less than thirty (30) days prior to the end of the then current fiscal year;
f. To the extent that any Non-Assessed Event or Program generates surplus revenue in excess of the amount necessary for the payment of expenses incurred, then any such surplus revenue shall be disbursed to and deposited in the District's general operating account for use with respect to the general expenses of the District. In the event that no supplemental checking account is established for any such Event or Program, and any surplus exists after payment of expenses, the surplus shall remain in the District's general operating account for use with respect to the general expenses of the District.

PRIMARY COMMITTEE

1. Membership

a. Appointment. It shall be the duty of the most recent Past District Governor of this District, who is a member of a club in this District, to appoint a Chair and two (2) other members from clubs in

this District to constitute a Committee of three (3) to be known as the Primary Committee. Such appointment shall be made by the Past District Governor on or before February 1 and published by the DG in the February Newsletter, together with a request for all clubs in the District to recommend and offer candidates for the consideration of said Primary Committee to compose the District Nominating Committee for selection of the District Governor for the Rotary year commencing on July 1st of the fourth Rotary fiscal year following appointment of said primary committee.

b. Restrictions. No two members of the Primary Committee shall be appointed from the same Rotary Club, nor shall said Primary Committee include any Past District Governor of the District or Honorary Member of any Rotary Club in the District.
c. Limitations. No member shall be eligible for reappointment until one year after the expiration of his or her previous term as a member of the committee.

Duties

It shall be the duty of the Primary Committee to report to the DG, not later than April 1, its choice for members of the Nominating Committee and alternates, which report said Governor shall publish in the April Governor's Newsletter.

DISTRICT NOMINATING COMMITTEE

1. Selection

The District Nominating Committee shall be elected at the District Conference to serve for the following fiscal year and shall consist of ten members, preferably from different sections of the District, in four classifications, as follows:

- Two (2) who shall be, at that time, Past Presidents of Rotary Clubs.
- Two (2) who shall be, at that time, incumbent or Past Secretaries of Rotary Clubs.
- Three (3) members-at-large who shall be Rotarians in good standing in clubs within the District, but who are not then either Presidents or Secretaries of such club or officers of Rotary International.
- Two (2) Past District Governors or Past Rotary International Officers.
- The Immediate Past District Governor.
- Four alternates, one for each of the classifications in paragraph (1) through (4) above, shall be proposed by the Primary Committee.

All members of the Nominating Committee shall be members of Clubs in the District. No two members or alternates shall be from the same Rotary Club, and no member or alternate shall have served on the Nominating Committee during the preceding year.

Upon presentation of the report of the Primary Committee, opportunity shall be given for further nominations from the floor of the District Conference by any club within the District through its delegates there present.

If there are no additional nominations, then the report of the Primary Committee shall be approved, and the members of the Nominating Committee and alternates shall be declared elected.

If, however, additional nominations have been made from the floor in any of the four classifications above (Past Presidents, Past Secretaries, three members at large or the Past District Governors), either for members or for alternates, then a written ballot vote shall be taken in such classification. In the classification of Past Presidents and incumbent to be names and Past Secretaries, the two receiving the highest vote shall be designated as members and the third receiving the highest vote shall be designated as alternate. In the classification Members-at-Large, the three receiving the highest votes shall be designated as members and the fourth as the alternate. In the classification of Past District Governor or Past Rotary International Officer, the two receiving the highest vote shall be designated as members and the third receiving the highest vote shall be designated as alternate. These members and alternates shall then be declared elected.

The District Governor, District Governor-Elect and the District Governor Nominee shall be ex-officio members of the Nominating Committee.

Purpose

The District Nominating Committee shall select the successor to the District Governor-Nominee and shall select one available Past District Governor to be Vice- Governor. The role of the Vice-Governor will be to replace the Governor in case of temporary or permanent inability to continue in the performance of the Governor's duties.

Term

The terms of office of the members of the Nominating Committee shall automatically expire at the close of the fiscal year of their service.

Quorum

Seven voting members shall constitute a quorum at all meetings of the Nominating Committee. Meetings shall be closed to all except the members thereof, alternates, and those who shall be invited to attend by the committee for interview purposes.

Applications

a. Not later than July 15, the District Governor shall distribute to all clubs in the District the Official Proposal Form. This form shall call for information the committee will need concerning the Rotarian the Club wishes to nominate for the office of District Governor. It shall cover candidate’s length of service, character, qualification, experience and interest in Rotary, also interest and participation in other civic or philanthropic activities.
b. All proposals for the office of District Governor must be approved by the Board of Directors or the membership of the applicant’s club and such action certified by the President and Secretary thereof.

c. Such proposal must be delivered to the Nominating Committee Convener, the Immediate Past District Governor not later than midnight, seven days before the date set for the Nominating Committee to consider proposals – see below.

Disqualification

a. When all proposals for the office of District Governor have been submitted, if a candidate has been proposed by a Rotary Club, a member or alternate of which is a member of the Nominating Committee, this member or alternate shall be disqualified and shall not attend the sessions of the Committee. The member's place on the Committee shall immediately be assumed by the proper alternate.
b. In the event that the forgoing paragraph 6.a. disqualifies one or both of the Past District Governors or the Past Rotary International Officers the DG shall select a replacement(s) from among those past officers who are in this classification and who meet the following requirements at the time of their service on the Nominating Committee;

- Member of a club in the District.
- Has not served on the Nominating Committee in the prior 12 months.
- Consents to serve.
- No other member of their club is currently serving on the committee and none of the candidates is from their club.

c. It shall be the duty of the DG to promptly notify the committee member or alternate of this disqualification by reason of the candidacy proposal from his or her club and to notify the proper alternate to be present.

