



ROTARY DISTRICT 6970, INC. BYLAWS

ARTICLE I INTRODUCTION

SECTION 1: Rotary International (“RI”) is a member driven organization. A founding principle of Rotary is the substantial autonomy of Rotary Clubs. Rotary District 6970, Inc. (“District”) shall support the efforts of Rotary Clubs and provide minimum oversight so as to preserve the fundamental and unique features of Rotary.

SECTION 2: The principal place of business shall be 4329 Johns Cemetery Road, Middleburg, Florida 32068.

SECTION 3: The principal mailing address shall be Post Office Box 47195, Jacksonville, Florida 32247.

ARTICLE II DISTRICT ORGANIZATION

SECTION 1: Rotary District 6970, Inc. is organized as a not-for-profit corporation in the state of Florida. The District qualifies as a 501(c) 4 fraternal beneficiary society under United States Internal Revenue Service guidelines.

SECTION 2: Bylaws shall provide the organizational structure for the District. Bylaws shall be consistent with the Articles of Incorporation, each document being amendable by design to afford such consistency.

SECTION 3: Board of Directors: Members of the Fund & Procedures Committee (“F&P”) as defined in Article IV of these Bylaws shall serve as members of the Board of Directors for the District. The Chair of F&P shall serve as Chair of the Board of Directors. The Board of Directors shall be entrusted with ultimate decision-making authority for the District. Board of Directors shall meet at least one (1) time each Rotary Year and as otherwise required to review any business affairs requiring ultimate decision or to verify that no such business affairs exist. Meeting notice requirements, quorum requirements and voting procedures shall be consistent with the respective requirements for F&P.

SECTION 4: The District shall develop and maintain written policies and procedures (“P&P”) describing its operational philosophies and guidelines. Written P&P shall assist the District in maintaining continuity and consistency of its operations and activities over time.

SECTION 5: For purposes of these Bylaws the term “Rotary Club” shall include Rotary Clubs, Rotaract Clubs and Satellite Rotary Clubs recognized by the District unless indicated otherwise.

ARTICLE III DISTRICT LEADERSHIP

SECTION 1: The District Governor (“DG”) is the administrative officer of RI within the District, functioning under the general control and supervision of the Directors of RI.

SECTION 2: The DG is selected to serve the Rotary Clubs in the District. In this capacity the DG acts as a friendly advisor and counselor who is expected to uphold the *Constitution of Rotary International* and *Bylaws of Rotary International*.

SECTION 3: The DG is charged with the particular duty of advancing the Object of Rotary and adhering to established policies and procedures as set forth in the constitutional documents and by the actions of the Directors of RI.



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SECTION 4: Specific duties of the DG are indicated in the *Bylaws of Rotary International*.

SECTION 5: District Governor Elect (“DGE”) shall be the office of the future DG during the Rotary year immediately prior to their ascension to DG.

SECTION 6: District Governor Nominee (“DGN”) shall be the office of the future DGE during the Rotary year immediately prior to their ascension to DGE.

SECTION 7: District Governor Nominee Designate (“DGND”) shall be the individual selected to be DGN for the next Rotary year, and is so named from the time they are officially confirmed until the individual assumes the office of DGN on July 1 of the next Rotary year.

SECTION 8: The DG, DGE, DGN, and DGND if selected at the time, shall be known collectively as the District Governor Corps (“DG Corps”).

SECTION 9: Immediate Past District Governor (“iPDG”) shall be the office of the DG during the Rotary year immediately following their term as DG. Subsequent to their year as iPDG, the term Past District Governor (“PDG”) shall be used to identify Rotarians having successfully served in that capacity.

SECTION 10: Nomination and selection of the DGND shall be as prescribed herein and in the P&P, consistent with the spirit and intent of the nomination process found in the *Bylaws of Rotary International*.

SECTION 11: College of Governors (“CoG”):

11.1 The District shall organize an advisory council comprised of members of Rotary Clubs within the District who have served as DG for the District or another RI district.

