

# BYLAWS OF ROTARY INTERNATIONAL DISTRICT 7505, INC.

## A New Jersey Nonprofit Corporation

### Article I

#### PURPOSE AND OFFICES

**Section 1. Offices.** Rotary International District 7505, hereinafter referred to as the “District”, which was originally incorporated as a NJ Nonprofit Corporation on May 11, 2007 as Rotary International District 7500, Inc., and which has now merged with former District 7640, an unincorporated entity of the State of New Jersey, shall have its principal office of the Corporation in the State of New Jersey. The Corporation shall designate a registered agent and office in accordance with law and shall maintain it continuously. The Registered Agent and Office shall be that of the District’s Legal Counsel for the Rotary year unless the Board of Trustees shall designate otherwise.

**Section 2. Purpose.** These bylaws are intended to supplement the Constitution and bylaws of Rotary International insofar as they apply to the administration of Districts. Nothing in these bylaws is intended to limit the authority of the District Governor or District, which may be granted to him/her/it by Rotary International.

**Section 3. Conflict of Interest.** Rotary District 7505’s policy on Ethics is framed by the 4 Way Test of Rotary International. The District’s policy statement on Conflict of Interest states: A Rotarian shall avoid impropriety and the appearance of impropriety in all the Rotarian’s activities. The test for appearance of impropriety is whether the conduct would create in reasonable minds a perception that the Rotarian’s ability to act with integrity and impartiality is impaired.

### Article II

#### MEMBERS

**Section 1. Qualification.** Membership shall consist of only Rotary clubs in the District designated by Rotary International as of the date of the incorporation of the clubs. The addition or removal of a Club or Clubs from the District pursuant to Rotary International bylaws shall be immediately and automatically result in a corresponding change in the membership of the District. Each such Club shall have one vote at Meetings as a Member of the District.

Each club in a district shall select, certify, and send to its annual district conference and district legislation meeting (if one is held) at least one elector. Any club with a membership of more than 25 shall be entitled to one additional elector for each additional 25, or major fraction thereof, of its members. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Such membership shall be determined by the number of members in the club as of the date of the most recent club invoice preceding the date on which the vote is to be held. However, any club whose membership in RI has been suspended by the board shall not

be entitled to any electors. Each elector shall be a member of the club. An elector must be present at the district conference or a district legislation meeting to vote.

**Section 2. Annual Meetings.** The purpose of the annual meeting of Members is to announce the appointment of Trustees who succeed trustees whose terms have expired, and to transact such other matters required by the rules and regulations of Rotary International. The annual meeting of the Members of the District shall be held at times and places designated for the Rotary District Conference scheduled by the then District Governor or such other time and place as designated by the Board of Trustees within the last quarter of the Rotary year.

**Section 3. Special Meetings.** Special meetings of Members may be called by the District Governor or by a majority of the Board of Trustees then in office or by Members having one-third (1/3) or more of the outstanding votes of the District. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

**Section 4. Place of Meeting.** The District Governor or the Board of Trustees may designate any place, either within or without the State of New Jersey, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the District, as designated for that particular year.

**Section 5. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail, e-mail, or fax not less than ten (10) days nor more than thirty (30) days before the date of the meeting. Notice shall be given by or at the direction of the District Governor or the District Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United State Mail addressed to the President of the Member at the address as it appears on the records of the District with postage thereon prepaid to the President of each Rotary Club in the District. Notice sent by e-mail or fax shall be considered delivered when the e-mail or fax is sent.

**Section 6. Waiver of Notice.** A written waiver of notice signed by a Member's President, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of the President of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7. Action Without Meeting.** Any action of the Members may be taken without a meeting, if (1) proper advance notice is provided setting forth the proposed action, (2) the proposed action is not consummated before the expiration of 10 days from the giving of notice; (3) the notice sets forth the existence of such 10 day period, and the action proposed is consented to in writing by the Members who would have been entitled to cast a majority of votes had a meeting been held.

**Section 8. Member Quorum and Voting.** Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a

quorum at a Meeting of Members. When a specified item of business is required to be voted on by Members, unless otherwise required in the Articles of Incorporation, a majority of the Members' Presidents or duly authorized officers of Members shall constitute a quorum for the transaction of such items of business by Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of Two Thirds (2/3) of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a Meeting starts, then a majority of the Members at the Meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 9. Votes.** The President or the designated alternate officer of each voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

**Section 10. Proxies.** Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy. Every proxy shall be in writing and signed by the Member or his/her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

### Article III

#### BOARD OF TRUSTEES

**Section 1. General Powers.** Subject to the limitations of the Articles of Incorporation, these bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Members of the District, all corporate powers shall be exercised by or under the authority of the Board of Trustees, and the management and affairs of the District shall be controlled by the Board of Trustees.

