

**ROTARY INTERNATIONAL
DISTRICT 6910, INC.**

BYLAWS

ARTICLE I

ORGANIZATION

Rotary International District 6910, Inc., is organized pursuant to the Georgia Nonprofit Corporation Code, and in accordance with Section 501(c)(4) of the Internal Revenue Code to qualify for exemption from federal income taxation.

ARTICLE II

DEFINITIONS

Unless otherwise indicated by the context, the following definitions shall control the interpretation of these bylaws:

Section 1. "Corporation" means Rotary International District 6910, Inc. "Articles" means the articles of incorporation of the corporation and any amendments thereto. The articles are incorporated herein by reference. "Board" means the board of directors of the corporation.

Section 2. "RI" means Rotary International, an Illinois nonprofit corporation. "RI policy" means the constitution, bylaws and policies of RI.

Section 3. "District" means RI District 6910 established pursuant to the RI bylaws. **"Club"** means a Rotary club in the district. **"Rotarian"** means an active member of a club.

Section 4. "Governor" means the Rotarian currently serving as governor of the district. **"Governor-elect"** means the Rotarian elected to succeed the governor. **"Immediate past governor"** means the Rotarian whose term as governor of the district most recently ended.

Section 5. "Year" means the period beginning on the first day of July and ending on the succeeding thirtieth day of June.

ARTICLE III OPERATION

Section 1. One Entity. The district and the corporation shall constitute and function as a single entity.

Section 2. Governing Documents. The corporation shall exist and operate in accordance with the articles, these bylaws and RI policy. The corporation shall, in all respects, be and remain subject to RI policy, to the extent permitted by law. In the event of a conflict between the articles or these bylaws and RI policy, RI policy shall prevail. In the event of a conflict between the articles and these bylaws, the articles shall prevail.

Section 3. Powers. The corporation shall have and may exercise all of the powers, rights and privileges of a Georgia nonprofit corporation, subject to any limitations contained in these articles, the district bylaws or RI policy. The corporation shall have and may exercise all of the powers and privileges and perform all of the duties and obligations of a district of RI. The corporation shall not attempt to exercise any powers, duties or

authority vested in or delegated to the clubs, the governor or any other Rotarian pursuant to RI policy.

ARTICLE IV MEMBERSHIP

Section 1. Members. The corporation shall have members. Membership in the corporation shall be comprised of and limited to all of the clubs. If a club is added to or removed from the district by RI, such club shall immediately and automatically be added to or removed from the membership of the corporation.

Section 2. Meetings. The annual meeting of the clubs shall be held at the district's annual conference ("the district conference"). Unless specific notice of a proposed action is required by law, any business may be transacted at an annual meeting, provided that the board may adopt reasonable rules for placing items on its agenda. Special meetings of the clubs shall be held when called by the board, or upon written request to the board of one-fourth (1/4) of the clubs. The board shall determine the location, date and time of meetings of the clubs. Meetings of the clubs shall be held within the district, provided that the annual meeting shall be held at the location of the district conference which may be outside of the district. Written notice of meetings of the clubs shall be given to each club by first class, electronic mail or telefax at least fifteen days before the meeting. Such notice shall specify the location, date and time of the meeting, and, in the case of a special meeting, the purpose of the meeting. Each club shall furnish the district with its mailing address, electronic mail address and fax number to which notices from the district may be sent.

Section 3. Voting. Voting by the clubs may occur at a meeting of the clubs or through a ballot-by mail, in accordance with RI policy and these bylaws. Each club shall have the number of votes authorized by the RI bylaws, based on its membership, unless a

different type of vote is required by law, the articles or RI policy. A majority of the votes cast shall constitute a decision of the clubs, unless a greater vote is required by law, the articles or RI policy. Any action which may be taken at a meeting of the clubs may also be taken through a ballot-by-mail. A ballot-by-mail shall follow, as closely as possible, the procedures in the RI bylaws for the election of a governor-nominee. Proxy voting is not permitted.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board. The business and affairs of the corporation shall be managed by a board of directors. The governor shall be the chair of the board. The board shall consist of at least eleven directors, unless the clubs approve a smaller number. The board may increase the number of directors. Any increase or decrease in the number of directors shall be effective the first day of the following year. No director shall receive compensation for his service as a director. The board may authorize reimbursement for actual expenses incurred by a director in the performance of his duties.