11.2 The iPDG shall serve as the Chancellor of the CoG. The Chancellor shall convene a minimum of two (2) meetings of the CoG each Rotary year to provide a forum for the DG Corps to inform the CoG about current District and RI issues and to seek counsel as needed. Suggested meeting times include but are not limited to: immediately prior to or during District Conference, immediately prior to or during District Assembly or immediately prior to or during other District-wide gatherings of Rotarians.

11.3 CoG and PDGs shall provide assistance and counsel upon request to DG, DGE and DGN on, but not limited to, such matters as membership development, training, promotion of RI Convention and providing assistance to Rotary Clubs.

11.4 The authority and/or the responsibility of the DG, DGE and DGN shall not be impeded or impaired by advice or actions of the CoG or any PDG.

SECTION 12: Aide to DG: The DG may designate an aide to serve during their term as DG or a portion thereof. The aide shall be an active member in good standing of one of the recognized Rotary Clubs in the District. The designation of the aide and duties thereof may be further defined in P&P.

SECTION 13: Assistant Governors: Assistant Governors (“AG”) may be appointed to enhance the service of the District to Rotary Clubs. An AG shall be an active member in good standing of one of the recognized Rotary Clubs in the District. The designation, quantity and tenure of AGs as well as the duties thereof, may be further defined in P&P.

SECTION 14: Succession:

14.1 In case of incapacity or resignation of the DG where the DGE has not completed RI’s International Assembly (“IA”), the iPDG shall assume the role of DG.



