

## **Rotary International Mandatory Provisions of the Articles of Incorporation for Districts**

### **Adopted and Incorporated into The Constitution and/or Bylaws of Rotary International District 6450, Inc.**

1. The name of this corporation shall be “Rotary International District 6450, Inc.”
2. 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.
3. If any provision of these articles of incorporation is not in conformity with the constitution, bylaws, or policies of Rotary International (RI), as amended from time to time, the terms of the constitution, bylaws, or policies of RI shall prevail at all times.
4. The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 6450 pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 6450 pursuant to the RI bylaws shall immediately and automatically result in a corresponding change in the membership of this corporation.
5. The number of directors of this corporation and their terms shall be determined by the members. (The number and terms shall be in accordance with local law and district practice. The number, terms and method of election may be included here or in the bylaws or other document.) The district governor of District 6450, the governor-elect of District 6450, and the most recent past district governor who served in District 6450 shall always be members of the board of directors. The district governor shall serve as chair of the board of directors. Only Rotarians who are members of clubs in District 6450 may serve as directors.
6. The officers of this corporation shall be limited to Rotarians who are members of clubs in District 6450. The district governor of District 6450 shall be the President/Chief Executive Officer of this corporation.
7. This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the district conference of District 6450 or in a ballot-by-mail, or upon directive of the Board of Directors of RI. The district governor of District 6450 shall provide the Board of Directors of RI with notice of a decision by the clubs in District 6450 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.
8. The district governor shall report annually to the clubs in the district on the status of the corporation.