

BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6360, INC.

January 21, 2009

Preamble

The Rotary clubs of District 6360 of Rotary International have adopted these bylaws. District 6360 of Rotary International, Inc. is formed as a corporation in order to continue the legal existence of the unincorporated non-profit organization of Rotary Clubs in Michigan that was known as “District 6360, Rotary International”

Article I
NAME AND OBJECTIVES

A. *Name.* The name of this organization shall be Rotary International, District 6360 Inc. It is referred at times in these bylaws simply as the District.

B. *Objectives.*

- To provide structure for Rotary clubs assigned to it by Rotary International; to provide support to these Rotary clubs in their pursuit of programs and activities that promote the object of Rotary; and to encourage, promote, extend, and supervise Rotary throughout the territory assigned to it by Rotary International.
- To conduct district conferences.
- To conduct projects and activities that is consistent with its nonprofit purposes and the object of Rotary.
- To hold, manage, sell, and lease personal and real property and to invest and re-invest corporate funds in any type of property or security which the Board of Directors may deem advisable provided such investments are of the type or character authorized by the Laws of the State of Michigan for the investment of trust funds, and to enter into such contracts and execute such conveyances, instruments, and releases as may be necessary and proper to carry out the objects and purposes of the Corporation.
- To engage in any other permitted activities for corporations exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
- To continue without break the legal identity of an unincorporated non-profit organization of Rotary Clubs in Michigan that was a District of Rotary International and was known as “District 6360, Rotary International”
- Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any

other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law)

Article II

MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

- A. *Members.* The membership of the District shall consist of the Rotary clubs that Rotary International assigns to the District.
- B. *Dues.* Each club shall pay annual per capita dues billed semiannually to the District at the rate established in budget. The per capita dues shall be based on the official membership as of January 1 and July 1 of each year as reported to Rotary International. Dues shall be due and payable 30 days after the District Treasurer mails the billing statement to the club.
- C. *Voting Rights of Members.* Each club shall have one elector for each 25 members or major portion thereof, as determined by the District membership as of the date of the most recent semi-annual dues payment before the District Conference. All clubs shall have at least one elector regardless of size. The secretary of each club shall submit a list, designating the names of each elector, to the district secretary. If an elector is unable to attend, the club secretary may submit a revised list at any time prior to commencement of the annual meeting. Each elector shall have only one vote.
- D. *Annual Meeting.* Unless the Board of Directors determines otherwise, the annual meeting of the District is the formal annual business meeting of the District. It shall be held during the district conference. The Board of Directors shall send a written or electronic notice to each club that provides the date, time, place, and agenda at least thirty (30) days prior to the annual meeting.
- E. *Special Meetings.* The Board may call a special meeting of the members. The Board shall send written or electronic notice of the time and place of any special meeting at least thirty (30) days, before the date of the meeting.
- F. *Quorum.* One-third of the Rotary clubs in the district as represented by their electors shall constitute a quorum.
- G. *Business of the Annual Meeting.* The business that may be conducted at the annual meeting shall include:
- The District Governor's annual report to the Clubs on the status of the Corporation.
 - Election of the district governor-elect (where necessary), district governor-nominee (where necessary), representative or delegate to the Council on Legislation, and the District's representative to the Nominating Committee that selects the directors of Rotary International.
 - Consideration of any amendments to the *Articles of Incorporation*, these bylaws, or *The Manual of Procedures and District Leadership Plan for Rotary International District 6360, Inc* that are properly submitted.

- Approval of a budget if not previously approved in accordance with *The Manual of Procedures and District Leadership Plan for Rotary International District 6360, Inc.*
- Setting the per capita dues for the next fiscal year, if not previously approved in accordance with *The Manual of Procedures and District Leadership Plan for Rotary International District 6360, Inc.*
- Consideration of all resolutions that have been properly submitted.
- Other business as shall properly come before the Annual Meeting.

