



Summary of Proposed Amended and Restated Bylaws
Rotary International District 7450, Inc.
Approved by the District 7450, Inc. Board on May 22, 2019 and
Directions on How to Vote to Approve the Proposed Amendments

The Rotary Clubs in District 7450 approved the incorporation of the district by a majority vote of the clubs in 2010. According to the District 7450, Inc. Articles of Incorporation filed with the Commonwealth of Pennsylvania, every Rotary Club in District 7450, Inc. is referred to as a Member of District 7450, Inc. Every Member of District 7450, Inc. is authorized to vote on amendments to the corporate bylaws (Bylaws).

The corporate board is referred to as the District 7450, Inc, Board of Directors (Board). The purpose of Board is to conduct the business of the corporation as a not for profit entity as described in the Articles of Incorporation and the Bylaws as well as the governing documents of Rotary International.

The Board

The Board is comprised of seven voting members including the immediate past district governor, the current governor, who serves as the chair, the governor-elect, the governor-nominee and three at large directors representing the district clubs.

The primary responsibilities of the board are:

1. To recommend the budget prepared by the governor-elect to the members,
2. To approve expenditures proposed by the governor which exceed line item allocations;
3. To authorize contracts where the total value of the obligation to the district exceeds \$2000 (to be increased to \$2,500 in the proposed changes),
4. To hold an annual meeting to report the state of the corporation to its members;
5. To call for the election of the at-large directors who serve a three-year term;
6. To oversee and authorize the work of the treasurer in collecting and dispersing funds as provided in the district budget ensuring proper use and accounting of D7450 funds;
7. To propose amendments to the bylaws and to arrange for a vote of the members to approve the proposed amendment (s).

The Bylaws and Directions to Approve the Proposed Amended and Restated Bylaws

The Bylaws have been amended twice since the original date of incorporation, that last time being in 2012. The District Bylaws and Legislation Committee (Committee) is authorized to solicit, review and recommend amendments to district Bylaws. The Committee met several times during 2018-2019 to review the existing bylaws with a goal of updating and simplifying the Bylaws in addition to conforming to changes required by Rotary International.

The Committee completed its review of the Bylaws and sent proposed amendments to the Board. On May 22, 2019, the Board approved Amended and Restated Bylaws to which are appended Guidelines and Policies. As required by law, the Board is asking the Members to approve the Amended and Restated Bylaws recommended by the Committee and approved by the Board.

The Board recommends that each member club approve the Amended and Restated Bylaws, with attached Guidelines and Policies.

Each Member, through their authorized representative, can submit the attached ballot to vote to approve the proposed amendments.

The president **and** secretary must sign the ballot and submit the ballot either electronically or by US Postal Service ballot as provided by law on or before June 24, 2019.

As stated on the ballot, each Member vote will be tallied according to the weighted voting procedure prescribed by Rotary International Bylaws. It is intended that these Amended and Restated Bylaws, if approved by two-thirds of the ballots cast by the Members, as required by the current Bylaws at §1.1.1060, will take effect July 1, 2019.

It is **very** important that your club agrees to adopt the amendments to help our Board and district officers administer the district in an efficient and responsible manner.

Summary of Highlights of Proposed Amended and Restated Bylaws

The **Amended and Restated Bylaws** change the method to elect at-large directors from a direct election by the clubs to the same method used to select the governor. That method is to authorize the district nominating committee to request clubs to nominate candidates for the position, to interview the nominees, to select the nominee for the position, to announce the selection of the candidate to the clubs and allow the clubs 14 days to challenge that nomination. If there is a no challenge, the nominee assumes the position of at-large director on July 1 of the next Rotary year.

In order to allow the Board of D7450, Inc. to better fulfill its mission, and to allow policy to evolve without requiring further amendment of the Bylaws, the Bylaws contemplate that in addition to the Amended and Restated Bylaws, the D7450 would be governed by other documents, namely Guidelines and Policies..

The proposed Amended and Restated Bylaws of Rotary International District 7450, Inc. describe only the corporate function of the board of directors.

The proposed Amended and Restated Bylaws of Rotary District 7450 have appended to them certain Guidelines. These Guidelines describe only district related functions as prescribed by Rotary International. Those functions include a description of the organizational structure of the district itself and a description of district responsibilities of the district officers and district committees.

It is intended to allow the Committee to amend these guidelines to incorporate continuing changes enacted by the Council of Legislation to the Rotary International Bylaws and Constitution and other changes as needed that should not rise to the level of a vote of the clubs.

In addition, to the Guidelines, also appended to the Bylaws are policies a new appendix section setting standards for: youth protection, harassment, district funds remuneration for committees and district and Rotary International events and a social media protocol. Again, these policies will be amended as needed by the Board; there is no need for a vote of the clubs relative to these documents.

The current bylaws, the proposed Amended and Restated bylaws and the Articles of Incorporation and this description of the proposed amendments are posted on the district website at:

<https://rotarydistrict7450.org/bylaws/> .

Your club, as a member of D7450 has been provided a ballot – please review the ballot upon receipt and return the ballot in a timely fashion so that D7450's corporate affairs may be better regulated.

Submitted by Paul Quintavalla

District Governor, District 7450
President, Rotary International District 7450, Inc.

Date: May 23, 2019