Proceedings

a. The Immediate Past District Governor shall convene the Nominating Committee between September 8 and October 15 to avoid conflicting with Zone Institutes and holidays. The meeting date must be announced by January 15 by the District Governor to allow candidates to plan their schedules. The Immediate Past District Governor shall chair the meeting of the Nominating Committee. In the event the Immediate Past District Governor is unable to attend the meeting, the District Governor shall conduct the meeting. At such meeting, the Committee shall elect a Secretary, and consider all of the proposals submitted by the clubs. In the event that no such proposals meet with its approval, or none has been made, the Committee shall submit its own nominee. In the event that the selected date does not allow all the candidates to interview in person, the convener may adjust the date of the Nominating Committee meeting with the concurrence of all the candidates, which concurrence shall not be unreasonably withheld, and by sufficient numbers of the Nominating Committee, including alternates, as necessary to constitute a quorum plus two. The four classifications of committee members must be maintained. The date may be changed only if a candidate is faced with unforeseen circumstances that occur after the selected date is announced. Unforeseen circumstances include illness of the candidate, death of a family member, a major business event requiring the

presence of the candidate, and inclement weather as determined by the convener. Scheduling a vacation after the selected date is announced shall not be considered an unforeseen circumstance.

b. The members of the Nominating Committee, unless disqualified, shall vote in the classification to which they have been elected. If a vacancy in that classification exists, then the alternate elected for that classification shall fill the vacancy of a member and if the alternate for that classification is not present to fill that vacancy, then an alternate from another classification, provided that he or she otherwise qualifies, can fill such vacancy and vote as a member.
c. All balloting shall be written secret ballot, and all balloting materials shall be destroyed before adjournment. Alternates present, who have not filled a vacancy, may remain as participants and non-voters in the proceedings.
d. Each member of the Nominating Committee shall pledge to keep strictly confidential the deliberations of the Committee and all information submitted to it.
e. The DG shall notify the candidates promptly of the results.
f. The chair of the nominating committee shall notify the Governor of the candidate selected within 24 hours of the adjournment of the nominating committee and shall forward to the District Governor its written report within 2 days following the meeting. The Governor shall publish to the clubs of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee.
g. Notwithstanding any nomination made by the District Nominating Committee, any club in the District may propose a challenging candidate for District Governor-Nominee whose name had previously been duly suggested to the Nominating Committee. The name of the challenging candidate shall be submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the Governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection of the District Governor Nominee Designate by the Governor. In the event of a challenge, the Governor shall proceed as prescribed in the bylaws of Rotary International, Article XIII, Section 2, Paragraph 8. If no additional nominations are received, the Governor shall immediately after the challenge period certify to the General Secretary of Rotary International the selection of the nominee.
h. In selecting a Vice-Governor, the chair of the Nominating Committee shall contact the Past District Governors no later than July 15 to determine their willingness to serve as Vice Governor. The Vice-Governor shall not be the Foundation Chair. The chair shall advise the Nominating Committee of those Past District Governors willing to serve. If only one PDG is willing to serve, that PDG shall be selected by the committee as Vice-Governor. If more than one PDG is willing to serve, the committee shall select the Vice-Governor by secret ballot by majority vote. All candidates for Vice-Governor shall submit to the chair of the Nominating Committee a written letter setting forth his/her credentials with special emphasis on recent involvement with District 6440 and/or RI at least fourteen days prior to the Nominating Committee meeting. The chair of the Nominating Committee shall send a copy of all letters to the members of the Nominating

Committee within seven days of the Nominating Committee meeting. The Vice-Governor shall not be the District Foundation Chair. The Vice-Governor selected shall serve as the Vice-Governor for the then Governor Elect when the Governor Elect becomes Governor. The Vice-Governor shall not be from the same club as the Governor Nominee unless that PDG is the only PDG willing to serve The Vice-Governor shall be selected at the same meeting as the successor to the Governor Nominee is selected. If no PDG has agreed to serve, the Governor Elect may select a PDG as Vice-Governor.

District Governor Vacancy

In the event of the death, resignation, disqualification or inability of the Governor to serve, and the Vice-Governor becomes Governor, the Immediate Past District Governor shall convene the Council of Governors to select a Past District Governor to fulfill the responsibilities of the Vice- Governor during the required period.

District Governor Elect Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Elect to serve, the District Governor Nominee will be offered the option to take the position of the District Governor Elect (if eligible). If the District Governor Nominee is ineligible or turns down the offer to immediately become the District Governor Elect, the Current District Governor shall convene the Council of Governors to select a Past District Governor to fulfill the District Governor Elect role.

District Governor Nominee Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Nominee to serve occurs before a District Governor Nominee Designate is selected, the Immediate Past District Governor shall convene the Nominating Committee elected at the District Conference. Candidates will have 60 days to submit their applications. To be considered previous applicants must reapply. All other selection procedures will be followed. If the inability to serve occurs after a District Governor Nominee Designate is selected, the District Governor Nominee Designate will assume the role of District Governor Nominee (if eligible). A new District Governor Nominee Designate (or District Governor Nominee) will be selected by the current Nominating Committee.

District Governor Nominee Designate Vacancy

In the event of the death, resignation, disqualification or inability of the District Governor Nominee Designate to serve, the Immediate Past District Governor shall reconvene the Nominating Committee elected at the District Conference. Candidates will have 60 days to submit their applications. To be considered previous applicants must reapply. All other selection procedures will be followed.

COUNCIL OF GOVERNORS

1. Appointment

The DG shall appoint a Council of Governors to be composed of the Past District Governors, District Governor, District Governor-elect, District Governor-nominee, District Governor-nominee designate of the district and any other Past District Governors of Rotary International and Past Officers of Rotary International who are members in good standing of clubs within the District. The Council of Governors is chaired by the District Governor.

2. Duties

It will be the duty of the Council of Governors to act as a mentor to the DG relative to matters concerning district business, district administration and district growth when requested by the DG. The Council of Governors shall be the Nominating Committee for the selection of the District's representative and alternate representative to the RI Council on Legislation. Written notice shall be given to the members of the Council of Governors at least 30 days prior to the meeting at which the representative and alternate representative are nominated. The District's representative and alternate representative will also represent the District on the RI Council on Resolutions. The candidates for representative shall not be present during the nomination process. The election is at District Conference and is for a three-year term. The election shall take place two years prior to the RI Council on Legislation meeting. The term of the representatives begins on July 1 following the year in which they are selected. It is recommended that the committee meet no less than two times during that Rotary year with reports from the Governor, Governor Elect, Governor Nominee, Governor Nominee Designate, and Finance Chair.

GOVERNOR'S ADVISORY COMMITTEE

1. Committee

The Governor's Advisory Committee consists of the Immediate Past District Governor, District Governor, District Governor-elect, District Governor-nominee, District Governor-nominee designate and their respective PDG advisors and the Vice-Governor. This committee is chaired by the District Governor.