**Section 2. Number, Qualification, Election and Tenure.** The number of Trustees shall be the number of Trustees appointed from time to time in accordance with these Bylaws but shall never be less than five (5). The Trustees shall consist of the District Governor, (duly designated by Rotary International for the current Rotary year who shall be the Chairperson/Primary Trustee), the District Governor-elect, the District Treasurer, the District Secretary, and the Immediate Past District Governor. The number of Trustees may be increased from time to time by election in accordance with these bylaws. The District Secretary and District Treasurer, as Trustees, shall be appointed by the District Governor-elect at the annual meeting of Members and shall serve for a one year term commencing on July 1 following the annual meeting.

**Section 3. Annual Meetings.** The Board of Trustees shall hold its annual meeting at the District Conference which shall be at the same place as and during the annual meeting of Members to

appoint the District Governor-elect's Leadership team (for the upcoming Rotary year) and to transact such other business as may come before the meeting. The District Governor shall report annually to the clubs on the status of the district incorporation at the Annual Meeting. If a majority of the Trustees are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Trustees is required. However, another place and time for such meeting may be fixed by written consent of all the Trustees, as per Article II, Section 2.

**Section 4. Regular Meetings.** Regular meetings of the Board of Trustees may be held with notice at such time and at such place as shall be determined from time to time by the District Governor, including Staff meetings.

**Section 5. Special Meetings.** Special meetings of the Board of Trustees may be called by the District Governor or District Governor-elect who are each authorized to call special meetings of the Board of Trustees and fix a reasonable time and place for holding them.

**Section 6. Electronic Meetings.** Trustees may participate in meetings of the Board of Trustees by means of a conference call or other such electronic means by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

**Section 7. Action Without Meeting.** Any action of the Board of Trustees may be taken without a meeting if consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

**Section 8. Notice and Waiver.** Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, e-mail or by fax transmittal with confirmation to each Trustee at his/her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Notice sent by e-mail or fax shall be considered delivered when sent. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened except when a Trustee states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 9. Quorum and Voting.** A majority of Trustees in office shall constitute a quorum for the transaction of business. The vote of a majority of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. If less than a quorum is present, then a majority of those Trustees present may adjourn the meeting from time to time without notice until a quorum is present.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Trustees may be filled by the District Governor appointing an alternate Trustee. A Trustee appointed to fill a vacancy shall hold office only until the end of that Rotary year. Any vacancy to be filled by reason of an increase in the

number of Trustees shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

**Section 11. Presumption of Assent.** A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting because of an asserted conflict of interest.

## **Article IV**

### **NOMINATIONS**

**Section 1.** The District Governor shall be nominated by a nominating committee organized as set forth in this Article and shall be elected in conformance with the Bylaws and Manual of Procedures of Rotary International.

**Section 2.** For the 2018-2019 year, former District 7640 will select a District Governor for the 2021-2022 year in conformance to the rules set forth in the District 7640 Guidelines Manual. In July of each succeeding year, the District Governor of District 7505 shall appoint a Chair of a District nominating committee, which Chair shall be the immediate Past District Governor. The District Governor shall, during the month of July, issue a call-in writing to the Presidents and Secretaries of Clubs for nominations for the office of District Governor. The Committee is authorized to identify and select qualified candidates to commence as nominee up to three (3) years from the current year. A notice to call for selection of such nominations is to be received by the Chair of the Nominating Committee by October 1 of the prior year. No club shall submit more than one (1) candidate for consideration.

**Section 3.** By October 15 of the current year, the Nominating Committee Chair with the approval of the District Governor shall appoint the remaining members of the Nominating Committee, which shall consist of five (5) Past Presidents and four (4) Past District Governors including the Chair. The Committee shall be constituted so that each County within the District shall be represented. No member of a Club, which shall have nominated a candidate for District Governor, shall be represented on the Committee. However, upon the consent of both the Nominating Committee Chair and District Governor reasonable appropriate exceptions may be made.