Section 2. Qualifications and Terms. Only Rotarians who have served as president of a Rotary club (any club in RI) may serve as directors of the corporation. The governor, the governor-elect and the immediate past governor shall always be directors. The other directors shall be elected for staggered terms of two years each. Terms begin on July 1 of the applicable year. No Rotarian shall serve as director for more than four consecutive years without a two-year break in service, provided that a Rotarian who is elected to fill an unexpired term may serve for the period of the unexpired term and an additional four years; provided, further, that the governor, the governor-elect and the immediate past governor shall always be directors, notwithstanding any previous service as director.

Section 3. Nomination and Election. Clubs may suggest candidates to be considered for the position of director. Suggestions shall be made to the director nominating committee at least 75 days prior to the election of directors. A club may suggest only one candidate. A candidate need not be a member of the suggesting club. The director nominating committee shall seek out and nominate the best available candidates for director, including Rotarians who were not suggested by clubs. The director nominating committee shall nominate at least one Rotarian for each director to be elected at least 60 days prior to the election, provided that a sufficient number of candidates agree to serve. Other nominations may be made by clubs at least 30 days prior to the election. A club may nominate only one Rotarian, who need not be a member of the nominating club. Unless the board authorizes an election at the district conference, directors shall be elected through a ballot-by-mail. If the number of candidates is equal to or less than the number of directors to be elected, the governor shall declare all candidates to be duly elected without an election. If the foregoing procedure fails to elect enough directors to fill the expiring terms, the board shall elect qualified Rotarians to fill the vacancies at its first meeting of the year. The board shall establish a schedule and procedures to ensure that the election of directors is concluded no later than the close of the district conference each year.

Section 4. Removal and Vacancy. Any director may be removed from the board, for just cause, by a vote of two-thirds (2/3) of the entire board. If a vacancy occurs in the office of director, the existing directors shall elect a director who shall serve for the remainder of the unexpired term.

ARTICLE VI MEETINGS OF THE BOARD

Section 1. Meetings. The location, date and time of regular meetings of the board shall be determined by the board, and shall be held at least annually. A regular meeting of

the directors shall be held in July or August of each year. Special meetings of the board shall be held when called by the governor or three directors.

Section 2. Notice. Directors shall be given at least three days' notice of a board meeting. Notice shall be given by courier, first class mail, telefax, electronic mail, telephone or in person, and shall state the location, date and time of the meeting. Emergency meetings may be held at any time upon notice that is reasonable under the circumstances.

Section 3. Location. Unless the board decides otherwise, meetings of the board shall be held within the district, provided that a board meeting may be held at the location of and in connection with a district conference which may be outside of the district.

Section 4. Quorum and Action of Board. A majority of the directors shall constitute a quorum for the transaction of business. Every action taken by a majority of the directors present at a meeting at which a quorum is present shall be the action of the board, unless a greater vote is required by law, the articles, these bylaws or RI policy. The directors may take any action without a meeting which they could take at a meeting by obtaining the written approval of two-thirds (2/3) of the entire board, provided that all directors are notified of the proposed action. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

POWERS AND DUTIES OF BOARD

Section 1. Powers. The board shall have the power to: (a) exercise all powers, duties and authority vested in or delegated to the corporation, the district or the board, unless approval of the clubs is required by law, the articles, these bylaws or RI policy; (b)

employ managers, independent contractors, agents and employees as it deems necessary and define their duties; and (c) declare a vacancy on the board in the event that a director dies, resigns, expresses his unwillingness to serve, becomes disqualified to serve, or is absent from two consecutive meetings of the board. Notwithstanding the foregoing, the board shall not attempt to exercise any powers, duties or authority vested in or delegated to the clubs, the governor or any other Rotarian pursuant to RI policy.

Section 2. Duties. The board shall perform all duties and obligations required by law, the articles, these bylaws and RI policy, and shall keep an accurate record of its actions and corporate affairs. In cooperation with the governor, the governor-elect and the immediate past governor, the board shall ensure that the district operates in accordance with RI policy, including the timely preparation of an annual financial statement which complies with RI policy. The board shall cause all persons having fiscal responsibilities with the corporation to be bonded or insured, as it may deem appropriate. The board may exercise all other rights, powers and privileges permitted by law, the articles, these bylaws and RI policy.