2. Duties

It will be the duty of the Governor's Advisory Committee to develop a strategic plan that addresses continuity and consensus within the district from year to year as it relates to administration, programs and the vision for the future. They will review and revise the District Organizational Structure as needed. It is recommended that the committee meet no less than three times a year. The District Organizational Structure will position current and incoming governors to function as a team that will foster effective leadership and management for District 6440. The Committee will address topics that will assist the DG group with the planning and execution of their duties and it will serve as a forum to foster leadership and program continuity. The District Organizational

Structure shall be depicted in a district organization chart. The Governor's Advisory Committee shall have the power to call Committee Chairs to attend its meetings. The spending of excess unrestricted funds of the District and the submission of a deficit budget for approval by the Presidents-Elect require approval by majority vote of the Committee.

LEGISLATIVE ADVISORY COMMITTEE

1. Appointment

Upon taking office, the DG shall fill vacancies on the Legislative Advisory Committee for a two-year term. The DG appoints the Legislative Advisor who serves as chair of the committee. The Committee shall be composed of five (5) Rotarians who are members in good standing of clubs within the District. Preferably they shall be Rotarians who are experienced in legislative matters, both at the District and International levels, and have demonstrated their interest in such affairs of the organization. The Legislative Advisory Committee personnel selection shall give recognition to the experience of Past District Governors of the District as well as capable individuals holding membership in clubs in the District. One of the members shall be the Legislative Advisor who shall chair the Committee. No member of the committee shall serve more than three consecutive two-year terms and the Legislative Advisor shall serve no more than two consecutive two-year terms starting with the 2017-2018 Rotary year. A former member of the committee may serve on the committee after the absence of one year from the committee.

2. Duties

a. To study proposed legislation originating within the District directly and affecting District operations.
b. To review proposed legislation to be acted upon at the Council on Legislation and make recommendations thereon to the District electors at a District Conference or legislative seminar concerning the merit, or lack thereof, of such proposed legislation.
c. To initiate, suggest and review proposals made to the District Governor regarding: (1) changes in the District Manual of Procedure; and (2) legislation to be proposed for consideration at the Council on Legislation of Rotary International.
d. To meet with the District Governor Elect, District Governor Nominee and District Governor Nominee Designate at least four months prior to taking office to discuss the Manual of Procedure and Bylaws of the corporation.

GRANTS COMMITTEE

1. Role and Mission

a. Oversee the distribution of SHARE funds allocated for Rotary Grants in the current year and plan for the next year.
b. Help educate clubs about opportunities for service through the programs supported by Rotary Foundation grants.
c. Assist clubs in processing the applications and administering Rotary Foundation grants.

d. Track the progress of grant applications until they are complete.
e. Facilitate partnering opportunities among the District 6440 Clubs.
f. Assist the District Governor in accomplishing local and international service goals.
g. Support the clubs in meeting their requirements to retain grant documentation and financial records as required by The Rotary Foundation.

Committee

This committee shall have six members serving three-year staggered terms, appointed by the DG. The Committee Chair and Global Grant Scholarship chair shall be appointed in the first year of the cycle; the Secretary and District Grants Chair in the second year; and the Treasurer and Global Grants Chair in the third. In addition, the District Governor, District Governor-elect, The Rotary Foundation Chair and International Service Chair are ex officio voting members.

In the event of death, resignation, vacancy, or inability to act by any member, the DG shall appoint a member for the remainder of the unexpired term. The DG shall not appoint a member who is serving or has served as his/her PDG advisor.

The Global Grants, District Grants, and Global Grants Scholarship Chairs may appoint up to three subcommittee members as needed to assist with their responsibilities. Those members may participate in the Grant Committee meetings as non-voting members.

YOUTH SERVICE COMMITTEE

Role and Mission

a. To oversee all youth programs in the District.
b. To help prepare youth to be productive citizens in their community.
c. To promote international understanding and tolerance amongst youth.
d. To imbue youth with ideals of service to others.
e. To help Rotary Clubs to promote the Rotary International Youth Programs, i.e.,
    1) Interact/Rotaract
    2) Rotary Youth Exchange, both long term and short term
    3) Rotary Youth Leadership Awards (RYLA)

f. To assist the District Governor in monitoring compliance with the Youth Protection Policy.

Committee Structure

a. The Youth Service Committee shall consist of six Rotarians, including the District Governor Nominee who shall chair the committee; the Youth Service Advisor, who will be named by the District Governor and shall be the Vice-Chair and; chairs of three subcommittees. In addition, the Governor shall appoint a Youth Protection Officer to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth

Protection Policy, and the District 6440 Youth Protection Policy. The Governor and Governor Elect shall be ex officio members of the committee.

b. The Youth Service Committee chair shall act as coordinator of the District Youth Programs. The chair shall work with the Youth Service Advisor and subcommittees to plan, integrate, implement and evaluate all District Youth Programs.
c. The subcommittee chairs shall report to the Youth Service Committee chair and shall provide the chair with written reports on Dec. 31 and June 30 of each fiscal year as to their activities.
d. The committee shall meet at such other times as determined by the Youth Service Committee chair, at the request of another member of the committee, or at the request of the Governor.

Youth Service Subcommittees

a. The three district subcommittees are:
   1. Interact/Rotaract Committee
   2. Rotary Youth Exchange Committee
   3. Rotary Youth Leadership Awards Committee

b. The Governor Nominee shall appoint the chair of each subcommittee. The term of the subcommittee chair shall be at the discretion of the nominee. Each subcommittee chair may appoint members of that subcommittee.
c. *Interact /Rotaract Committee.* The purpose is to provide community and international service through Interact/Rotaractclubs. The committee shall involve local Rotary chairs and representatives of Interact clubs and Rotaract clubs for organizational and program continuity.
d. *Youth Exchange Committee.* The purpose is to provide international youth exchange contacts and coordination. The committee works with the Central States Youth Exchange program. The program includes long term school year exchanges and short-term exchanges.
e. *Rotary Youth Leadership Awards (RYLA) Committee.* The purpose is to provide leadership training for selected high school students. The committee will plan, publicize and conduct annual training seminars. The committee shall involve local Rotary Club chairs for organizational and program planning.

Youth Protection

The purpose of the Youth Protection Officer and the District Governor is to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth Protection Policy, and the District 6440 Youth Protection Policy.