**Section 4.** The Nominating Committee shall meet during the month of November and shall personally interview all qualified candidates who been nominated by their clubs in the form of a Resolution adopted at a regular meeting of the Club and certified by the Club's secretary on the Governor-nominee Form. The Committee shall nominate a qualified Rotarian for District Governor. In making its selection, the Nominations Committee for District Governor shall not be limited in its selection to those names submitted by Clubs in the District but shall nominate the best qualified Rotarian available to perform the functions of the office of Governor. The Chair shall notify the District Governor of the name, address and Club of the Designate, and the District Governor shall give notice in writing to all clubs in accordance with the Rotary International Bylaws. If no challenge to the nomination is received by the District Governor within the two (2)

week period, the District Governor shall declare the Designate of the Nominating Committee as Designate of the District, shall certify such Designate to Rotary International and the Designate shall be designated as District Governor-nominee-designee.

**Section 5.** The District Governor-nominee shall automatically become the District Governor-elect on July 1 of the year preceding that during which he/she will serve as District Governor. The District Governor-nominee-designee shall automatically become District Governor-nominee on July 1 two (2) years preceding that during which he/she will serve as District Governor.

**Section 6. Vacancy in the Office of District Governor.** The Nominating Committee, with the consent of the District Governor-elect, shall select the Immediate Past District Governor to serve the year following selection during the temporary or permanent inability of the District Governor to perform the Governor's duties.

## **Article V**

### **ASSISTANT GOVERNORS & DISTRICT DIRECTORS/DISTRICT CHAIRS**

**Section 1. Areas.** The District Governor shall designate "Areas" within the District, each area to consist of 6-8 Clubs reasonably contiguous to each other or such other number that may allow for the efficient operation of the District. Each Area shall be designated by a number.

**Section 2. Liaison.** The District Governor shall appoint a Rotarian, who is a member of a club within the District to serve as Assistant Governor for each Area. Each Assistant Governor shall serve as liaison between the District Governor and the Clubs in his/her designated Area. He/she shall visit with and communicate with the officers and members of each Club. The Assistant Governors will report to the District Governor.

**Section 3. Appointment of District Directors, Sub-committee and District Chairs.** Directors shall be appointed to lead committees that have sub-committees. Chairs shall be appointed to lead committees composed of committee members. Directors and Committee Chairs of Standing Committees shall each report to the District Governor and be part of the Leadership Team. Directorships are not limited to those identified in Sections 4, 5, & 6 and will be determined by the District Governor on an operational needs basis.

**Section 4: Rotary Foundation Director and Advocates:** The District Governor in consultation with the Rotary Foundation Director shall appoint a Rotary Foundation County Chair for each of the counties in the District, who will report to the Rotary Foundation Director. Each Foundation County Chair, in consultation with the Rotary Foundation Director, shall appoint a Rotary Foundation Area Representative for each Area within his/her county, who will report to his/her respective Rotary Foundation County Chair. The role of the Rotary Foundation Area Representative is to work directly with the Rotary Foundation Chair of each club in his/her area.

**Section 5: Membership Director, Sub-Committee Chairs and Representatives:** The District Governor in consultation with the Membership Director shall appoint a Membership County

Chair for each of the counties in the District, who will report to the Membership Director. Each Membership County Chair, in consultation with the Membership Director, shall appoint a Membership Area Representative for each Area within his/her county, who will report to his/her respective Membership County Chair. The role of the Membership Area Representative is to work directly with the Membership Chair of each club in his/her area.

**Section 6: Public Image Director, Sub-Committee Chairs and Representatives:** The District Governor in consultation with the Public Image Director, shall appoint a Public Image Chair for each county in the District, who will report to the Public Image Director. Each Public Image County Chair, in consultation with the Public Image Director, will appoint a Public Image Representative for each Area in his/her county, who will report to his/her respective Public Image County Chair. The role of the Public Image Area Representative is to work directly with the Public Image Chair of each club in his/her area.

**Section 7: Term.** The Assistant Governors, District Directors and District Chairs shall serve concurrently with the District Governor during the District Governor's year in office and shall perform the duties assigned to them by the District Governor from time to time. They can serve 3 consecutive one-year terms at the pleasure of the District Governors.

