



## Memorandum to Corporate Files – to be filed with the District Secretary and Rotary International legal counsel office:

**The Member Clubs voted with unanimous consent to incorporate and approved the inaugural constitution and bylaws. Of the sixty-six (66) clubs, thirty-five (35) or 53% cast a ballot-by-mail Ballot 'in favor'. An additional thirty-one (31) or 47% clubs voted in favor by remaining silent, as per the traditional practice of the district, communications to all clubs and resolution approved.**

**TO: Rotary International District 6450, Inc.**

Dr. James Czerwionka, District Governor

Robert C. Knuepfer, Jr., District Governor-Elect

David W. Templin, District Governor-Nominee

[info@rotary6450.net](mailto:info@rotary6450.net)

[www.rotary6450.net](http://www.rotary6450.net) – Referendum and Incorporation website

[www.rotary6450.org](http://www.rotary6450.org) – District official and operational website

Incorporation, inaugural constitution and bylaws for the newly forming Rotary International District 6450, Inc. was approved on December 4, 2009. Ballots were validated by volunteer David Phelps, a member of the Rotary Club of Chicago and monitored by District Governor James Czerwionka, District Governor-Elect Robert Knuepfer and District Governor-Nominee David Templin.

### Timeline and Attachments:

1. Investigations by the District for Incorporation begun in the Fall of 2007 at a Finance Committee Meeting of the District; it began as a question.
2. The Strategic Planning Committee of the District, comprised of current, future and past district governors determined in the Summer of 2009 that incorporating the district was important for appropriate corporate protections and was encouraged to do so by Rotary International.
3. A constitution and bylaws were developed collaboratively by the current and future district governors: James Czerwionka, Robert C. Knuepfer and David Templin. David Phelps, a member of the Rotary Club of Chicago provided support through research of other districts, correspondence and meetings with the legal counsel of Rotary International and Illinois/National nonprofit best practices. The constitution and bylaws were organized and constructed in a manner consistent and adhering to Rotary International's guidelines and policy requirements, past best practice of District 6450 and other Districts of Rotary International and the District 6450 Manual of Procedures.
4. A Ballot-by-Mail Packet was distributed to the President's and Secretaries of each member club (sixty-six) via electronic mail – as registered by the member club in the official data base/directory of the district; and a special web site for the purpose of the referendum ([www.rotary6450.net](http://www.rotary6450.net)) on November 3, 2009. Sixty-six (66) member clubs were asked to cast a ballot, following the traditional practice of recording a vote as 'in favor' for non-responders.
5. Multiple reminders were sent to clubs to cast their ballot.
6. The Member Clubs voted with unanimous consent to incorporate and approved the inaugural constitution and bylaws. Of the sixty-six (66) clubs, thirty-five (35) or 53% cast

a ballot-by-mail Ballot 'in favor'. An additional thirty-one (31) or 47% clubs voted in favor by remaining silent, as per the traditional practice of the district.

7. Attached: Original Ballot by Mail Packet for Incorporation, Constitution and Bylaws – A District Referendum Distributed via electronic mail on November 3, 2009.
8. Attached: Final Ballot Count, validated by David Phelps, a member of the Rotary Club of Chicago on December 7, 2009. PDF and Excel Version; reviewed and authenticated by district officers and ratified by the interim district board of directors.
9. Attached: Duplicate of Final Ballot Count without contact information of Club Presidents for posting to [www.rotary6450.net](http://www.rotary6450.net)
10. Upon acceptance of the balloting results by Rotary International officer James Czerwionka, District Governor for Rotary International District 6450; Dr. Czerwionka instructed District Governor Elect Robert Knuepfer to proceed with the Incorporation of Rotary International District 6450, Inc.
11. Rotary International District 6450, Inc. incorporation filings and notification to Rotary International, Inc. commenced during the week of December 7, 2009. (Please Note: a second set of records will be filed with the District Secretary upon completion of the filing.)

Note: should this email be given wide distribution please extract the two files with electronic mail contact information of Club President's.

A pleasure to serve Rotary and District 6450,

Submitted,  
David L. Phelps  
Rotarian, Rotary Club of Chicago

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*This report was presented and approved unanimously by the newly formed Interim Board of Directors of Rotary International District 6450, Inc. on January 10, 2010; Rotary International Officer and District Governor for District 6450 presiding. Directors included: Art Davis, Robert Knuepfer, Pat Merryweather, Mike Slevnik and David Templin. Emma Sue Smallwood was not in attendance.*

*The board unanimously approved and ratified the vote of member clubs as 100% in favor of Incorporation, The Constitution and The Bylaws for Rotary International District 6450, Inc.*

*Furthermore, the board endorsed operating the district according to this newly approved constitution and bylaws and to operate through June 30, 2010 according to prior district manual of procedure unless in conflict with the constitution and bylaws or new board policy determined and implemented between January 10, 2010 and June 30, 2010. A new board policy register will be researched and developed for board approval by June 30, 2010.*

*Documents for corporate files include:*

- *Application to Rotary International for Incorporation of the District*
- *Articles of Incorporation for Rotary International District 6450, Inc.*
- *Constitution of Rotary International District 6450, Inc.*
- *Bylaws of Rotary International District 6450, Inc.*
- *Rotary International Step by Step Guide for Incorporating a District*
- *Roster of Clubs Voting In Favor of Incorporation, of Constitution and of Bylaws*