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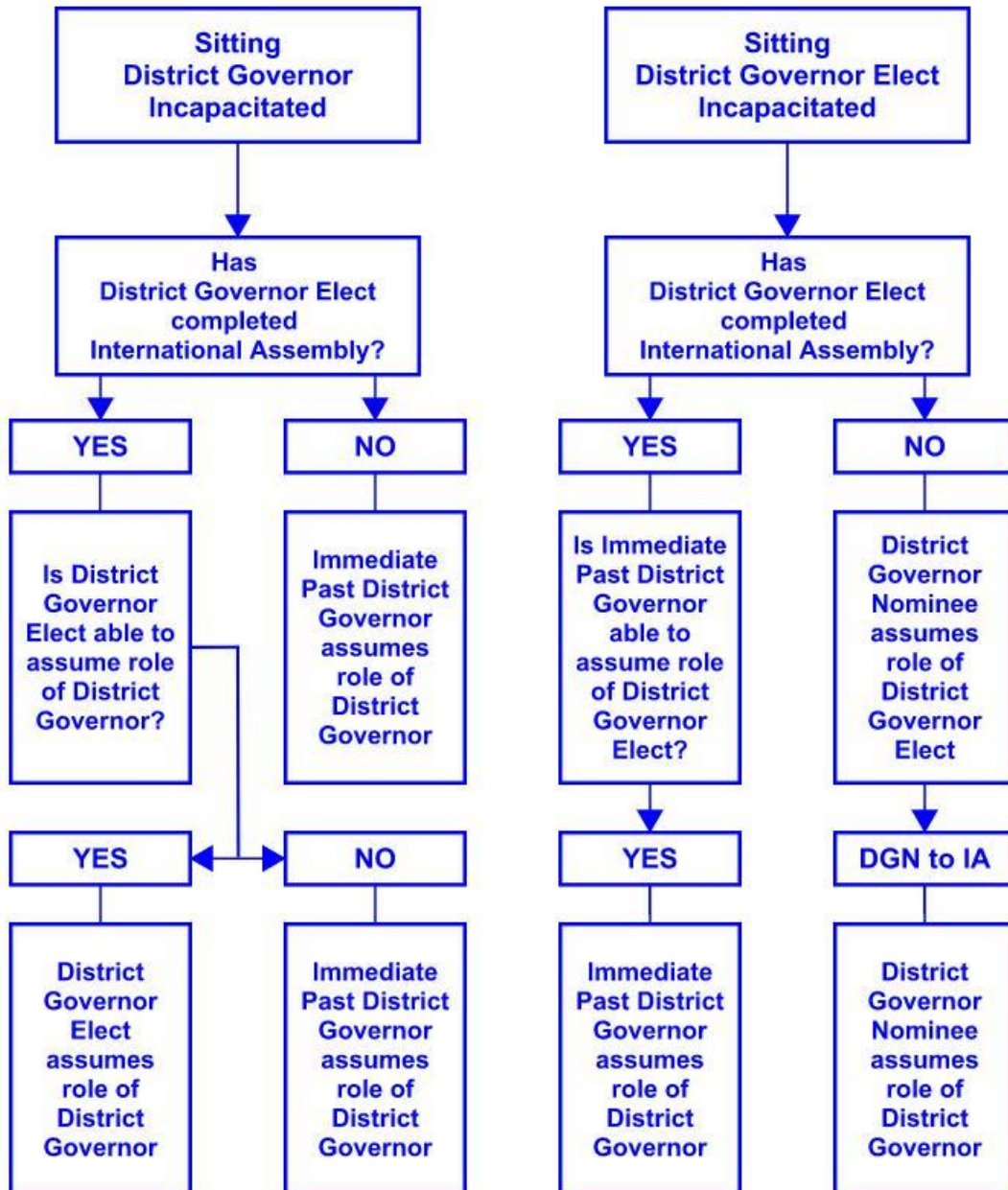
- 14.2** In case of incapacity or resignation of the DG where the DGE has completed IA, the DGE shall assume the role of DG and complete the remainder of the Rotary year. The DGE will subsequently complete their scheduled year of service as DG.
- 14.3** If the DGE is unable to assume the role of DG prior to their scheduled term, the iPDG shall serve as DG until the end of the incapacitated or resigned DG's term. The DGE will subsequently complete their scheduled year of service as DG.
- 14.4** In case of incapacity or resignation of the DGE where the DGE has not completed IA, the DGN shall assume the role of DGE.
- 14.5** In case of incapacity or resignation of the DGE where the DGE has completed IA, the iPDG shall assume the role of DGE and shall complete the incapacitated or resigned DGE's term as DGE. The iPDG shall subsequently ascend into the role of DG to serve the incapacitated DGE's term as DG.
- 14.6** If the iPDG is unable to assume the role of DGE or DG, the CoG shall select the replacement from the pool of available PDGs as further specified herein.
- 14.7** In case of incapacity or resignation of the DGN where the DGND has been selected, then the DGND shall assume the role of DGN.
- 14.8** In case of incapacity or resignation of the DGN where the DGND has not been selected, the immediate past Nominating Committee and the current Nominating Committee shall work together to select a replacement DGN as well as the DGND.
- 14.9** In case of incapacity or resignation of the DGND, the Nominating Committee shall reconvene to select a replacement DGND.
- 14.10** It is recognized there are variations in severity and duration of any incapacity. Where unique circumstances exist that are not contemplated by these Bylaws, the DG, DGE, DGN, DGND, CoG and RI Zone 34 Director shall form a Selection Committee and shall convene as available, to fill any vacant DG, DGE, DGN or DGND position. Such selection shall be made in the best interests of the District using the 4-Way Test as a guiding principle. A Chair shall be appointed by the Selection Committee as their first order of business at a duly noticed meeting. The iPDG shall not serve as Chair of the Selection Committee.
- 14.11** Figure 14 herein is included as a visual guide to assist with succession planning for DG Corps positions as described herein.

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Figure 14 – Succession Planning for DG and DGE Positions





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ARTICLE IV FUND & PROCEDURES COMMITTEE

SECTION 1: The Fund & Procedures Committee (“F&P”) serves as the Board of Directors for the District and also as the policy making and fiduciary body for the District. Nothing in these Bylaws is intended to usurp the responsibility of the DG Corps from managing day to day operations of the District.