## **Article VI**

### **LEADERSHIP TEAM**

**Section 1.** Leadership Team. The District Leadership Team will include but not be limited to the District Governor, District Governor-elect, District Governor-nominee, District Governor-nominee-designee, Immediate Past District Governor, District Secretary, District Treasurer, District Sergeant-at-Arms, Assistant Governors, District Directors, and District Chairs.

A copy of the District Organization Chart is attached hereto, for reference only, as Exhibit A

## **Article VII**

### **DISTRICT COMMITTEES**

**Section 1.** The District Governor shall appoint the Directors/ Chairs and members of the following Standing Committees:

- Finance
- Audit
- Policies & Procedures (Bylaws)
- Resolutions and Legislation
- District Conference
- RI Convention Promotion
- Public Relations/Image
- Membership (Retention, Development, Extension)
- Club Service
- Vocational Service
- Community Service

International Service  
Youth Services  
The Rotary Foundation including the following sub-committees:  
    Stewardship  
    Grants Management  
Nominating  
Education & Training including the following sub-committee  
    Rotary Leadership Institute  
Strategic Planning

**Section 2.** The District Governor may appoint the chairs and members of sub-committees, which sub-committee may provide resources to the Clubs for programs and projects of Rotary International and the District.

**Section 3.** The District Governor shall also appoint the chairs and members of the following committees with the consent of the District Governor-elect: PETS and District Training Assembly.

**Section 4.** All committees listed in these bylaws have a description set forth in the Rotary International Bylaws & Manuals [www.rotary.org/myrotary](http://www.rotary.org/myrotary); See “Learning & Reference”, then “Policy & Procedures”

**Section 5.** The District Governor may appoint chairs and members of ad hoc committees where deemed appropriate.

## Article VIII

### COMMITTEE ON BYLAWS, RESOLUTIONS AND LEGISLATION

The Committee shall consist of five (5) Rotarians appointed by the District Governor. The committee shall propose amendments to these bylaws to the District Conference and shall propose such legislation which may be recommended by the District to the Council on Legislation. The Committee shall also comment on bylaw amendments, resolutions or legislation proposed by the clubs.

## Article IX

### FINANCIAL

#### Section 1. Budget.

- (a) The District Governor-elect shall propose a budget for his/her term of office to the Finance Committee by March 1 of the year preceding his/her term of office as District Governor. The Finance Committee shall meet with the District Governor-elect during the month of March and shall give him/her their recommendations concerning the proposed budget.



- (b) The budget shall consist of projected income, the annual per capita District dues and allocations for program expenses. The budget shall show a reserve for contingencies of at least two (2) percent of the amount of the budgeted line items. The Finance Committee shall certify the proposed budget to the District Governor-elect by April 1 of the Rotary year prior to taking office, and the District Governor-elect shall provide a copy of such proposed budget to each President-elect with a notice that such budget shall be presented for adoption at the District Conference, or on a separate date if indicated for the District Assembly. Such notice shall be given at least fourteen (14) days preceding the date of the District Assembly.
- (c) The budget as presented by the Finance Chair or his/her designee to the Presidents-elect at the District Conference or District Assembly, as referenced in paragraph (b) above, may be amended by the Presidents-elect and shall be adopted with or without amendments by a majority vote of the Presidents-elect present and voting. Only Club Presidents-elect or their proxy may vote to amend or adopt the District budget.
- (d) The District Governor and the District Treasurer shall maintain the District's checking accounts which shall require the signatures of two of a minimum of the four people, so designated, the District Governor, District Treasurer, District Governor-elect, District Governor-nominee for all withdrawals. The District Governor may also maintain the savings account or like account in a bank for funds not currently needed by the District. Investment of funds not currently needed may be made by the District Governor and District Treasurer in accordance with the policies of Rotary International. The District must maintain a double entry set of books on QuickBooks, or future version thereof, on an ongoing basis. All disbursements must be approved by at least the District Governor and District Treasurer. The records of the District are to be transferred by August 1<sup>st</sup> to the incoming District Treasurer, including all existing checking accounts which are to be maintained on a permanent basis. The District will maintain the following bank accounts: Operating Account(s), RI Foundation Account (non-interest bearing), RYLA Account, District Conference Account, and Reserve Account, and Contingency Account. Expenditures from the District Conference Account requires the signatures of two the following four people, so designated, the District Governor, District Treasurer, District Conference Chair, District Conference Treasurer. Expenditures from the Contingency Account must be approved by the Finance Committee and shall require two (2) signatures, that of the District Governor and that of the Finance Committee Chair. Expenditures from the District's Rotary International Foundation Account shall require two (2) signatures, that of the District Governor and that of the District Rotary Foundation Chair. Additional accounts may be opened only with the approval of the District's Finance Committee.
- (e) The District Governor may expend the funds budgeted and received. The District Governor shall have the authority to exceed line items, if necessary, provided that the