RESOLUTIONS AND AMENDMENTS

A. PRESENTATION

All Resolutions or Amendments proposed for adoption at the District Conference must be submitted by a club or clubs in the District, or the Legislative Advisory Committee and must be in writing.

Such proposals must be delivered to the DG not less than 30 days in advance of the District Conference.

All proposals must be published by the DG in the Governor's Monthly Newsletter or in a separate bulletin to all clubs in the District, at least 30 days in advance of the District Conference to which they are to be submitted.

B. CONFERENCE VOTING

Every active member in good standing of a club in the District, shall be entitled to vote upon all matters submitted to a vote at such conference except the selection of the nominee for DG, the composition and term of reference of a nominating committee for DG, and for the election of the representative of the clubs of the District on the Council on Legislation. Any elector shall have the right to demand a poll upon any matter presented to the conference, in which event the voting shall be restricted to electors.

C. ELECTORS

Each club in a District shall select, certify and send to their annual District Conference of its District one (1) elector for every twenty-five (25), or major fraction thereof of its members, honorary members excepted, based upon the number of members of the club as of the last day of the month preceding the month in which the Conference is held, provided that each club in the District shall be entitled to at least one elector. Each elector shall be entitled to cast one vote in the selection of the nominee for District Governor, where applicable, the composition and terms of reference of the Nominating Committee for District Governor, and the election of the representative of the clubs of the District on the Council on Legislation.

D. SUSPENSION OF RULES

By a vote of two-thirds of the members present and voting at the Plenary Session, these rules may be suspended to consider an amendment or resolution. Passage of any amendment or resolution under this provision shall require a like vote for adoption.

E. RULES OF PROCEDURE

All deliberations of the Conference shall be conducted in accordance with Robert's Rules of Order.

VOCATIONAL SCHOLARSHIP PROGRAM

PREFACE

1. Titles

There is hereby created a program for scholarship study in the vocational and technical areas to be designated as The Dr. Charles H. Shanner Vocational Scholarship Program of District 6440.

2. **Purpose**

- To give post-secondary school vocational educational opportunities to those deserving;

- Encourage careers in vocational and technical skills;
- Foster the ideal of service through vocational training;
- Develop marketable skills in trades and professions; and
- Provide funds to finance qualified and outstanding students to pursue these careers.

3. **Eligibility**

The applicant must:

- Either reside in or be gainfully employed in the District;
- Not hold a baccalaureate degree;
- Have a high school diploma or its equivalent;
- Enroll or be enrolled in a course leading to a non-baccalaureate degree.

AWARDS

1. There shall be created annual scholarships; in number as provided in the budget of the District Governor-Elect and donated by other Rotary foundations or contributions and approved at the time of budget approval.
2. Awards are limited for use to tuition, books, fees, instruments, tools and supplies at the designated school.
3. The scholarship must be completed within two years of the grant.
4. Unused funds at the designated school are to be returned to the District 6440 Vocational Scholarship Account.
5. Candidates for District 6440 Vocational Scholarships cannot be Rotarians, Honorary Rotarians, or employees of a club, district, or other Rotary entity or of Rotary International. Spouses, lineal descendants (child or grandchild by blood or legal adoption), spouses of lineal descendants, and ancestors (parent or grandparent by blood) of persons in the foregoing categories are also ineligible. Please note that Rotarians and their relatives remain ineligible for scholarship awards for 36 months after a Rotarian has resigned from club membership.

VOCATIONAL, TECHNICAL AND TRAINING INSTITUTIONS

Not by way of limitation but wherever possible, schools, facilities or institutions qualifying for vocational or technical training within the District are to be suggested for such scholarships.

In the event vocational or technical courses are not available or do not qualify for such training, the committee may approve an accredited educational institution and select facilities anywhere outside the District to aid in accomplishing the purpose of the program.

COMMITTEE

1. Membership

The program will be administered by a committee of seven members, six of whom shall be appointed for staggered terms, and a chair.

2. **Terms**

   a. The members shall be appointed for a period of three years except that the initial Board shall be appointed with two members appointed for a three-year term.
   b. The term of the Chair shall be one year.

3. **Appointment**

   a. The District Governor-Elect shall annually appoint a Chair and appoint members to replace those whose terms are expiring.
   b. No committee member may serve more than two successive terms, but subsequently may be re-appointed provided at least one year has elapsed since his or her prior service.
   c. Vacancies may be filled by the District Governor for the unexpired term of the member being replaced.
   d. The Chair may serve for as many successive terms as he or she is appointed.
   e. The selection of a member of the committee as Chair shall create a vacancy in the membership of the committee.

      - The vacancy caused by such appointment shall be filled as herein before provided for filling vacancies.
      - The Chair selected from the membership shall serve as herein before provided for that position.

   f. The District Governor shall be an ex officio member of the committee, without voting privileges.

FUNCTIONS

1. Duties

   a. Solicit nomination from each Rotary Club in the District but limit the applicants from each to two in number.
   b. Arrange schedule for receipt of applications, interviews of the candidates and selection of the awardees.
   c. Approve the areas and fields of study selected for vocational and technical training.
   d. Approve the institutions selected by the candidates participating in the program.
   e. Determine that the student will be accepted for the course desired by the admitting institution.
   f. Provide the financial arrangements of participants for tuition, books, instruments, fees, tools, and supplies.
   g. Arrange for sponsorship of the student by the Club nominating and provide for liaison with the committee.
   h. Furnish an annual report of performance to the District Governor for release to the clubs in the District within 30 days after selection of successful candidates.

Meetings

a. The Chair, upon appointment, shall set the time, place, and schedule of meeting of the committee;
b. A majority of the committee shall constitute a quorum.

Finances

a. The committee shall submit to the District Governor a budget for the ensuing year for presentation to the Finance Committee, to be approved by the presidents-elect.
b. Provide the District Governor with a statement of bills and expenses of the committee for reimbursement.
c. Request from the District Governor checks for each awardee, made out to the approved school or institute of his or her choice and to be mailed to the financial aid office of said school.

CENTRAL STATES YOUTH EXCHANGE PROGRAM OF ROTARY INTERNATIONAL

This District shall be a member of Central States Youth Exchange Program of Rotary International, the bylaws of which are hereby adopted by and adhered to by the District.

The District Youth Exchange Chair and or the Committee shall provide the District Governor Elect with an annual budget for the next year, on or before December 1, for presentation to the Finance Committee and a financial report before July 31 for the preceding year.