SECTION 2: F&P shall manage the District’s funds and funds of any related activities and wholly owned entities. F&P shall authorize expenditures by overseeing the preparation of balanced annual budgets for those entities. These budgets shall be presented to the Rotary Clubs in the District for review and approval as required by RI, these Bylaws and P&P.

SECTION 3: F&P shall manage the investment of District funds, with the goal of avoiding inflation degradation while protecting the value of the investments against market risk as deemed appropriate by F&P.

SECTION 4: F&P shall develop, maintain, and propose revisions to these Bylaws. F&P shall review proposed changes to Bylaws with the DG Corps prior to taking formal action on such changes. F&P approval shall be a prerequisite to submitting Bylaws revisions to the Rotary Clubs in the District for consideration.

SECTION 5: F&P shall develop, maintain and update as necessary written P&P describing District’s operational procedures and guidelines. F&P shall have the authority to modify and amend the P&P as circumstances and conditions warrant. Such revisions shall be published during the annual business meeting of the District.

SECTION 6: F&P Committee Structure:

- 6.1** The F&P Committee shall consist of nine (9) members. A quorum shall be achieved when five (5) members or more are present at an in-person F&P meeting, participating in a virtual F&P meeting or however member engagement at meetings may be further defined in P&P. The Chair of F&P must be a member of any quorum. Unless otherwise indicated herein, a simple majority vote of the quorum shall be required for any action taken.
- 6.2** The iPDG shall serve as Chair of F&P. The DG shall serve as a member of F&P. The iPDG and DG will together select a member of a Rotary Club in the District to serve as District Treasurer (“DT”). The DT shall be a member of F&P and shall serve no more than two (2) consecutive one-year terms.
- 6.3** Six (6) at-large members of F&P shall be selected to serve three (3) year terms. Each DGE shall select two (2) at-large members from the Rotary Clubs in the District. The terms of the appointments shall commence upon the DGE’s ascension to DG. The two (2) senior at-large members will have their terms expire as two (2) new at-large members begin their terms.
- 6.4** No at-large member having served their full three (3) year term may succeed themselves on F&P.
- 6.5** Any vacancy among the six (6) at-large members shall be filled by the DG for the remainder of the term of the vacancy.
- 6.6** Any at-large member appointment shall be made with an emphasis toward providing representation to all Rotary Clubs in the District regardless of size or location.



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6.7 A member may be removed from F&P by super-majority vote of F&P members present at a duly noticed F&P meeting. For purposes of this vote, a super-majority is defined as sixty-six percent (66%) or more of members present. A quorum must be established for any vote requiring a super-majority.

SECTION 7: F&P shall meet at least three (3) times each Rotary Year and as otherwise required to maintain oversight and fiscal control of District affairs. Meeting notice requirements shall be as defined in P&P.

ARTICLE V NOMINATING COMMITTEE

SECTION 1: The Nominating Committee shall be charged with identifying and proposing the best available candidate for the following positions:

- 1.1** District Governor Nominee-Designate.
- 1.2** RI Council on Legislation and Council on Resolutions Representative and Alternate.
- 1.3** RI Director Nomination Committee Representative and Alternate.

SECTION 2: Nominating Committee Structure:

- 2.1** The Nominating Committee shall be comprised of a Chair and four (4) members. All shall be active members of Rotary Clubs in the District. The Rotary Clubs of the Nominating Committee members shall vary in size and geographic location. The Nominating Committee Chair shall be a PDG however not more than two (2) of the five (5) Nominating Committee members may be PDGs. The iPDG shall not serve on the Committee. The committee members shall remain confidential until the Nominating Committee has submitted its recommendation for DGND to the DG.
- 2.2** The Nominating Committee Chair shall make appointments to the Nominating Committee. Such appointments shall be for a term of one (1) Rotary year. Members of the Nominating Committee may succeed themselves one (1) time for a total of two (2) consecutive one-year terms.
- 2.3** Any vacancy that occurs within the Nominating Committee shall be filled by the appointment of a member of like qualifications. The appointment shall be made by the current Nominating Committee Chair for the unexpired portion of the vacated term.