District Governor may not expend more than appropriated by the District, except as hereinafter provided. Those items which contemplate a contribution to a succeeding year's budget or a contribution to special funds may not be expended by the District Governor for any other purpose. Unanticipated income may be expended by the District Governor for the general purposes of the District. The budget must be balanced and may provide for charitable contributions as the District Governor may designate. The Contingency Fund of the District shall be established for the 2018-19 year by a contribution of \$50,000 (\$25,000.00 from each former District 7500 and 7640). Commencing in Rotary year 2019-2020 and all future years, the Contingency Fund shall be no less than \$40,000.00 and no more than \$70,000. This Contingency Fund shall be evaluated annually by the then sitting duly constituted Finance Committee, District Treasurer, District Governor District Governor Elect and District Governor Nominee. Any recommendations to adjust the contingency will follow the process set up in this Section or any other Rules of Procedure or Operation in effect at that time.

- (f) The budget shall provide an appropriation sufficient to enable the District Governor-elect to attend the Rotary International Convention with the District Governor-elect's partner, to enable the District Governor, the District Governor-elect, the District Governor-nominee, the District Trainer, the Chair of the Rotary Foundation Committee and their partners, to attend the Zone Institute (including any allied programs such as GETS, etc.), and sufficient to enable the District Governor, the District Governor-elect, and the Chair of the Rotary Foundation Committee to attend the Regional Foundation Seminar, if separately offered. Nothing is intended in this provision to restrict the District from providing additional appropriations for these and other District, Zone, or International meetings or for other persons to attend.
- (g) If a Rotary International Convention is held in a location which requires an unusually large appropriation for attendance for the District Governor-elect, the budget may in prior years anticipate such expense by a partial appropriation, which shall be paid over to succeeding District Governors until needed for such Convention.
- (h) The budget may provide for an appropriation or contribution to any fund created by the District for charitable purposes.
- (i) The Budget may contain an appropriation towards the conduct of the District Conference to cover those expenses assumed by the District for the District Conference, including but not limited to attendance of the President's Representative, Interact and Rotaract leaders, Group Study Team or Vocational Training Team visitors or members, RI Scholars, Peace Fellowship Scholars, and/or Youth Exchange Students, etc.

(j) The Budget shall contain funds sufficient to cover the costs to attend any District sponsored functions for the District Governor, District Governor-elect, District Governor-nominee, and District Governor-nominee-designee.

(k) All past District Governors shall pay all the obligations of the District no later than one month following the end of his/her term of office and shall dispose of any excess funds as follows:

1. The funds remaining at the end of the District Governor's term shall be paid over to the Finance Committee for deposit in the District Contingency Fund, provided that such transfer to the District Contingency Fund shall not exceed the amount which would bring the balance out of conformance with Article 9 Section 1(e) above.

2. Any funds, in excess of those enumerated in paragraph 1 above, remaining shall be contributed by the outgoing District Governor to any District charitable fund that had been budgeted (providing the donation does not generate a deficit), to The Rotary Foundation of Rotary International, or designated for the incoming Governor's budget.

3. The Treasurer shall provide to the District Leadership Team, including the Finance Committee Chair, comparative financial statements seven (7) days prior to all scheduled Team Meetings for their review and comment. The District annual financial statements shall be provided to the District Finance Committee for audit within sixty (60) days after the District Governor leaves office. The District Treasurer shall cause to be filed all Rotary International, federal and state filings when required.

**Section 2. Annual Audit.** The outgoing District Governor shall by September 1 after the expiration of his/her term of office deliver a complete report of income and expenditures and budget status to the Chair of the District Audit Committee. The Audit Committee and any certified public accountant(s) appointed to the Committee shall review the records of the District Governor and shall meet with the District Governor, the District Treasurer and Finance Committee Chair to review the records. The Audit Committee shall prepare its report, upon examination of the books and records of the District, including recommendations to the current District Governor and shall forward a copy of the audit report and a statement of income and disbursements to each of the clubs by October 15. By November 15, all state & federal tax filings shall be completed. The audit report shall be submitted to the District Conference and formally adopted by the delegates.