IMPORTANT DATES FOR DISTRICT 6440

Mid-Jan. to Mid-Feb.	Resolutions and Amendments must be delivered to Governor 60 days before Conference
Feb. 1:	Last day for Immediate Past District Governor to appoint Primary Committee
Feb.	Governor's Newsletter – Publication of Primary Committee appointments and call for clubs to offer candidates for Nominating Committee
Early Feb	Last time for Finance Committee to review and approve Governor-Elect proposed budget
Mid-Feb	Finance Committee Chair mails proposed budget to club Presidents and Presidents-elect
April. 1	Last day for Primary Committee to report its choice for Nominating Committee to Governor.
April	Governor's Newsletter – Publication of proposed Nominating Committee.
1-Jul	Governor appoints Legislative Advisory Committee
15-Jul	Last day for Immediate Past Secretary to deliver records to Governor
15-Jul	Last day for Governor to distribute to clubs the Official Proposal Form for District Governor Nomination
Between Sept. 1 and Oct. 8	Last day for Official Proposal Form for District Governor Nomination from clubs to be in Governor's hands. Specific date depends on date set for the meeting of the Nominating Committee in the specified year.
Between Sept. 8 and Oct. 15	Immediate Past District Governor convenes Nominating Committee which selects Governor-Nominee and reports to Governor
Sept. 30	Last day for Immediate Past Treasurer to submit report on separate accounts to Governor
Oct. or Nov.	Governor's Newsletter-Publication of Nominating Committee's selection for Governor-Nominee
15 days after Nom. Comm. convenes	Last day for challenges to the Governor Nominee candidate selected by the Nominating Committee.
Immediately after the challenge period	If no challenges received, Governor certifies Governor-Nominee to Rotary International.

AMENDMENTS

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on April 19, 2013:

Page 10. District Treasurer (DT) 3. (a) Under this section dues not paid within 30 days of the due date will be assessed a penalty of 10% per month rather than 60days of the due date... In addition, with each invoicing the District Treasurer will require each club to submit a copy of its Semi-Annual Report (SAR) which it submits to Rotary International for the time period in question.

Page 10. District Treasurer (DT) 3. (c) "greater of $100.00 over the budgeted amount or 110% of the budgeted amount. This was done to correct awkward language,

Page 14. Finance Committee. 3. (e). Same as a 2 above.

Page 14. 4. Budgetary Considerations. (e) Same as 2 above.

Page 16. Subparagraph (n) re" Group Study Exchange" deleted since no Group Study Exchange under Future Vision beginning July 1, 2013. As a result, Subparagraph (n) became" District Conference".

Page 16. Paragraph 6. Separate Accounts for Assessed District Events and Programs. (a) (3)." The Group Study Exchange Program “deleted since no Group Study Exchange under Future Vision as stated above. Subparagraph 3 then became "The District Conference".

Page 22. Under GOVERNOR'S ADVISORY COMMITTEE, the District Human Resource Director and the Legislative Advisory Chair were deleted in Paragraph 1, Committee. The following sentence was added at the end of Paragraph 2. Duties: "The Governor's Advisory Committee shall have the power to call Committee Chairs to attend its meetings".

Page 23. Paragraph 2. Duties. Subparagraph (d) was added to require the Legislative Advisory Committee to meet with the District Governor Elect at least four months prior to taking office to discuss the MOP & By-Laws of the corporation.

Page 23. HUMANITARIAN GRANTS COMMITTEE was changed to GRANTS COMMITTEE. Under Paragraph 1, Role and Mission, subparagraph a, "humanitarian programs” was deleted and" Rotary Grants" was added. Under subparagraph b, "humanitarian" was deleted and “supported by Rotary Foundation grants “was added. And "of TRF" was deleted. Under subparagraph c, “necessary paperwork" was deleted, "applications and administering" was added, "for the TRF" was deleted. And "Rotary Foundation" was added.

Under subparagraph e, "networking" was deleted and "partnering" added. Under subparagraph f," local and" was added, "humanitarian" was deleted and "service" was added. Subparagraph g was added as follows: 'Support the clubs in meeting their requirements to retain grant documentation and financial records as required by the Rotary Foundation”.

Paragraph 2, Committee was amended in the first paragraph by deleting "Matching", adding "Global" and deleting "Simplified". The last paragraph was added as follows: " Both the Global Grants and District Grants Chairs may appoint up to three subcommittee members as needed to assist with their responsibilities. Those members may participate in the Grants Committee meetings as non-voting members".

The changes in 9, Page 23 above were required by Future Vision which takes effect July 1, 2013. These comments will make sense when you compare the wording of the MOP adopted In February 2012 and the MOP amended at District Conference April 19, 2013.

Page 24. RESOLUTIONS AND AMENDMENTS. This paragraph was amended to provide that the District Legislative Advisory Committee has the right to propose amendments to the Governor, that any proposals to amend must be submitted to the Governor at least 30 days in advance of the District Conference rather than 60 days and must be published by the DG in the Governor's Monthly Newsletter or in a separate bulletin to all clubs at least 15 days in advance of the District Conference rather than 30 days.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on April 11, 2014:

Pages 11-12. The requirement of the District Secretary to keep records of club attendance was deleted since most clubs use Club Runner to track their attendance. Under District Secretary, paragraph 2, Duties, the original subparagraph b was deleted. Under new subparagraph b, the District Secretary is required to keep electronic permanent records of audited reports of the District Treasurer and all official meetings of the District, including the District Conference, rather than written records. New subparagraph c provides that all district electronic records are to be delivered to the District Secretary no later than July 15. New subparagraph c provides that all electronic records will be maintained using a cloud-based service accessible to officers and district leaders as needed.

Page 13. Under Finance Committee, paragraph 1, subparagraph d, the DGE shall appoint the Finance Committee Chair rather than the DG and approval by the board of directors is deleted. Board approval is no longer necessary. To correct a technicality, in subparagraph f, the word "occurs" is substituted for "is anticipated"

Page 13. Subparagraph j. The name District Assembly is changed to District Training Assembly.

Page 15. Under Paragraph 5, subparagraph a, a technical change. The proposed budget is accepted by the Finance Committee, not approved.

Page 19. Under District Nominating Committee, Paragraph 2, Purpose is amended to provide for the selection of a Vice-Governor as required by the 2013 RI Council on Legislation from the ranks of Past District Governors. The Nominating Committee is to select the Vice-Governor. The Vice Governor replaces the Governor in case of permanent or temporary inability to serve.