SECTION 3: District Governor Nominee-Designate Selection:

- 3.1** The Nominating Committee shall convene annually to select a DGND.
- 3.2** The DGND shall be selected not more than 36 months and not less than 24 months prior to the day the office is to be assumed.
- 3.3** The nominating committee process for DGND shall be as set forth in the *Bylaws of Rotary International*, these Bylaws, and the P&P.

SECTION 4: Council on Legislation and Council on Resolutions Representative Selection:

- 4.1** The RI Council on Legislation "CoL" convenes every three (3) years. The RI Council on Resolutions



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- ("CoR") convenes annually. The CoL and CoR function as set forth in the *Bylaws of Rotary International*.
- 4.2 The District shall select a representative to serve as a voting member of the CoL and CoR. The District's representative shall serve a three (3) year term.
 - 4.3 The Nominating Committee shall be charged with selecting the representative on behalf of the District. The Nominating Committee shall also select an alternate representative to serve in the event the elected representative cannot serve. The qualifications of the representative and alternate shall be as set forth in the *Bylaws of Rotary International*. The Nominating Committee shall select the representative and alternate to begin their term on July 1 of the Rotary Year two (2) full years prior to the scheduled meeting of the CoL.
 - 4.4 A candidate for representative or alternate shall not be the sitting chair or current member of the Nominating Committee.
 - 4.5 The nominating committee process for CoL representative shall be as set forth in the *Bylaws of Rotary International* and P&P.

SECTION 5: RI Director Nominating Committee Representative Selection:

- 5.1 Every four (4) years, each RI Zone shall nominate a member of a Rotary Club in one of the districts within the zone to serve as RI Director.
- 5.2 The District shall select a representative to serve as a voting member of the RI Director Nominating Committee. The District's representative shall serve a term of one (1) year.
- 5.3 The Nominating Committee shall be charged with selecting the representative on behalf of the District. The Nominating Committee shall also select an alternate representative to serve in the event the elected representative cannot serve. The qualifications of the representative and alternate shall be as set forth in the *Bylaws of Rotary International* and P&P.
- 5.4 The Nominating Committee shall select the representative and alternate to begin their term on July 1 of the Rotary Year during which the RI Zone Nominating Committee will be active.
- 5.5 A candidate for representative or alternate shall not be the sitting chair or current member of the Nominating Committee.
- 5.6 The nominating committee process for RI Director Nominating Committee representative shall be as set forth in the *Bylaws of Rotary International* and P&P.

ARTICLE VI DISTRICT ASSEMBLY

SECTION 1: The District Assembly ("Assembly") is a training meeting for all District Rotarians and is particularly beneficial for incoming Rotary Club leadership and future Rotary Club leaders. The Assembly is required by the *Bylaws of Rotary International*.

SECTION 2: The training Rotarians receive at Assembly shall be designed to develop Rotary Club leaders who have the necessary skills, knowledge and motivation to sustain and expand their membership base, implement successful projects that address the needs of their communities and communities in other countries and support The Rotary Foundation through its programs and financial contributions.



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SECTION 3: The DGE, in coordination with the District Trainer, whose role shall be defined in P&P, and other District leadership shall plan and conduct the Assembly. Attendance at Assembly is strongly encouraged, and incoming Presidents and Secretaries, before accepting office, should be required by their Rotary Club to pledge themselves to attend the Assembly. It is recommended that the Rotary Club pays expenses associated with the incoming President and Secretary attending Assembly.

SECTION 4: The Assembly shall be held annually in March, April, or May unless circumstances dictate otherwise. Assembly date(s) shall not conflict with those of International Assembly, International Convention or District Conference. It is recommended that the Assembly be held following Presidents-Elect Training Seminar (“PETS”) and not later than May 31. The specific date(s) and location of the Assembly shall be determined by the DGE, in consultation with the DG Corps.