Section 3. Policy Manual. The board may adopt policies and procedures for the efficient operation of the district, which shall be consistent with the articles, these bylaws and RI policy. The clubs may adopt policies and procedures which may not be changed by the board. The board shall publish all policies and procedures adopted by the board and the clubs. Such publication shall be known as the District 6910 Policy Manual ("the district policy manual").

Section 4. Affiliated Corporations. If permitted by the articles of incorporation or bylaws of 6910 Realty, Inc., or 6910 Charities, Inc., the board may elect and remove the directors and officers of said corporations, and adopt policies and procedures for the operation thereof which shall be binding on said corporations, including, but not limited to,

policies which establish or limit the number, terms, duties, powers, and manner of election, appointment and removal of the directors and officers thereof. Directors of the district may also serve as directors and officers of said corporations. Notwithstanding the foregoing, if permitted by the articles of incorporation or bylaws of said corporations, the clubs may adopt policies and procedures for the operation of said corporations which are binding on said corporations and the directors of the district.

ARTICLE VIII OFFICERS

Section 1. Enumeration. The officers of the corporation shall be a governor, a governor-elect, assistant governors, a secretary, a treasurer, an assistant treasurer, a parliamentarian and such other officers as the board may from time to time elect. The officers may be referred to as "district governor", "district secretary", etc. Only Rotarians may serve as officers of the corporation. Except for the governor and the governor-elect, officers need not be directors. No person may hold more than one office in the corporation. The qualifications for governor and governor-elect are established by RI policy. Only Rotarians who have served as president of a Rotary club (any club in RI) may serve as an assistant governor or secretary. Only Rotarians who have served as president or treasurer of a Rotary club (any club in RI) may serve as treasurer or assistant treasurer.

Section 2. Election, Appointment and Term. The governor and governor-elect shall be elected in accordance with RI policy. The assistant governors, the secretary, the treasurer and the parliamentarian shall be appointed by the governor. The assistant treasurer shall be appointed by the governor-elect. Other officers may be elected at any time by the board. Each officer shall serve for one year. Except for the governor and the governor-elect, officers may be appointed or elected to successive terms.

Section 3. Removal and Vacancy. Except for the governor and the governor-elect, an officer may be removed, with or without cause, in the same manner as the officer was appointed or elected. The governor and the governor-elect may be removed only in accordance with RI policy. If an officer is appointed or elected to fill a vacancy, the officer shall serve for the remainder of the unexpired term.

Section 4. Duties. The duties of the officers are as follows:

(a) Governor. The governor shall be the chief executive officer of the corporation and the chair of its board. The governor shall manage and supervise the administration, operations, policies and financial affairs of the corporation, and shall perform all duties and responsibilities of a governor of RI. The governor shall report annually to the clubs on the status of the incorporated district. The governor shall have the authority to employ, terminate and supervise all employees, independent contractors and agents of the corporation, but shall consult with the governor-elect, the governor-nominee and the secretary prior to employing or terminating an employee, independent contractor or agent. The governor shall be a voting member of the finance committee and a nonvoting member of all other district committees. The governor shall sign all contracts and other documents on behalf of the corporation, and preside at (or appoint a presiding officer for) all meetings of the district and the board. All decisions of the governor shall be binding upon all other officers.

(b) Governor-elect. The governor-elect shall perform all duties and responsibilities of a governor-elect of RI. The governor-elect shall preside at all meetings of the district and the board in the absence of the governor or other presiding officer, and perform such other duties as may be required by the board or the governor.

(c) **Assistant Governors.** The assistant governors shall perform all duties and responsibilities of an assistant governor in accordance with RI policy, and perform such other duties as may be required by the board or the governor.

(d) **Secretary.** The secretary shall keep the minutes of the meetings of the clubs and the board, keep the corporate seal and affix it on all documents as necessary, cause notice of meetings of the clubs and the board to be sent, and perform such other duties as may be required by the board or the governor.

(e) **Treasurer.** The treasurer shall be the chief financial officer of the corporation, and shall assist the governor and the board with the management of the financial affairs of the district. The treasurer shall receive and deposit in appropriate accounts all monies of the corporation, disburse funds in accordance with the budget and the financial policies of the district, keep proper books of account, prepare an annual budget, prepare a statement of income and expenditures to be presented at the district conference, and perform such other duties as may be required by the board or the governor.