Page 21. Under District Nominating Committee, paragraph 7, Proceedings, subparagraph h is added setting forth the procedure for selecting the Vice-Governor. Under paragraph 8, in the event that the Vice-Governor becomes Governor, the Council of Governors shall select a Past District Governor to be vice Governor for the remainder of the term.

Page 23. Under Legislative Advisory Committee, a clarification that the Legislative Advisor chairs the committee.

Pages 24-25. Establishes the Youth Service Committee which essentially codifies what has been the practice for the past several years. The District Governor Nominee chairs the committee which consists of eight additional members i.e., Interact/Earlyact chair, Rotaract chair, Youth Exchange chair, RYLA

chair, Youth Protection Officer, Governor Elect, and two Rotarians experienced in youth activities. The Governor is an ex officio member.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on April 10, 2015:

Page 10. As of January 1, 2015, RI is no using the Semi-Annual Report for calculating dues, but is using a new form called Club Invoice. Therefore, Club Invoice is inserted and Semi-Annual Report (SAR) is deleted. According to RI this was done to simplify billing.

Page 11. The District Treasurer to submit his/her final report by August 31 rather than September 30. Report also to be sent to Governor's Advisory Committee.

Page 12. The District Governor Nominee Designate upon his/her election to appoint a PDG as advisor to serve through his/her term as Governor. This has been tradition previously.

Page 13. The Finance Committee to base the per capita and club levy on the total number of active members as shown on the Club Invoice rather than on the Semi-Annual Report (SAR). Therefore, Club Invoice is inserted and Semi-Annual Report (SAR) is deleted.

Page 16. Under Assessed District Programs Financial Management, RYLA is removed as an assessed program and PETS and Fall Seminar are added as these two programs are presently assessed programs. RI semi-annual membership (SAR) report deleted and Club Invoice inserted to comply with new RI policy. Additional paragraphs added for PETS Committee and Fall Seminar Committee.

Page 17. This provision revised for clarification. "Checking" added to Paragraph 6 to read as follows: Separate Checking Account for Assessed District Events and Programs. PETS and Fall Seminar are added to the list of assessed programs or events for which checking accounts may be established. The Vocational Scholarship Program is removed since no checking account has ever been established for this assessed program.

Page 18. If no supplemental checking account is established for any assessed district event or program and any surplus remains, that surplus remains in the district operating account for that assessed event or program for the following year. If the event or program is not continued the next year, any surplus funds are transferred to the general fund. Any deficit is to be addressed by the Finance Committee.

Page 19. The word "checking" is added to paragraph "f" for clarification.

Page 22. The Vice-Governor shall not be the Foundation Chair.

Page 23. All candidates for Vice-Governor to send a letter to the chair of the Nominating Committee setting forth his/her credentials with special emphasis on current involvement with District 6440 RI. As a sidelight, RI also includes Zone activity.

Page 24. The DG "shall" appoint a Council of Governors rather than "may" appoint. The Council of Governors shall be the Nominating Committee for the District's delegate and alternate delegate to the

RI Council on Legislation. The meetings of the Council of Governors shall include reports from the Governor, Governor Elect, Governor Nominee, Governor Nominee Designate, and Finance Chair.

Page 24. The Vice-Governor shall be a member of the Governor's Advisory Committee.

Page 25. The District Governor Nominee and District Nominee Designate to meet with the Legislative Advisory Committee along with the District Governor at least four months before taking office.

Page 25-26. The Grants Committee increased to six members with the Global Grants Chair added as a member.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on April 29, 2016:

Page 11. A copy of the audit shall be sent by the Governor to the clubs within 30 days of completion of the audit.

Page 23. GOVERNOR'S ADVISORY COMMITTEE. This committee is chaired by the District Governor.

Page 26. RESOLUTIONS AND AMENDMENTS.

A. PRESENTATION. All Resolutions or Amendments proposed for Adoption at the District Conference must be submitted by a club or clubs in the District, or the Legislative Advisory Committee and must be in writing.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on April 28, 2017:

Page 10. The requirement under District Treasurer, paragraph 3. Duties, subparagraph d. requiring the District Treasurer to maintain public liability insurance for all District related and approved functions was stricken since RI maintains the insurance for all districts.

Page 11. Paragraph 5 was amended to provide that the DT's statement be reviewed by a committee of Rotarians (having CPA or comparable certification) appointed by the Finance Committee Chair to be completed by October 1 and delivered immediately to the Finance Committee, DG, DGE, DGN and DGND. The DT's statement to be audited by December 31 (rather than October 1) unless extended by the Finance Committee. The audit to be made available to the Council of Governors, Governor's Advisory Committee, Finance Committee and Secretary within 14 days after receipt. Copy of the audit to be sent via email to the clubs by the Governor within 30 days.

Page 12 at top. The audited financial report to be delivered to the Secretary within 14 days after receipt.

Page 13. District Committees may meet in person, by telephone, by a combination of both or electronically.

Paragraph 1. Composition, subparagraph a. Members of the committee to serve a three-year staggered term. Treasurers if selected by the DGE. DGN, and DGNG to be invited to attend. The PDG advisor to the committee to serve a one-year term, be appointed by the DG and may not have been a PDG advisor to the DG or DGE.

Paragraph 1, Composition, subparagraph d. The DGE shall not appoint as Chair a PDG who has served as his/her PDG advisor.

Paragraph 1, Composition, subparagraph f. If a vacancy during a DG's term, The DG may not appoint a member who has served the DG as his/her PDG advisor.

Paragraph 2, Duties, Subparagraph a, Budget. The Finance Chair shall give committee members, the DG, DGE, DGN, DGND, and Treasurers selected by the DGE, DGN and DGND notice of the budget meeting no later than 30 days prior to the meeting.

Page 16. Subparagraph o. PETS Committee has been stricken since no longer in existence and substituted by PETS, Pre-PETS and Post-PETS. All reference to Club Invoice deleted and substituted with the following: An amount per club shall be assessed for President Elect Training as required by Rotary International. "Annual per capita" is stricken.

Subparagraph p. Fall Seminar Committee stricken as the committee no longer exists and "District Training Programs" substituted. All reference to Club Invoice deleted and substituted with the following: An amount per club shall be assessed for district training programs.

