



## CONSTITUTION OF ROTARY INTERNATIONAL DISTRICT 6450, INC.

### Article 1 Definitions

As used in the constitution and bylaws of Rotary International District 6450, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. District: Rotary International District 6450, Inc.
2. Board: The Board of Directors of Rotary International District 6450, Inc.
3. Club: A Rotary club.
4. Member or Member Club: A Club, assigned to the district by Rotary International, serving as a member of the corporation.
5. Year: The twelve-month period which begins on the first day of July.
6. RI: Rotary International.
7. Governor: A governor of a Rotary district.
8. Ballot-by-Mail: includes electronic voting, email, US Postal Service, faxes and other forms of electronic correspondence.

### Article 2 Name and Description

The name of this corporation shall be Rotary International District 6450, Inc. RI is the association of clubs throughout the world. These clubs are autonomous organizations that work in harmony with the District and RI. The District serves, through its Governor, as the representative of RI to assigned clubs. This corporation shall be a non-profit, non-share capital and/or not for profit 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.

### Article 3 Purposes

The purposes of District 6450 are:

- (a) To support the clubs of the district in their pursuit of programs and activities that promotes the Object of Rotary;
- (b) To encourage, promote, extend, and supervise Rotary throughout the district;
- (c) To coordinate and generally direct the activities of District 6450;
- (d) To generally support the work and responsibilities of District Governor, who serves as an officer of RI in the district.

### Article 4 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

### Article 5 Membership

**Section 1 – How Constituted.** The membership of District 6450 shall consist of clubs which continue to perform the obligations as set forth in the RI constitution and the bylaws, as well as District 6450 constitution and the bylaws.

**Section 2 – Composition of Clubs.** A club, shall be a club, as defined and assigned to the district by RI.

**Section 3 – Ratification of Constitution and Bylaws.** Every club granted a certificate of membership in RI and accepting the same thereby accepts, ratifies, and agrees to be bound in all things, not contrary to law, by this constitution and the bylaws of RI and District 6450, and amendments thereto, and to faithfully observe the provisions thereof.

### Article 6 Board of Directors

**Section 1 – How Constituted.** The board of directors shall be seven or more in number. The District Governor of the District shall be a member and chairman of the board. The governor-elect and most recent past governor of the District shall be a member of the board. A minimum of four additional directors shall be nominated and elected in accordance with the provisions of the bylaws.

**Section 2 – Powers.** The affairs and funds of the District shall be under the direction and control of the board in

conformity with this constitution and the bylaws and the Illinois General Not-for-Profit Corporation Act of 1986, and any amendments thereto. In exercising such direction and control over the funds of the District, the board may, as fixed by the budget or budgets provided for in the bylaws, expend in any fiscal year the current income and such amount from the general surplus fund as may be necessary to accomplish the purposes of the District. The board shall report to the next conference as to the special conditions under which expenditures have been made from the surplus. The board shall at no time incur an indebtedness in excess of the then net assets of the District.

**Section 3 – Assistant Secretary.** The chief administrative officer of District 6450, if designed, shall be assistant secretary of the board and shall have no vote in the proceedings thereof.

#### **Article 7 Officers**

**Section 1 – Titles.** The officers of District 6450 shall be governor, governor-elect, governor-nominee, treasurer, other directors, and the chief administrative officer.

**Section 2 – How Elected.** The officers of RI shall be nominated and elected as provided in the bylaws.

**Section 3- Qualification.** The officers, except for the chief administrative officer, of the District shall be limited to Rotarians who are members of clubs in District 6450.

#### **Article 8 District Conference**

**Section 1 – Time and Place.** A conference of District 6450 shall be held annually within the last four months of the fiscal year, at a time and place to be determined by the board, subject to change by the board for good cause.

**Section 2 – Representation.**

(a) In the annual district conference, each club shall be entitled to be represented by at least one elector. Any club with a membership of more than twenty-five (25) shall be entitled to be represented by an additional delegate for each additional twenty-five (25) of its members or major fraction thereof, of its members. For this purpose, representation shall be determined on the basis of membership in the club on 31 December immediately preceding the conference. A club may authorize a delegate to cast one or more of the votes to which the club is entitled.

(b) It shall be the duty of each club to be represented at each conference of the District either by one of its own members as an elector to vote on each proposal submitted for determination. An elector must be present at the district conference to vote.

**Section 4 – Delegates-at-Large.** Each officer and each past governor of the District, still holding membership in a club, shall be a delegate-at-large.

**Section 5 – Electors and Voting.** The duly accredited delegates shall constitute the voting body of the conference and shall be known as electors. Voting shall be as provided in the bylaws.

#### **Article 9 Dues**

Every club shall pay semiannually to District 6450, per capita dues as provided in the bylaws and board of directors' policy.

#### **Article 11 Membership Title and Insignia**

Every member of a club shall be known as a Rotarian, and shall be entitled to wear the emblem, badge, or other insignia of District 6450.

#### **Article 12 Bylaws**

Bylaws not inconsistent with this constitution embodying additional provisions for the government of District 6450, shall be adopted, and may be amended by the board of directors. Adopted bylaws shall not be inconsistent with the constitution, bylaws, or policies of Rotary International, as amended from time to time.

#### **Article 13 Interpretation**

Throughout this constitution and the bylaws of District 6450 the following rules of construction shall apply: The words "shall," "is," and "are" are mandatory, and the words "may" and "should" are permissive. Pronouns of either the masculine or feminine gender shall include the other gender. The terminology "mail," "mailing" and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

#### **Article 14 Amendments**

**Section 1 – Circumstances.** This constitution may be amended only by a two-thirds vote of those present and voting in an annual meeting within the district conference or by ballot-by-mail.

**Section 2 – Who May Propose.** Amendments to this constitution may be proposed only by a club, by a district conference, or by the board in accordance with the procedures contained in the bylaws.