(f) **Assistant Treasurer.** The assistant treasurer shall assist the treasurer with the management of the financial affairs of the district as may be required by the board, the governor, the governor-elect or the treasurer.

(g) **Parliamentarian.** The parliamentarian shall serve as an authority on parliamentary procedure and the district policy manual, and rule on parliamentary issues when advice is sought by the governor or other presiding officer.

(h) **Other Officers.** The board may elect such other officers as the business and affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be determined by the board.

Section 5. Other Duties. The officers shall perform all other duties required of them by the district policy manual.

ARTICLE IX COMMITTEES

Section 1. Governor Nominating Committee. The governor nominating committee shall consist of the five most recent past governors who served as governor of the district, who are active members of clubs, and who are willing and able to serve. The governor nominating committee shall seek out and nominate the best available candidate for governor-nominee in accordance with the RI bylaws. The most recent past governor serving on the committee shall serve as chair. The governor, governor-elect and governor-nominee shall be nonvoting members of the committee.

Section 2. Director Nominating Committee. The board shall elect a director nominating committee which shall consist of five Rotarians to nominate candidates for director. The board shall elect the chair of the committee. Members of this committee shall not be eligible for nomination by the committee or their clubs for director. The governor, governor-elect and governor-nominee shall be nonvoting members of the committee.

Section 3. Finance Committee. The finance committee shall consist of the immediate past governor who shall serve as chair, the governor, the governor-elect, the secretary, the treasurer and the assistant treasurer. The duties of the finance committee shall be as set forth in the district policy manual.

Section 4. Other Committees. The governor and governor-elect shall appoint all committees and persons required or permitted by RI. The governor shall appoint all committees and persons required by the district policy manual, unless appointment is delegated to another Rotarian. The governor may appoint and the board may elect other committees and persons deemed necessary to accomplish the purposes and objectives of the district.

ARTICLE X MISCELLANEOUS

Section 1. Corporate Seal. The corporation shall have a seal in circular form having within its circumference the words: ROTARY INTERNATIONAL DISTRICT 6910, INC., GEORGIA, CORPORATE SEAL, 2006.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the succeeding thirtieth day of June.

Section 3. Books and Records. The books and records of the corporation shall be subject to inspection by the clubs upon reasonable notice to the corporation, provided that the board may adopt reasonable policies governing the inspection of the books and records of the corporation.

Section 4. Amendments. These bylaws may be amended by a majority vote at a meeting of the clubs or in a ballot-by-mail, provided that at least fifteen days' notice of the proposed amendment is given to the clubs. Any number of amendments may be submitted to the clubs and voted upon by them at a meeting or in a ballot-by-mail.

Section 5. Rules of Procedure. When not in conflict with the articles, these bylaws or RI policy, *Robert's Rules of Order Newly Revised*, 10th edition (2000), or any later edition of said book adopted by the board, shall govern the conduct of meetings of the corporation and the board.

Section 6. Number and Gender. In these bylaws, the singular number shall include the plural, the plural shall include the singular, and one gender shall include all genders, unless the context requires otherwise.

ARTICLE XI INTERIM PROVISIONS

1. As soon as practicable after the articles and these bylaws are approved by the clubs, the initial directors named in the articles shall appoint a director nominating committee to nominate eight directors to take office on July 1, 2006, or as soon thereafter as they may be elected. After notice to the clubs of such nominees, the clubs shall be given at least 20 days to nominate other candidates. Thereafter, an election shall be held through a ballot-by-mail.

2. At the first meeting of the directors after July 1, 2006, the elected directors shall determine by chance which four directors will serve for one year and which four directors will serve for two years. Those who will serve for one year will be eligible to serve two additional two-year terms. Those who will serve for two years will be eligible to serve one additional two-year term, notwithstanding that their election may not be concluded until after July 1, 2006.

3. The district policy manual in existence on the date of incorporation shall remain in effect, until amended or revised by the board, to the extent the provisions thereof are not in conflict with the articles, these bylaws or RI policy. The board shall revise the district policy manual within two years of the adoption of these bylaws.

4. These interim provisions shall be deleted from these bylaws when the actions required hereby have been completed.