**Section 3. Contingency Fund.** The District Reserve/Contingency Account, funded as provided above, shall be maintained in a depository designated by the District Finance Committee. All withdrawals shall be made at the direction of the Chair of the Finance Committee and the District Governor. The funds held in the District Reserve/Contingency Account may be expended for an

emergency as approved by a majority of the Finance Committee upon the recommendation of the District Governor. A negative decision of the Finance Committee as to the payment of any funds from the Reserve/Contingency Account may be appealed by the District Governor to the Presidents of the Clubs overruling the Committee with a 2/3 vote of attending Presidents at a regular or special meeting of the District Assembly of Club Presidents or District Conference.

**Section 4. Per Capita Dues.** Each Club shall pay such annual per capita District dues, which shall be approved in the District budget. The incoming District Treasurer shall provide a bill to each club on or about July 2nd of each year for one-half of the annual dues, and the invoice for per capita dues shall be payable on receipt. District Treasurer shall provide a bill to each club on or about January 1st of each year for the remaining one-half of the annual District dues, and the invoice for per capita dues shall be payable on receipt. The per capita dues shall apply to all members of each club, other than honorary members of a club, as of July 1st and January 1st of each year, according to Rotary International membership records supplied to the District and corrected by each Club. In the event any Club shall fail to pay its first half District dues by September 30<sup>th</sup> of each Rotary year, or its second half dues by March 31<sup>st</sup> of each Rotary year, such clubs shall be assessed a late charge of \$3.00 per member according to the Rotary International membership list for July 1<sup>st</sup> and January 1<sup>st</sup>. These dues are separate from the Rotary International dues payable at that time.

## **Article X**

### **NONPROFIT OPERATION**

The District will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the District will be distributed to its Members, Trustees, Officers, or any other Staff members without full consideration. No Member of the District has any vested right, interest or privilege in or to the assets, property, functions or activities of the District. The District may contract in due course with its Members, Trustees, Officers and any other Staff members without violating this provision.

## **Article XI**

### **Fiscal Year**

The District's fiscal year shall be the same as the Rotary International fiscal year, July 1- June 30.

## **Article XII**

### **SEAL**

The District's corporate seal shall bear the name of the District between two concentric circles and in the inside of the inner circle shall be the year of the incorporation.

## **Article XII**

### **INDEMNIFICATION**

The District shall indemnify each Officer and Trustee, including former Officers and Trustees, and all other Staff Members, to the full extent permitted by the New Jersey Nonprofit Corporation Act.

## **Article XIV**

### **AMENDMENTS**

**Section 1. Availability of Bylaws.** Copies of these bylaws shall be available on the District website.

**Section 2. Amendments.** These bylaws may be altered, amended or replaced and new bylaws may be adopted by the Board of Trustees; provided that any bylaws or amendments thereto as adopted by the Board of Trustees may be altered, amended or repealed by vote of the Members; or by a new bylaw in lieu thereof may be adopted by the Members. No bylaw which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Trustees for a period of two years after the action of the Members.

## **Article XV**

### **DISTRICT 7505 YOUTH PROTECTION POLICY**

**(The following Youth Protection Policy shall be distributed annually to each club to ensure compliance and receive each club's acknowledgement of receipt of said Policy.)**

District 7505 is dedicated to developing and implementing an effective youth protection policy which demonstrates our District's commitment to protecting Rotary youth program participants. This document provides a basic framework for the District's policy for all youth programs. The sections in italics follow International Rotary's certification requirements for Rotary Youth Exchange.

#### **Section 1. Statement of Conduct for Working with Youth.**

The District strives to create and maintain a safe environment for all youth who participate in Rotary activities. To the best of their ability, Rotarians, Rotarians' spouses and partners, and other volunteers must safeguard the children and young people they come into contact with and protect them from physical, sexual, and emotional abuse.

#### **Section 2. Definitions.**

**Volunteer** — Any adult involved with Rotary youth activities who interacts directly with youth, whether supervised or unsupervised

*For Youth Exchange, volunteers include, among others, club and District Youth Exchange officers and committee members; Rotarian counselors; Rotarians and non-Rotarians and their spouses and partners who work with students during activities or outings or who transport students to events; and host parents and other adult residents of the host home, including host siblings and other family members.*

**Youth program participant** — Anyone who participates in a Rotary youth program, whether child or adult

### **Section 3. Incorporation and Liability Insurance**

The District is a legal entity formed under the laws of the State New Jersey and is associated with a separate legal entity known as Rotary International (“RI”).