Page 16-17. Paragraph 4. Distribution and Approval, subparagraph c. If the budget not passed at PETS, the DGE must resubmit a new budget to the Finance Committee for approval at the District Conference or District Assembly whichever comes first. Presidents-elect may vote by proxy. Notice must be given to the Presidents-elect at least 30 days in advance of the District Conference or District Assembly.

Page 17. Paragraph 5. Separate Checking Accounts for Assessed District Events and Programs, paragraph a, subparagraphs 3 and 4 deleted as the district no longer has a PETS Committee or Fall Seminar Committee. "Designated Training Programs" is now subparagraph 3 and subparagraph 4 is now "Other assessed events and programs that may be established. Subparagraphs 5, 6 and 7 are deleted.

Page 21. Paragraph 7 Proceedings subparagraph a. Date for the meeting of the Nominating Committee announced by the Immediate Past District Governor. The PDG chairs the meeting of the Nominating Committee. If he/she is unable to chair the meeting, the DG to chair the meeting. Provision made for the convener to adjust the meeting date in the event of unforeseen circumstances if a candidate for governor cannot attend the meeting detailing the unforeseen circumstances that qualify and maintaining the required composition of the Nominating Committee.

Page 22. Subparagraph h. If no PDG agrees to serve as Vice Governor, the DGE may select a PDG to serve as Vice-Governor.

Page 23. Council of Governors, Paragraph 1. Council of Governors is chaired by the DG.

Paragraph 2. Duties. Word "delegate" changed to "representative" to the RI Council on Legislation as per the RI MOP. Council on Representatives added per the RI Council on Legislation which met in April 2016. Election of the representative and alternate representative to the RI Council on Legislation and RI Council on Resolutions is at District Conference and is for a three-year term, the election to take place two years prior to the meeting of the Council on Legislation. The term begins July following the Rotary year in which they are elected.

Page 24. Legislative Advisory Committee, Paragraph 1. Appointment. Established a two term for members. The DG appoints the Legislative Advisor who serves as chair. No member of the committee may serve more than three consecutive two-year terms and the Legislative Advisor to serve no more than two consecutive two-year terms. A former member may serve again after a one-year absence from the committee.

Page 26. Paragraph 3. District Youth Service Subcommittees. b. The term of the subcommittee chair to be no more than three years unless no suitable replacement.

Page 27. Resolutions and Amendments. Paragraph A. Presentation. All proposals must be published by the DG at least 30 days in advance of the District Conference. The number "15" deleted.

Paragraph D. Suspension of Rules. The words "or memorial" stricken.

Page 30. Central States Youth Exchange Program, etc. The District Youth Exchange Chair or the Committee to provide the DGE with an actual budget by December 1 rather than January 15 for presentation to the Finance Committee and a financial report on or before July 31 rather than September 30.

Page 31. Important Dates for District 6440. The word “Memorials” removed.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on May 18, 2018:

BYLAWS: ARTICLE III, SECTION 6: PROXIES: This was previously Article IV, Section 9. It is more appropriate in Article III. Remaining items in Section 6 were renumbered.

BYLAWS: ARTICLE IV, SECTION 2. ELECTION AND TERM OF OFFICE: Replaced “shareholders” with “members”.

BYLAWS: ARTICLE IV, SECTION 3. REMOVAL: Replaced “appointed” by “elected”.

BYLAWS: ARTICLE IV, SECTION 5. VICE PRESIDENT: Added word “her” before duties.

DISTRICT TREASURER DUTIES, c: Removed language regarding payment of bills over a budgeted amount; responsibility for budget variance lies with the DG and Finance Committee.

DISTRICT TREASURER DUTIES, d: Added as signers the DGE and a unanimous designee of the DT, DG, and DGE. The Chair of the Finance Committee can sign if none of the other signers are able.

DISTRICT TREASURER DUTIES, e. Added.

DISTRICT TREASURER DUTIES, Annual Report, Audit and Publication: Only the DT’s year-end statement will be reviewed by a committee of Rotarians.

FINANCE COMMITTEE, 1. Composition, a: Proposed changes rejected at 5/18/18 Annual Meeting.

FINANCE COMMITTEE, 1. Composition, d: The Chair must be one of the three members named in Section 2: Term. Clarified when appointment to be made.

FINANCE COMMITTEE, 1. Composition, e: Process for filling a vacancy clarified, and old sections d and e combined. Renumbered remainder of section.

FINANCE COMMITTEE, 2. Term: Proposed changes rejected at 5/18/18 Annual Meeting.

FINANCE COMMITTEE, 3. Duties, a. Budget: Added “prospective”. Clarified presentation to the presidents-elect.

FINANCE COMMITTEE, 3. Duties, e. Financial Management: Finance Committee’s responsibility to review and approve spending in excess of budget is now captured in the section on Budgetary Considerations, *c. Budget Variance*.

FINANCE COMMITTEE, 4. Budgetary Considerations, a. Governors’ Accounts: Separate subsections for the DG, DGE, and DGN were replaced with one using simplified language. The remainder of the section was renumbered.

FINANCE COMMITTEE, 4. Budgetary Considerations, c. Budget Variance: The DG is responsible for working with the Finance Committee to revise spending plans in response to excessive expenses, which the Finance Committee must approve.

FINANCE COMMITTEE, 4. Budgetary Considerations, d. Event Budgeting: Removed requirement that event budgets to be submitted to the Finance Committee, since preparation of a budget is only recommended and not mandatory.

FINANCE COMMITTEE, 4. Budgetary Considerations, h. Assessed District Programs Financial Management: Aligned "District Training Programs" language with item n in this section. Removed inclusion of budgets for Assessed Programs in submissions to the district assembly or district conference.

FINANCE COMMITTEE, 4. Budgetary Considerations, j. Membership Committee: Removed retaining of unspent funds to charter new clubs.

FINANCE COMMITTEE, 5. Distribution and Approval, c: Added missing word "elect".

FINANCE COMMITTEE, 6. Separate Checking Accounts for Assessed District Events and Programs, c: Revised signatories for consistency across MOP.

FINANCE COMMITTEE, 6. Separate Checking Accounts for Assessed District Events and Programs, e: Provided for release of excess funds from Assessed District Events and Programs.

FINANCE COMMITTEE, 7. Separate Checking Accounts for Non-Assessed District Events and Programs, d: Revised signatories for consistency across MOP.