SECTION 5: A portion of the Assembly shall be used to conduct the official business meeting of the Rotary Clubs of the District. The DG shall preside over the business portion of the meeting. Items to be considered by Rotary Clubs present may be introduced or presented by the DG Corps and/or by F&P as needed. The Rotary Clubs present shall review and approve an annual budget, authorize the District Treasurer to request from each Rotary Club its apportioned share of the budget, approve previous Rotary year Financials, and take up other matters as may be requested.

SECTION 6: If for any reason the District’s business meeting cannot be held during Assembly, a portion of the next District-wide event (e.g., District Conference or Vibrant Club Seminar) shall be used as an alternate for Assembly. The DG shall provide a minimum twenty-one (21) day notice of the business portion of the meeting to all Rotary Clubs in the District.

SECTION 7: Per RI policy, the District is required to make available to all Rotary Clubs in the District, an annual review of District finances for the previous Rotary year and to have those financials approved by Rotary Clubs in the District prior to transmitting to RI. Therefore, the iPDG shall transmit the reviewed financials for their DG Rotary year to each Club President a minimum of twenty-one (21) days prior to the District’s official business meeting.

SECTION 8: Votes on action items during any business meeting of the District shall be conducted so that each Rotary Club and each Rotaract Club have one (1) vote, provided the Club has at least one (1) of the following present: Club President, Club President-Elect or other recognized Club officer. A quorum shall be the number of Rotary Clubs and Rotaract Clubs with at least one active member present at the business meeting at the time votes are cast. Satellite Rotary Clubs shall not count towards quorums or enjoy voting privileges. F&P shall develop and maintain additional policies and procedures related to in-person, virtual, mail, electronic and other voting processes and methodologies.

ARTICLE VII DISTRICT CONFERENCE

SECTION 1: A District Conference (“Conference”) for Rotarians who are active members of Rotary Clubs in the District shall be held each Rotary year. The Conference shall provide a venue for celebrating the achievements of Rotarians in the District over the course of the Rotary year. The Conference shall also provide an opportunity to hold official meetings of the District and conduct the business of the District should such actions be necessary (reference Article VI herein).

SECTION 2: The DG shall appoint a Conference Chair or Co-Chairs, at least one of which shall be a PDG. The Conference Chair(s) shall populate a Conference Committee to administer the Conference.



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SECTION 3: The DG and Conference Chair(s) may nominate a Rotary Club or Rotary Clubs in the District to serve as the Host Club or Host Clubs for the Conference.

SECTION 4: The DG shall select the date(s) and location(s) for the Conference. The date(s) shall be selected approximately one year in advance of the Conference. Date(s) for the Conference shall not conflict with those of the International Assembly, the International Convention or District Assembly.

SECTION 5: The Conference Committee shall propose for approval, a balanced budget to the DG and F&P at least three (3) months prior to the beginning of the Conference.

**ARTICLE VIII
ROTARY YEAR AND FISCAL YEAR**

SECTION 1: The District’s Rotary year and fiscal year shall follow that of RI, and shall automatically change should RI choose to change the RI fiscal year. Otherwise the fiscal year begins July 1 of each calendar year and ends June 30 of the following calendar year.

**ARTICLE IX
MODIFICATIONS AND AMENDMENTS**

SECTION 1: These Bylaws may be modified, altered, amended, rescinded or supplemented by appropriate action at a business meeting of the Rotary Clubs in the District, provided the F&P has reviewed and approved such changes, and that noticing and voting is conducted as prescribed in Article VI, herein and in P&P.

SECTION 2: These Bylaws, once approved and adopted, supersede, void and replace any previous Bylaws in effect for the District.

SECTION 3: The effective date for these Bylaws shall be as indicated below. The effective date may differ from the document date indicated herein.

Approved and adopted this 17 day of JULY, 2023.

ROTARY DISTRICT 6970, INC.

By: [Signature]
District Governor

Attest: [Signature]
District Secretary

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END OF BYLAWS