The District carries liability insurance with appropriate coverage and policy limits. This policy reasonably protects the organization from third-party claims and lawsuits alleging negligence by the organization, its employees, or its volunteers.

### **Section 4. Club Compliance**

The District Governor is responsible for supervision and control of all youth activities in the District, including those associated with RYLA, Interact, Rotaract, RotaKids and Rotary Youth Exchange. The District will monitor all participating clubs and ensure that they comply with youth protection and Rotary Youth Exchange certification requirements.

*All District clubs that participate in Rotary Youth Exchange must provide the District with a copy of the following for review and approval:*

- *A signed compliance statement that the club is operating its program in accordance with District and RI policies.*
- *Confirmation that volunteers will be prohibited from contact with program participants until a written application, interview, reference check, and criminal background check have been conducted and clearance for unsupervised contact with program participants has been issued.*
- *All club materials that advertise the Youth Exchange program, including brochures, applications, policies, and websites.*
- *List of services in the area (rape and suicide hotlines, alcohol and drug awareness programs for teenagers, relevant law enforcement agencies, community services, private services, etc.)*
- *Any club youth-protection training materials.*

### **Section 5. Volunteer Selection and Screening**

All Rotarian and non-Rotarian volunteers interested in working with youth program participants must meet RI and District eligibility requirements. RI prohibits the membership and participation of any volunteer who has admitted to, been convicted of, or otherwise been found to have engaged in sexual abuse or harassment.

If a person is accused of sexual abuse or harassment and the law enforcement investigation is inconclusive, or if law enforcement declines to investigate, additional safeguards are necessary to protect any youth program participants with whom the accused may have future contact, as well as the accused. A person later cleared of charges may apply to be reinstated as a youth program volunteer. Reinstatement is not a right, and reinstatement to his or her former position is not guaranteed.

*All Youth Exchange Rotarian and non-Rotarian volunteers that have direct, unsupervised contact with program participants must:*

- Complete a volunteer agreement form
- Undergo a criminal background check (subject to local laws and practices)
- Be interviewed, preferably in person
- Provide a list of personal references with contact information (it's recommended that references include no family members and no more than one Rotarian)
- Comply with RI and District guidelines for the Youth Exchange program

Youth Exchange host families must also meet these selection and screening requirements:

- Undergo a comprehensive interview that determines their suitability, demonstrating:
  - Commitment to the safety and security of students
  - Appropriate motives for hosting a student that are consistent with Rotary ideals of international understanding and cultural exchange
  - Financial ability to provide adequate accommodations (room and board) for the student
  - Ability to provide appropriate supervision and parental responsibility that ensures the student's well-being
- Complete a written application
- Undergo home visits with and without notice, both before and during the placement; home visits must be conducted annually, even for repeat host families

*Note: All adult residents of the host home must meet all selection and screening guidelines. This includes adult children of the host family and other members of the extended family or household staff who are full-time or part-time residents of the home.*

Youth Exchange students must be appointed a Rotarian counselor who meets the criteria for all volunteers. Also:

- A counselor must not be a member of the student's host family. It is also recommended that counselors not hold another role of authority with respect to the student's exchange (e.g., school principal, club president, district Youth Exchange chair).
- Counselors must be able to respond to any problems or concerns that may arise, including instances of physical, sexual, or emotional abuse or harassment.

## **Section 6. Participant Selection and Screening**

All students interested in the District Youth Exchange program must meet District guidelines and:

- Complete a written application
- Be interviewed at the club and District levels
- Attend and participate in all club and District orientation and training sessions

All parents or legal guardians of Youth Exchange participants must also be interviewed at the club or District level to determine the student's suitability for program participation.

## **Section 7. Training**

District and member clubs may provide youth-protection training and information on youth programs. A Youth Protection Officer or other qualified Rotarian appointed by the District Governor will conduct the training sessions.