Article III
BOARD OF DIRECTORS

A. *Number.* A Board consisting of seven members shall oversee the business and affairs of the District.

B. *Composition.* All Board members shall be members of the Rotary Club in District 6360. There shall be seven members of the Board, which shall be composed of the:

- District governor.
- District governor-elect.
- District governor-nominee.
- District secretary.
- District treasurer.
- The most recent past district governor of District 6360 who resides within the District. The district governor shall appoint the seventh member of the Board, to serve during the governor's term of office.

C. *Meetings.* The Board of Directors shall meet at least once each quarter. The district governor or any three directors may call a meeting of the Board. Notice of any meeting of the Board shall be given at least seven days previously thereto by written notice delivered personally or sent by United States mail, electronic mail, or fax. Mailing a notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed and with postage thereon paid. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

D. *Meeting by Telephone or Similar Equipment.* A director may participate in a board meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting

E. *Quorum.* A quorum shall consist of a majority of directors in office.

F. *Informal Action by Directors.* Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors.

Article IV
OFFICERS

A. *Composition.* The Officers of District 6360 shall be composed of the following:

- District governor
- District secretary
- District treasurer
- District governor-elect
- District governor-nominee

B. *Duties and Responsibilities.* The duties, responsibilities, election, and terms in office of the officers of District 6360 shall be in accordance with *the Manual of Procedures and District Leadership Plan for District 6360, Inc* and the *RI Manual of Procedures*.

Article V
INDEMNIFICATION

A. The District shall indemnify any covered person who was or is a party or is threatened to be made a party to any covered proceeding.

B. Persons covered by this article are directors, officers, employees or agents of the District, and persons who are or were serving at the request of the District as a director, officer, employee or agent of another District, partnership, joint venture, trust or other enterprise, if:

- the person's act or failure to act was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the District or its members, and
- with respect to any criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful.

C. The proceedings covered by this Article are any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, if the proceeding involves the person due to the person's relationship with the District.

D. The coverage under this Article includes indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceedings.

E. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, shall not, of itself, create a presumption that the person is not covered.. Such facts may be considered, however, in making that determination.

F. No indemnification shall be made if the person was adjudged to be liable for negligence or misconduct in the performance of an important and material duty to the District, unless the court determining such liability determines that, despite the adjudication of liability, under the circumstances the person is fairly and reasonably entitled to indemnity for such expenses which the court shall determine proper.

G. Expenses incurred may be paid by the District in advance of the final disposition of the proceeding when approved as required by law and upon receipt of an undertaking by or on behalf of the person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the District.

H. These bylaw shall incorporate by reference all provisions of the laws of the State of Michigan, as presently constituted or as the same may be amended, relative to indemnification of officers, directors, employees, agents, and the like.

Article VI MISCELLANEOUS

A. *Conformity with Rotary International.* These bylaws are intended to supplement the Articles of Incorporation, constitution and bylaws of Rotary International. If there is any provision in these bylaws that conflicts with the Articles of Incorporation, constitution or bylaws of Rotary International, then the provision in the Articles of Incorporation or bylaws of Rotary International shall supercede the conflicting provision in these bylaws unless a different result is required by Michigan or federal law in which case the provision required by law shall prevail.

B. *Governing Documents.* The Articles of Incorporation, these bylaws, and *the Manual of Procedures and District Leadership Plan for District 6360, Inc* together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of the District.

C. *Fiscal year.* The fiscal year shall be from July 1 through June 30.

D. *Principal office.* The registered address of the District shall be its principal office.

Article VII AMENDMENTS

A. *Amendment process.* These bylaws may be amended at the Annual Meeting by a majority vote of the electors present and voting provided that no amendment shall be considered unless it has been

submitted in accordance with the requirements outlined in *The Manual of Procedures and District Leadership Plan for Rotary International District 6360, Inc.*

B. *Effective date.* Amendments to the bylaws shall be effective on July 1 following the annual meeting at which they were adopted.

C. *Conformity with Rotary International.* The District may not adopt any amendment to these bylaws that conflict with the constitution or bylaws of Rotary International.