

**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6250, INC.**

PREAMBLE

The Rotary clubs within District 6250 of Rotary International have adopted these Bylaws. Rotary International District 6250, Inc. is formed as a corporation in order to continue the legal existence of the unincorporated non-profit association of Rotary clubs in western Wisconsin and eastern Minnesota that was known as "District 6250, Rotary International."

**ARTICLE ONE
NAME AND OBJECTIVES**

1.01 Name. The name of this corporation shall be Rotary International District 6250, Inc. It is referred to at times in these Bylaws simply as "Rotary District 6250," "District 6250," the "District," and the "Corporation."

1.02 Tax-Exempt Status. This corporation shall be a non-profit, non-share entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

**ARTICLE TWO
MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP**

2.01 Members. The members of the Corporation (herein "Members") shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 6250 pursuant to the Bylaws of RI. The addition or removal of a club or clubs from District 6250 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the membership (for clarity, members of a club or membership of a club shall be referenced in lower case).

2.02 Dues. Each Member shall pay annual per capita dues to the District at the rate established at the Annual Meeting immediately before the year in which the dues are payable. The membership on which the per capita dues are based shall be the membership number on July 1. Dues shall be due and payable 30 days after the billing statement is mailed or electronically mailed to the Member.

2.03 Annual Meeting. The Annual Meeting of the District is the formal annual business meeting of the District. It shall be held during the last quarter of the District's fiscal year. The Board shall establish the time or place for the Annual Meeting. It shall send to the Members written or electronic notice of

the time and place of the Annual Meeting at least 30 days, but not more than 60 days, before the date of the meeting. All resolutions to be submitted to the Annual Meeting shall be originated by a Member, the District Governor, the District Governor-elect, the District Governor-nominee or the Board. All resolutions shall be approved by the Board for recommendation to the Annual Meeting.

2.04 Voting at Annual Meeting.

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

2.04.02 Voting Procedures at Annual Meeting.

(a) **Delegates Only.** The following issues shall be voted on only by delegates: (1) the election of the District Governor-nominee; (2) the election of a member of the nominating committee for RI director-nominee; (3) the composition and terms of office of the District's nominating committee for District Governor-nominee, District Vice-Governor and District Representative for the Council on Legislation; (4) the election of the District's Representative and Alternate Representative to the Council on Legislation; and (5) the decision as to the amount of the District dues. For the selection of the governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of office of the nominating committee for governor, vice-governor or election of the club representative and alternate representative of the district to the council on legislation, all votes from a Member with more than one delegate shall be cast for the same candidate or proposition. A Member with more than one delegate shall specify which of its delegates is authorized to cast the Member's votes on any matter requiring that the Member's votes all be cast for the same candidate or proposition.

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

2.04.03 Quorum. With respect to votes by delegates at the Annual Meeting, a quorum shall exist if delegates of fifty One (51%) percent of the Members are in attendance at the Annual Meeting.

2.05 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 30 days, but not more than 60 days, before the date of such special meeting.

2.06 Business of the Annual Meeting. Subject to the restrictions set forth in Section 2.04, the business that may be conducted at the Annual Meeting shall include all business necessary to manage the affairs of the District in accordance with the policies of Rotary International.

ARTICLE THREE
BOARD OF DIRECTORS

3.01 Number and Qualifications. A Board consisting of at least ten Directors shall oversee the business and affairs of the District. The Board shall also serve as an informal education and training vehicle for those serving in the District Governor-elect and the District Governor-nominee positions. Only active member Rotarians, as defined by RI, who are members of clubs in the District and who are officers of the District or who have served as President of a club in any Rotary District are eligible to serve as Directors.

3.02 Composition. The Board shall be composed of the District Governor, the District Governor-elect, the District Governor-nominee, the District Secretary, District Treasurer, the most recent past District Governor, the Vice-Governor, who shall be a Past District Governor of District 6250, the Chair of the District Foundation Committee, an Assistant Governor appointed by the District Governor, and a representative of the District's Youth Programs, selected by the District Governor. At the discretion of the District Governor Elect, up to three at large Directors may sit on the Board. The Vice-Governor, and at large Directors shall be identified by the nominating committee and stand for election at the annual meeting of the district. The District Governor shall serve as the Chairperson of the Board.

3.03 Appointment of Successor. In the event of the death, removal, or resignation of any of the directors serving on the Board, or in the event any such director is no longer an active member of a Rotary club of District 6250, the District Governor may appoint a replacement to fill the former Director's unexpired term subject to Sections 3.01 and 3.02.

3.04 Removal from the Board. The Board may, by a majority vote of the Directors, vote to remove any Director, except the District Governor, for cause.

3.05 Board Meetings.

3.05.01 Time; Place. Meetings of the Board of Directors may be held from time to time as provided in this Section. The Board meetings shall be held at the locations determined from time to time by the Board. The Board may determine under Section 3.05.02 that a meeting of the Board shall be held solely by means of remote communication.

3.05.02 Meetings Solely by Means of Remote Communication. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by Section 3.05.04, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

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

3.05.04 Calling Meetings; Notice. The District Governor or any two Directors may call a Board meeting by giving at least five (5) days notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. Any notice given to a Director by a form of electronic communication consented to by the Director to whom the notice is given, is effective when given. The notice is deemed given (i) if by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or (iii) if by any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

3.05.05 Previously Scheduled Meetings. If the day or date, time, and place of a Board meeting was announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

3.05.06 Waiver of Notice. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not participate thereafter in the meeting.

3.05.07 Absent Directors. A Director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

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

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

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

3.06 Act of the Board. The Board of Directors shall take action by the affirmative vote of (i) a majority of the Directors present at a duly held meeting at the time the action is taken, or (ii) a majority of the minimum proportion or number of Directors that would constitute a quorum for the transaction of business at the meeting, unless otherwise required by these Bylaws, Wisconsin Statutes Chapter 181, or by the Articles of Incorporation.

3.07 Action Without a Meeting. An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors. If the action need not be approved at the District Conference and the Articles of Incorporation so provide, the action may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

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

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

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

ARTICLE FOUR **OFFICERS**

Only Active Member Rotarians who are members of clubs in District 6250 shall be eligible to serve as officers. The officers of the District shall be a District Governor, a District Governor-elect, a District Governor-nominee, a District Governor-nominee designate, a District Vice-Governor, a District Secretary, a District Treasurer and such other officers as the District Governor may appoint.

4.01 District Governor. The District Governor shall serve as the President and Chief Executive Officer of the District. The District Governor shall perform the customary duties of a president and a chief executive officer of a corporation and those assigned by the bylaws and policies of RI, by these Bylaws, and the District Policies and Procedures Manual. The District Governor shall serve as a member of all District Committees. The District Governor shall be elected for a one-year term in the manner set forth by the bylaws and policies of RI, by these Bylaws, and the District Policies and Procedures Manual. The District budget shall include an allowance for the out of pocket third party expenses of the District

Governor. The Board may, by majority vote, but only for cause, request the President of RI to remove a District Governor pursuant to the bylaws and policies of RI.

4.02 District Governor-elect. The District Governor-elect shall assume this office in the manner set forth by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. The District Governor Elect shall serve as an *ex-officio* member of all District Committees. The District Governor may assign other responsibilities to the District Governor-elect, in addition to those set forth in the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual, as are consistent with said documents.

4.03 District Governor-nominee. The District Governor-nominee shall assume this office in the manner set forth by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. The District Governor may assign other responsibilities to the District Governor-nominee, in addition to those set forth in the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual, as are consistent with said documents. If the District Governor-elect is unable to fulfill the duties of office or to assume the position of District Governor, the District Governor-nominee may, when possible, upon certification by the District Governor and with notice to all Members, assume the position of District Governor-elect.

4.04 District Governor-nominee- designate. The minimum qualifications for serving as a District Governor-nominee- designate include membership in a club in the District for at least three years and one year of service as a club president. It is also recommended, but not required, that the person shall have served as an Assistant Governor or shall have served as the chairperson of a high level District committee. The District Governor-nominee- designate shall be elected for a six-month term in the manner set forth by the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual. The District Governor may assign other responsibilities to the District Governor-nominee-designate, in addition to those set forth in the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual, as are consistent with said documents.

4.05 District Vice-Governor. The District Vice-Governor shall be a Past District Governor of District 6250 from the preceding five years who is an active member of a Rotary club within the District, selected by the Nominating Committee and approved at an annual meeting of the District for a one-year term. The Vice-Governor shall serve in the role of District Governor should for any reason the Governor be unable to act, temporarily or permanently, during his or her term of office. The District Governor may assign other responsibilities to the Vice-Governor, in addition to those set forth in the bylaws and policies of RI, these Bylaws, and the District Policies and Procedures Manual, as are consistent with said documents.

4.06 District Treasurer. The District Governor shall appoint the District Treasurer to one or more consecutive one-year terms. Whenever possible, the District Treasurer should be a C.P.A. The District Treasurer shall serve as custodian of all District funds. All funds, deposits, bonds, and accounts shall be designated as "Rotary International District 6250" or "Treasurer, Finance Committee – District 6250." The District Treasurer shall be responsible for the billing and collection of Member dues. The District Governor may assign additional duties to the District Treasurer.

4.06.01 Assistant District Treasurer. The District Governor may appoint an Assistant District Treasurer for a one-year term. In an emergency, in the absence of the District Treasurer from the District, or in the case of permanent vacancy of the office of District Treasurer, the Assistant Treasurer shall immediately fulfill the duties of the District Treasurer.

4.06.02 Bond. The District Treasurer and the Assistant District Treasurer may be bonded. The District Governor shall determine whether a bond is necessary and the amount of the bond. The District shall pay the cost of the bond.

4.07 District Secretary. The District Governor shall appoint the District Secretary to one or more consecutive one-year terms. The District Secretary shall be responsible for safekeeping of the District's permanent historical records and property. The District Secretary shall be responsible for recording minutes of all meetings of which he/she is in attendance, provided, however, that the responsibility for recording minutes for any meeting may be assigned by the District Governor to the District Administrator. In either case, minutes of every meeting shall be forwarded by the District Secretary or District Administrator who recorded them, either in writing or electronically, to all participants at the meeting and all Directors within 30 days.

4.08 Removal from Office, Other Than the District Governor. The removal of any officer, other than the District Governor, may be made, if for cause, with a majority vote of the Directors.

ARTICLE FIVE **EXECUTIVE COMMITTEE**

5.01 Composition. The Executive Committee shall be composed of the District Governor, the District Governor-elect, the District Governor-nominee, the District Vice-Governor, the District Secretary, and the District Treasurer. The District Governor shall serve as the chairperson of the committee, or, in the absence of the District Governor, the chairperson of the committee shall be the Vice-Governor.

5.02 Responsibilities. The Executive Committee shall exercise all powers of the Board when the Board is not in session. It shall make decisions between meetings of the Members and between meetings of the Board on behalf of the District on matters requiring immediate attention.

ARTICLE SIX **REPRESENTATIVE TO THE COUNCIL ON LEGISLATION**

6.01 Composition. Only Past District Governors shall be eligible to serve as a representative or as an alternate representative. A representative shall not serve for more than two consecutive Councils on Legislation. It is recommended that the representative for the Council on Legislation train and mentor both the alternate representative and the succeeding representative and that the alternate representative be considered to succeed the representative.

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

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

6.02.02 Secure from the Members opinions on these proposals.

6.03 Nominations. The Advisory Council and any Member that has eligible candidates may submit nominations. Nominations shall be sent to the Chairperson of the Nominating Committee at least 60 days before the Annual Meeting. Nominations shall be certified by the Chairperson of the Advisory Council or the President of the Member making the nomination and shall state the willingness and ability of the nominee to serve in this capacity. The District Nominating Committee shall advise the District Governor and the Board of Directors of its nominee for representative and alternate representative at least 45 days before the annual meeting. Procedures are further defined in the bylaws and policies of RI.

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

ARTICLE SEVEN
DISTRICT GOVERNOR’S COUNCIL

7.01 Composition. The District Governor’s Council is composed of all Past District Governors of the District who are active members of a Rotary club within the District and the current District Governor, District Governor-elect, District Governor-nominee and District Governor-nominee designate. The most immediate Past District Governor shall serve as chairperson.

7.02 Responsibilities. The District Governor’s Council shall advise and counsel the District Governor, the District Governor-elect, District Governor-nominee and District Governor-nominee designate and provide other assistance as requested by the District Governor. The authority and responsibility of the District Governor shall in no way be impaired or impeded by the advice or actions of the District Governor’s Council.

ARTICLE EIGHT
DISTRICT COMMITTEES

8.01 General. District committees are established to support the development and growth of effective Rotary clubs in the District. The District committees help the Members set annual goals which address each of the five Avenues of Service. Other standing and ad hoc committees may be established as determined to support the Members and the administration of the District.

8.01.01 Appointment of Chairpersons. The District Governor-elect shall appoint the chairperson of the District committees and subcommittees *except for* those committees for which these Bylaws specify a different method. The District Governor-elect is encouraged to make these appointments before the District Leadership Training that precedes his or her term as District Governor. Whenever possible, chairpersons should be asked to serve for at least two years subject to the right of the next District Governor-elect to choose a different chairperson. In addition the District Governor-elect is encouraged when practical to reappoint chairpersons who have only completed one year in that position. Appointment of a vice chairperson is strongly encouraged as this practice promotes continuity.

8.01.02 Committee Members. All committees should be composed of at least three Rotarians who represent a cross section of clubs in the District. The District Governor-elect or the chairperson of a committee shall appoint the new members to the committee *except for* those committees for which these Bylaws require a different method. Ideally, each member should be asked to serve a three year term in order to promote continuity.

8.01.03 Quorum. A quorum shall consist of more that one-third of the committee members.

8.01.04 Committee Budget. All committees should submit a budget request to the Finance Committee by January 1st to be considered for the next year's District Budget.

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

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

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

9.02 Standing Committees. Standing committees of District 6250 are listed with a detailed explanation of their duties and responsibilities in the District Leadership Plan and in the District 6250 Policies and Procedures Manual.

ARTICLE NINE **INDEMNIFICATION**

Except as may be insured against through a liability policy maintained by the District or the member or members involved in the matter, to the full extent permitted by the Wisconsin Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the

Corporation for such person's related expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of these Bylaws.

ARTICLE TEN
MISCELLANEOUS

10.01 Conformity with RI Articles of Incorporation and Bylaws. These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of RI. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or policies of RI, as amended, then the terms of the Constitution, Bylaws, or Policies of RI shall prevail *unless* a different result is required by Wisconsin or federal law, in which case the provision required by law shall prevail.

10.02 The Articles and Bylaws Supersede Previous Legislation. The Articles of Incorporation, filed on July 2, 2009 and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of District 6250 and shall therefore, replace any and all legislation previously enacted by the Members.

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

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

10.05 Principal Office. The principal office of the District shall be the business office address of the District.

ARTICLE ELEVEN
AMENDMENTS

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

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

11.01.02 Vote By Ballot-by-Mail. These Bylaws may be amended by Ballot-by-Mail of the Members if a majority of the votes are cast in favor of the proposed amendment. Each Member shall have that number of votes as otherwise set forth in Section 2.04.01 of these Bylaws as if delegates were voting at the Annual Meeting. Each Member must cast all of its vote as a block. The proposed amendment must have been submitted in writing to the District Governor at least 60 days before the date of the Ballot-by-Mail vote, and *provided further* that the District Governor shall have given notice of such proposed amendment to all of the Members at least 30 days before the date of the Ballot-by-Mail vote.

11.01.03 Who May Propose An Amendment to the Bylaws. Only the District Governor, the District Governor-elect, the Board, or a Member may propose an amendment to these Bylaws.

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

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

ARTICE TWELVE **DISSOLUTION**

12.01 Dissolution. This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its Members at the district conference of District 6250, a ballot-by-mail or an electronic ballot, or upon directive of the Board of Directors of RI. The District Governor of District 6250 shall provide the Board of Directors RI with notice of a decision by the clubs in District 6250 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.