DISTRICT NOMINATING COMMITTEE, 1. Selection: Corrected spelling.

DISTRICT NOMINATING COMMITTEE, Proceedings: Corrected so current DG announces the date for the meeting to occur the following fall when he or she is the PDG.

LEGISLATIVE ADVISORY COMMITTEE, 1. Appointment: Corrected spelling.

GRANTS COMMITTEE, Committee: Defined staggered terms and added a provision for filling vacancies.

YOUTH SERVICE COMMITTEE, Role and Mission: Added oversight for all youth programs in the District. Added "tolerance amongst youth". Added Rotaract. Added f. Corrected title.

YOUTH SERVICE COMMITTEE, Committee Structure, b: Added Youth Service Advisor, and adjusted to keep committee at nine.

YOUTH SERVICE COMMITTEE, Youth Service Subcommittees, b: Simplified membership of subcommittees. Removed "District" from title.

YOUTH SERVICE COMMITTEE, Youth Service Subcommittees, g. Youth Protection Committee: Made consistent with Youth Protection Policies issued by the District and RI; they are referenced.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the District Conference on May 3, 2019:

BYLAWS: ARTICLE III, SECTION 7. QUORUM: Clarifies that the correct term is Articles of Incorporation.

BYLAWS: ARTICLE III, SECTION 8. MANNER OF ACTING: Clarifies that the correct term is Articles of Incorporation.

FINANCE COMMITTEE, 2. Term - Provides that the IPDG will appoint the Finance Committee member prior to the expiration of his or her term as IPDG rather than the DG appointing same.

FINANCE COMMITTEE, 2. Term - Provides that a District Treasurer must wait at least two years before he or she is eligible to serve on the Finance Committee.

FINANCE COMMITTEE, 3. Duties. Paragraph d. - Clarifies that the Finance Committee is charged with the responsibility to facilitate and approve the audit and establishes parameters for engaging the auditor.

FINANCE COMMITTEE, 3. Duties. Paragraph i. - Provides that the DG would submit expenditures for reimbursement to the Chair of the Finance Committee within 90 days of incurring same, but in any case no later than 45 days after the close of the fiscal year.

FINANCE COMMITTEE, 4. Budgetary Considerations, Paragraph c. Budget Variance – Provides that the DG can petition the Governor's Advisory Committee and Finance Committee for permission to use a specified amount of the District's excess unrestricted funds or an unbudgeted project benefiting the District's member clubs, which approval shall not be unreasonably withheld.

FINANCE COMMITTEE, 4. Budgetary Considerations, Paragraph e. Deficit Budget – Provides for a deficit budget if there are excess unrestricted funds, exceeding an average of the last three years of expenses and permission is granted by a majority vote of the Governor's Advisory Committee and Finance Committee.

GOVERNOR'S ADVISORY COMMITTEE, 2. Duties – Provides that spending of excess unrestricted funds by the District and submission of a deficit budget for approval by Presidents-Elect requires approval by majority vote of the Committee.

The following amendments to the MOP were approved during the business meeting/annual meeting of the corporation at the Annual Meeting on May 9, 2020:

Page # 1 – Primary Committee is located on the bottom of page # 1 instead of the top of page # 2.

Page # 11 – Under "**Annual Report, Audit and Publication**" - Deleted – The DT's year end statement will be reviewed by a committee of Rotarians appointed by the Finance Committee Chair and who hold CPA or comparable certification, the review to be completed no later than October 1. The review shall be delivered immediately to the Finance Committee, DG, DGE, DGN and DGND.

Page # 13 – Under "**Composition**" 1-a – Change three to five – change/add – Two of the members will be Class A members, two of the members will be Class B members-and the remaining member will be a Class C member. The Class to which the member is assigned shall have no bearing on the member's position on the committee and should be used for rotation of the membership purposes only. Each member class will – delete who shall serve a three-year staggered term. Delete The term. Change – The DG, DT, the DGE and the PDG advisor will serve.

Page # 13 – Under "**Composition**" – 1d – Change three to five.

Page # 24 – Under "**Legislative Advisory Committee**" – 1. Appointment – added "as well as" – The Legislative Advisory Committee personnel selection shall give recognition to the experience of the Past District Governor of the District "**as well as**" capable individuals holding membership in clubs in the District.

Page # 26 – Under "**Role and Mission**" – e1. –Change Earlyact to Rotaract and on e4 delete Rotaract

Page # 26 – Under "**Committee Structure**" – a. Change nine to six in the first sentence – add "and" after Vice-Chair and change five subcommittees to three subcommittees. Add "In addition, the Governor shall appoint a Youth Protection Officer to ensure compliance with, and training on, Rotary International's

Statement of Conduct of Working with Youth, the Rotary Youth Protection Policy". Add and the "Governor Elect" shall be – delete "an" ex-officio members of the committee.

Page # 26 – Under "Committee Structure" – b. The Youth Services Committee chair shall act as coordinator of the District Youth Programs. The chair shall work with the – add – "Youth Service Advisor and".

Page # 26 – Under "**Committee Structure**" – d. The committee shall meet – delete "quarterly and".

Page # 26 – Under "**Youth Services Subcommittees**" – a. Change five to "three". a1 – Change Earlyact to "Rotaract". 2 Delete "Rotaract Committee. Item # 3 becomes Item # 2 and Item # 4 becomes item # 3. Delete # 5 "Youth Protection Committee".

Page # 26 – Under "**Youth Services Subcommittee**" – Item b. – delete "subcommittee with the exception of the Youth Protection Committee which shall be chaired by the Youth Protection Officer appointed by the Governor. If possible, the subcommittee". Add "The" to make the sentence read – "The term of the subcommittee chair shall be at the discretion of the nominee". Delete – "no more than three years unless there is no suitable replacement.

Page # 27 – Under "**Youth Services Subcommittee**" – delete item d. in its entirety. Item e becomes d and item f becomes e. Delete the following "Youth Protection Committee. The purpose is to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth Protection Policy, and the District 6440Youth Protection Policy"

Delete "Youth Protection"

Add, "The purpose of the Youth Protection Officer and the District Governor is to ensure compliance with, and training on, Rotary International's Statement of Conduct for Working with Youth, the Rotary Youth Protection Policy, and the District 6440 Youth Protection Policy".