

**BYLAWS OF
ROTARY INTERNATIONAL DISTRICT 7450, INC.**

The D7450, Inc. Board of Directors proposes that the following sections of the D7450, Inc. Bylaws be amended as follows:

PROPOSED AMENDMENT #1

**SECTION 4. BOARD OF DIRECTORS
ARTICLE 1.THE CONSTITUTIONAL ENTITY.**

1.4.020. *Directors: Number, Qualification, Election and Tenure of Directors.*

1.4.020.5. *Call for Nominations and Elections.*

1.4.020.5. *Call for Nominations and Elections.*

Current Language:

Not later than January 1, the district governor or the governor's designee shall invite the member clubs to nominate qualified Rotarians to serve as members of the Board. All candidates shall have served a full term as a club president. One candidate shall be elected by the member clubs in areas one through three, one candidate shall be elected by the member clubs in areas four through six; and one candidate shall be elected by the member clubs from areas seven through nine. Rotarians who have served as a member of the Board for the past two years are not eligible to be elected as a member of the Board or appointed to fill a vacancy. Each member club may only nominate one qualified person who must be an active member of that club. Each nomination shall include a suitable resume of qualifications in a form specified by the governor. At the initial election, three candidates shall be elected to serve until June 30, 2011 unless the election is held after December 31, 2010 in which case they shall serve until June 30, 2012. The governor shall notify the member clubs of the nominated candidates and provide copies of the resumes provided by the member clubs. The governor shall determine whether the election shall be held by a ballot-by-mail, or at an election that takes place at a meeting of the clubs, such as at the district conference. If the election takes place at a meeting, member clubs shall have the choice of voting in person or by mail prior to the meeting. In either case, the member clubs shall receive not less than 21 days notice of the names of the candidates prior to the election. Each candidate elected shall have received a majority of the votes cast. Each member club ballot shall specify all of the choices of the member club for election in numerical order. In the event that there is no majority of the first choices, the name of the candidate with the least number of votes shall be struck. Those member clubs having their votes struck shall be deemed to have voted for the next person on their list. This process shall be continued until each area shall have elected a candidate by a majority vote.

1.4.020.6. Terms.

1.4.020.6.1. Tenure.

These elected directors shall take office on July 1 of the year they are elected and shall serve for one year renewable once, except for the initial directors who shall serve as provided in paragraph 1.4.020.5.

Proposed Amendment

Not later than January 1, the Chair of the District Nominating Committee shall invite the member clubs to nominate qualified Rotarians to serve as at-large directors using a form provided by the committee and approved by the Governor. The at large directors of the Board will serve for a three year term.

The Nominating Committee shall provide a method for each of the candidates elected in 2012 to serve staggered terms ranging from one to three years with one at-large vacancy occurring every year after the 2012 election.

Each member club may nominate only one qualified person who must be an active member of that club using a form approved by the Governor. The candidate shall have served a full term as a club president. Rotarians who have served as a director of the Board for the past two years are not eligible to be elected as an at-large director or appointed to fill a vacancy.

One at- large director shall be elected by the member clubs in areas one through three, one at-large director shall be elected by the member clubs in areas four through six; and one at-large director shall be elected by the member clubs from areas seven through nine. These areas are hereafter referred to as super areas.

The Chair of the District Nominating Committee shall provide an election ballot to the member clubs not less than 21 day prior to the election. The ballot shall set forth the names and pertinent information about each of the candidates who will represent the clubs in that super area; shall specify that the club rank the candidates in numerical order with the highest value assigned to the preferred candidate; provide directions on how to cast the ballot properly; and the date by which the ballot must be cast.

The Governor shall determine whether the election shall be held by email or at an election that takes place at a general meeting of the clubs. If the election takes place at a meeting, member clubs shall have the choice of voting in person or by email prior to the meeting.

The number of votes assigned to member clubs shall be based on the number of members as prescribed by Section 15.050.1 of the Rotary International Bylaws. Each candidate elected to represent a super area shall have received a majority of the first place votes cast. In the event that no candidate receives a majority of first place votes, the name of the candidate with the least number of votes shall be struck. Those member clubs having their votes struck shall be deemed to have voted for their second place candidate. This process shall be continued until member clubs in each super area shall have elected a candidate by a first place majority vote.

Rationale for and Effect of Proposed Amendment

This proposed amendment to the election process for at-large Directors would provide for:

1. The District Nominating Committee to conduct the election under the direction of the District Governor
2. The term for each at-large Director to be three years instead of the one year term now set forth in the District Bylaws; and for the term to be staggered so that one at-large Director will be elected each year after the Spring 2012 election. This would allow continuity and more efficient decision making by these Directors since they would have the benefit of serving 3 years instead of one on the Board of Directors. It would also provide for one at-large Director election each year which would simplify the process.
3. The District Nominating Committee to design a method to assign staggered terms to the 3 at-large Directors elected in the Spring 2012 election.

PROPOSED AMENDMENT #2

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

3.1.040.1. District Administration.

3.1.40.1.1. *Audit Committee.*

Proposed Amendment

The title **District Audit Committee** in Article 3 of the District Bylaws would be changed to **District Budget Review Committee**. This name change reflects the fact the District Finance Committee conducts a review of the previous year's district budget and not a formal audit. It does not change the purpose or the composition of the committee.

PROPOSED AMENDMENT #3

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

3.1.040.4. Service Projects Committee

The title **Service Projects Committee** would be changed to **Service Committee** to comply with the Rotary International title for this committee.

PROPOSED AMENDMENT #4

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

3.1.040.4.1.4. World Community Service Subcommittee.

The title **World Community Service Subcommittee** would be changed to **International Service Subcommittee** to comply with the Rotary International title for this committee.

PROPOSED AMENDMENT #5

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

3.1.040.4.2. Youth Committee.

The title **Youth Committee** would be changed to **New Generations Committee** to comply with the Rotary International title for this committee.

PROPOSED AMENDMENT #6

ARTICLE 3. DISTRICT COMMITTEES: ROTARY INTERNATIONAL AND 7450 CLUB SUPPORT

3.1.040.5. The Rotary Foundation

3.1.040.5.1 *District Rotary Foundation Committee (DRFC).*

3.1.040.5.1.3. *DRFC Members.*

Current language

1. This committee shall consist of ten members: the chair who shall normally be a past district governor, and nine members who shall serve as chair of each DRFC subcommittee listed herein.

Proposed Amendment

1. *The committee shall consist of nineteen members: the chair, who shall normally be a past District Governor, and nine members who shall serve as chair of each DRFC subcommittee listed herein and nine members who shall serve as area coordinators of the committee. The area coordinators shall be members of the DRFC whose primary*

responsibility shall be to work with clubs in their respective areas, assisting them in fund raising and participating in the programs of the Rotary Foundation.

2. Chairs of the subcommittees and the area coordinators are appointed annually by the governor-elect in consultation with the DRFC chair.

Rationale for and Effect of Proposed Amendment

Area Coordinators have been de facto, if not official, members of the District Rotary Foundation committee for several years. This amendment would include them as official members of the District Committee and describe their duties.