*The District Youth Exchange program must provide youth-protection training and information to all students and volunteers. A Youth Protection Officer or other qualified Rotarian appointed by the District Governor will conduct the training sessions. Specifically, the District will:*

- *Adapt Rotary's Youth Protection Guide to reflect District guidelines, information on local customs and culture, and legal requirements*
- *Develop a training schedule that specifies who will be trained, how often, and how*
- *Conduct specialized training for those involved in Youth Exchange:*
  - *District Governor*
  - *District Youth Exchange officer and committee members*
  - *Club Youth Exchange officer and committee members*
  - *Rotarian counselors*
  - *Other Rotarians and non-Rotarians who participate in Youth Exchange activities, such as local tours or district events*
  - *Host families*
  - *Students (outbound and inbound)*
- *Maintain records of participation to ensure compliance*

### **Section 8. Allegation Handling and Follow-Through**

The District takes all allegations of abuse or harassment seriously and will handle them in accordance with the Abuse and Harassment Allegation Reporting Guidelines.

The District will cooperate with all law enforcement agencies, child protective services, and legal investigations and will not interfere with official investigations when conducting its own independent review.

The District may appoint a youth protection officer or District review committee to evaluate and review files, policies, and allegations regularly.

### **Section 9. Travel by Youth**

Youth travel outside of the local community must comply with youth protection policies.

For all youth travel sponsored by the District or its clubs, the following will be done before departure:

- Obtain written permission from the parents or legal guardians of program participants
- Give parents and legal guardians details about the travel, including locations, accommodations, itineraries, and the organizer's contact information
- When traveling more than 150 miles, or 240 kilometers, from the residence, verify that program participants have adequate insurance, including benefits for medical services, emergency medical evacuation, repatriation of remains, and legal liability

*For the travel of Youth Exchange students outside their host communities, either with their host families or to attend Rotary events, the District shall obtain written permission from the students' parents or legal guardians.*

*For all other Youth Exchange student travel that is not customarily a part of the exchange program, organizers must:*

- *Receive authorization from the District in advance*
- *Obtain written permission from the parents or legal guardians for travel outside of the local host community*
- *Provide parents or legal guardians details about the trip, including locations, accommodations, itineraries, and the organizer's contact information*

### **10. District Youth Exchange Administration**



*The District Youth Exchange program, in collaboration with participating clubs, must also:*

- *Confirm that all inbound students have insurance that meets or exceeds what is prescribed in the Rotary Code of Policies.*
- *Store participant and volunteer records securely under the supervision of the District Secretary for five years after participation, in accordance with all applicable privacy laws.*
- *Provide each student a list of local services (rape and suicide crisis hotlines, alcohol and drug awareness programs, relevant law enforcement agencies, community services, private services, etc.). This list must include the following District and club contacts:*
  - *For inbound students: Rotarian counselor, host club president, host District Youth Exchange chair, and District Governor*
  - *For outbound students: Rotarian counselor, sponsor club president, sponsor district Youth Exchange chair, sponsor district governor*
- *Provide each student with the names and contact information of at least two non-Rotarian resource people — one male and one female, who are not related to each other and do not have close ties to the host families or Rotarian counselor — who can help the students with any problems.*
- *Submit inbound program participants' data to RI before or shortly after the exchange begins.*
- *Provide a 24-hour emergency contact phone number to students.*
- *Report all serious incidents (abuse or harassment allegations, accidents, crimes, early returns, death) involving Youth Exchange students to RI Youth Exchange staff within 72 hours.*
- *Prohibit placement of students outside of the District Youth Exchange program structure ("backdoor" exchanges).*
- *Establish criteria and procedures for a student's removal from the host family and arrange for contingent, temporary housing in advance.*
- *Develop contingency hosting plans that include prescreened families.*
- *Ensure that all hosting is voluntary. Parents of outbound students and club members must not be required to host inbound students.*
- *Ensure that long-term program participants have multiple host families. It is recommended that long-term program participants be placed with three host families during their exchange.*
- *Conduct follow-up evaluations of both students and host families.*
- *Request a monthly report from each inbound and outbound program participant that includes information on current hosts, feelings, concerns, ideas, and suggestions. The District Youth Exchange chair can then review the reports and assist program participants as needed.*

## **Section 11. Rotary International's Statement of Conduct for Working with Youth.**

Rotary International strives to create and maintain a safe environment for all youth who participate in Rotary activities. To the best of their ability, Rotarians, Rotarians' spouses and partners, and other volunteers must safeguard the children and young people they come into contact with and protect them from physical, sexual, and emotional abuse. (Adopted by the RI Board of Directors, November 2006).

Adopted: