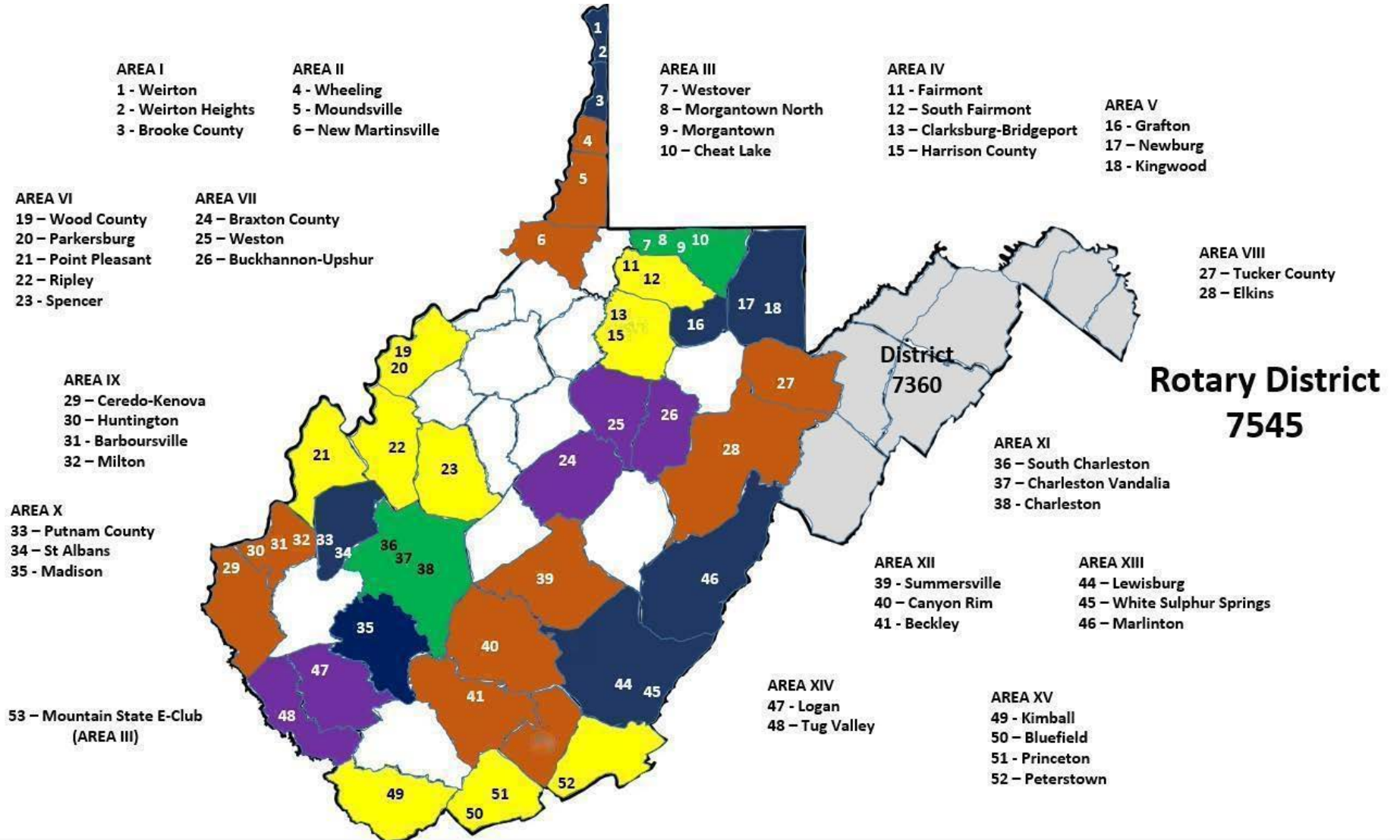




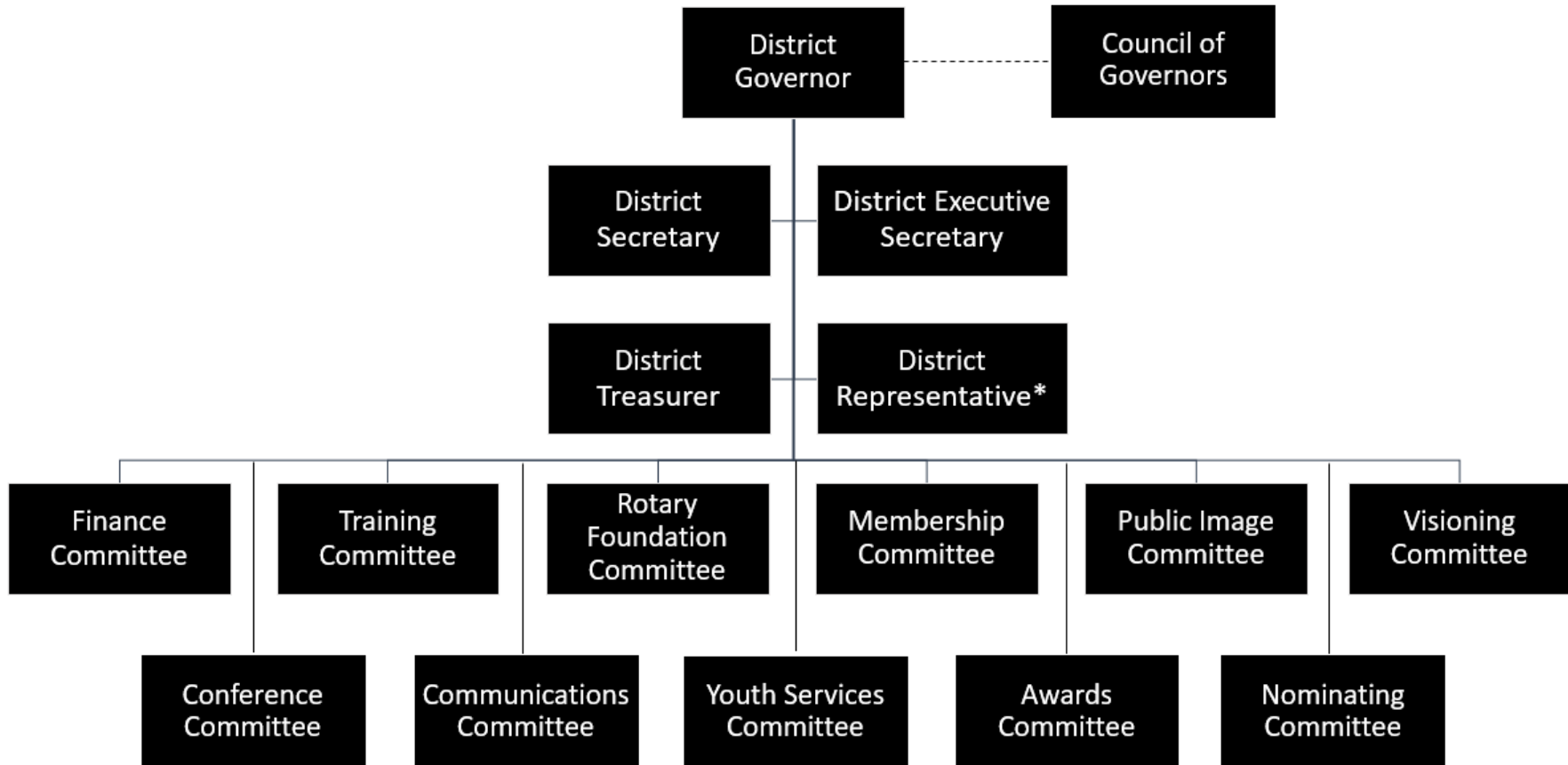
District Leadership Plan and Articles of Operation

Updated May 2026

District 7545 Map



District 7545 Organizational Structure



**District Representative to the Councils on Resolutions and Legislation*

District 7545 Historical Sketch

District 7545, formed July 1, 2019 from former West Virginia Rotary Districts 7530 (northern West Virginia) and 7550 (southern West Virginia), encompasses 52 clubs in West Virginia plus the Mountain State e-Club.

Former District 7550 covered southern West Virginia (from Huntington and Kenova on the Kentucky border on the west, through Charleston, south to Bluefield on the Virginia border, then east through White Sulphur Springs) with over 1,100+ members and 26 clubs. The District was established in 1915.

District 7530 (northern half of West Virginia (WV)) was one of the smallest Districts in terms of the number of clubs and members in all of Rotary International (RI). The District was comprised of 29 Clubs (including the Mountain State e-Club) with 1,100+ members. The District was comprised primarily of small, rural Clubs, 68% of which had less than 41 members. Rotary started in northern West Virginia in 1915, with the chartering of the Wheeling Club.

With the consolidation of the two districts, our district now administers all but seven of the Rotary Clubs in West Virginia (the seven remaining are located in the eastern panhandle and fall under District 7360).

District 7545 is now close to 1,800 members strong... working every day through “Service Above Self” to support West Virginia communities and in supporting the global efforts of Rotary International, “Doing Good Throughout the World.”

Rotary Structure

As of this writing, there are approximately 1.4 million Rotary members (Rotarians and Rotoractors) in ~200 countries around the world. Those members serve in over 36 thousand Rotary clubs and over 10,000 Rotoract clubs organized into 535 districts of which District 7545 is one.

Rotary Districts are administered by one of 34 Zones, each pair of which is led by a Director which serves on the RI Board of Directors.

District 7545 is in Zone 33. Its Director represents Zones 33 and 34 which includes 28 countries and regions and encompasses 31 Rotary districts in the Mid-Atlantic and Southeastern U.S., the Caribbean, Puerto Rico, French Guiana, Guyana and Suriname.



Zone 33/34

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Introduction

This District Leadership Plan and Articles of Operation comprises the primary governing policies guiding the operations of Rotary District 7545. It is designed to provide guidelines and assist the District Leadership Team under the direction of the District Governor to function effectively while furthering Rotary's educational and humanitarian programs through:

- Assuring better continuity and closer linkage between District and Club Committees,
- Facilitating the participation and involvement of a greater number of knowledgeable and dedicated Rotarians in district leadership, and
- Ensuring compliance with Rotary International policies and procedures..

The management of District 7545 can best be accomplished by operating in a structured manner, one that will maximize the efficiency of the District Leadership Team and involve the services of capable and experienced Rotarians and Rotoractors in the district. This document outlines the necessary structure for a multi-year continuation of direction and management of the many worthwhile activities of the district, and for more timely and adequate assistance to its clubs.

As a District Leadership Plan, this document has these required components:

- Common terminology such as assistant governor, district trainer, and district committees;
- Established district structure including committees that ensure continuity of leadership within the district; and
- Defined responsibilities and duties for district leaders and committees.

This document should also help strengthen the district and clubs by providing:

- Timely and responsive support to clubs,
- A larger and more accomplished supply of well-trained leaders in the district,
- A larger and stronger field of leaders dedicated to district service, and
- Greater participation in Foundation programs and district-level RI activities.

The incorporated policies and procedures provide a framework for administering the affairs of District 7545 in concert with Rotary International's governance documents, specifically:

- The Manual of Procedure,
- The Rotary International Leadership Plan,
- The Rotary International Constitution, and
- The Rotary International Code of Policies.

This document is to be utilized as a ready source of information and a guide to efficient organization and operations of the district. It is intended to help strengthen Rotary at both the district and club levels by making possible:

- Faster and more responsive support to clubs,
- Better communication at all levels within the district,
- Improved participation in Foundation programs and district activities,
- A larger supply of well-trained leaders in the district, and
- A larger field for future District Governor candidates.

District 7545 Leadership Plan and Articles of Operation

Article 1. Definitions

- (a) AGLS: Assistant Governor Learning Seminar
- (b) Articles of Operations (“Procedures”)
- (c) DGE: District Governor-elect
- (d) DGN: District Governor-nominee
- (e) DGND: District Governor-nominee Designate
- (f) DLT: District Leadership Team comprised of the Officers and Chairs of District Committees.
- (g) PDG: Past District Governor
- (h) iPDG: Immediate Past District Governor
- (i) PELS: President-elect Learning Seminar
- (j) PHS: Paul Harris Society
- (k) RI: Rotary International
- (l) RIBI: Rotary in Great Britain and Ireland
- (m) Rotary International Assembly: An international gathering of DGE’s and RI leadership typically held in January in which DGE’s are trained for their role as District Governor and RI priorities for the upcoming year are announced
- (n) Rotary International Convention: An international gathering of the Rotary family typically held in June which provides a platform for the exchange of ideas, training and international friendship
- (o) Rotary Leadership Institute/Summit: A leadership development conference of Rotary leaders within a Zone or set of Zones typically held in the fall of each year
- (p) RYLA: Rotary Youth Leadership Awards
- (q) TRF: The Rotary Foundation
- (r) Rotary Year: The 12-month period beginning 1 July of each calendar year and ending on 30 June of the succeeding year.

Article 2. District Leaders

2.1 District Governor (DG): The District Governor is the officer of Rotary International in the district, functioning under the general control and supervision of the RI board. The District Governor shall ensure the district functions consistent with Article 15 of the RI Manual of Procedures while inspiring and motivating the clubs in the district. The District Governor shall ensure continuity within the district by working with past, current, and incoming district leaders.

The duties of the District Governor are as follows¹:

- (a) Organizing new clubs;
- (b) Strengthening existing clubs;
- (c) Promoting membership growth;
- (d) Working with district and club leaders to encourage participation in the district leadership plan;
- (e) Furthering the Object of Rotary by providing leadership and supervision of the clubs in the district;
- (f) Filling positions within the District Leadership Team in cooperation with the District Nominating Committee and District Committee Chairs;
- (g) Supporting The Rotary Foundation (TRF);
- (h) Promoting cordial relations between the district, its clubs and between the clubs and RI;
- (i) Planning for and presiding at the district conference and assisting the District Governor-elect in planning and preparing the PELS, AGTS and the District Learning Seminar;
- (j) Conducting an official visit to each club, individually or in multi-club meetings, with the objectives of:
 - i. Focusing attention on important Rotary issues;
 - ii. Providing special attention to weak and struggling clubs;
 - iii. Motivating Rotarians to participate in service activities;
 - iv. Ensuring that the club constitution and bylaws comply with RI governing documents; and
 - v. Personally recognizing the outstanding contributions of Rotarians in the district;
- (k) Issuing a monthly communication to each club and to previous Rotary International Officers active in the district;
- (l) Reporting promptly to RI as required by RI;
- (m) Providing the DGE, before the annual international assembly, full information about the condition of clubs and recommended action to strengthen them;
- (n) Assuring that district nominations and elections comply with the RI governing documents;
- (o) Inquiring regularly about the activities of Rotarian organizations in the district;
- (p) Ensuring a sponsoring Rotarian counselor is appointed for each scholarship selection sponsored by the district and that host Rotarian Counselors are appointed for scholars assigned to study in the district;
- (q) Attending the RI Annual International Convention and all relevant Zone and district training sessions.
- (r) Completing records of the year of service and turning district files over to the successor District Governor by September 1st of the year immediately following their year of service as District Governor;
- (s) Transferring district files to the DGE; and
- (t) Serving as a member of the District Nominating Committee.
- (u) Serving as a member of the District Finance Committee.
- (v) Performing other duties inherent of an RI officer.

2.2 District Governor-elect (DGE). The District Governor-elect serves as District Governor commencing July 1 through June 30 of the Rotary year immediately following the term of the

¹ Duplicated primarily from Article 16 of the RI Manual of Procedure

current District Governor.

The duties of the District Governor-elect are as follows:

- (a) Attending the annual International RI Convention, International Assembly and all relevant Zone and district training sessions;
- (b) Serving as Chair of the District Nominating Committee;
- (c) Serving as a member of the District Finance Committee;
- (d) Identifying and appointing members of the District Leadership Team to serve during his or her year of service as District Governor;
- (e) Developing, preparing and refining training programs and agendas in concert with the District Learning Chair for AGLS and PELS.
- (f) Performing other duties as assigned by the District Governor.

2.3 District Governor-nominee (DGN). The District Governor-nominee serves as District Governor-elect commencing July 1 through June 30 of the Rotary year immediately following the term of the current District Governor-elect.

The duties of the District Governor-elect are as follows:

- (a) Beginning his or her preparations to become District Governor;
- (b) Attending all relevant Zone and district training sessions;
- (c) Serving as a member of the District Finance Committee, the District Nominating Committee and the District Conference Committee;
- (d) Supporting the DGE in developing, preparing and refining training programs and agendas in concert with the District Learning Chair for AGLS and PELS.
- (e) Performing other duties as assigned by the District Governor.

2.4 District Governor-nominee Designate (DGND). The District Governor-nominee Designate serves as District Governor-nominee commencing July 1 through June 30 of the Rotary year immediately following the term of the current District Governor-nominee.

In order to provide the greatest opportunity for development for a newly designated DGND, as well as to maximize their familiarity with the district and the duties for which they will be responsible, the DGND once selected shall immediately become an ex officio (non-voting) member of all district committees and shall be included in all District 7545 meetings, including those of the College of Governors.

The duties of the District Governor-nominee Designate are as follows:

- (a) Attending all relevant Zone and district training sessions;
- (b) Serving as a member of the District Finance Committee and the District Nominating Committee;
- (c) Participating in a broad cross-section of district committee meetings to observe their operations and familiarize themselves with district level Rotarians;
- (d) Supporting the District Governor-elect in developing, preparing and refining training programs and agendas in concert with the District Learning Chair for AGLS and PELS; and
- (e) Performing other duties as assigned by the District Governor.

2.5 Immediate Past District Governor (iPDG). The Immediate Past District Governor is the District Governor who last completed a full term as District Governor prior to the current District Governor assuming their position.

The duties of the Immediate Past District Governor are as follows:

- (a) Mentoring the currently serving District Governor;
- (b) Serving as a member of the District Finance Committee, the District Nominating Committee and the Council of Governors;
- (c) Remaining active in the district and supportive of the currently serving District Governor.

2.6 District Treasurer. The District Treasurer is responsible for the day-to-day management of district finances and ensuring good financial stewardship consistent with the approved district budget. The District Treasurer is selected annually, prior to March 1st, by a committee consisting of the District Governor, DGE (Chair), and DGN. While the District Treasurer is an annual appointment, in recognizing the value of continuity in service in this position, reappointment should be appropriately considered when the current District Treasurer is willing to accept such an extension of their appointment.

The duties of the District Treasurer are as follows:

- (a) Acting as an ex-officio member of the District Finance Committee;
- (b) Receiving and disbursing district funds in accordance with the policies and procedures established by the Finance Committee and approved by the District Governor;
- (c) Maintaining accounting records of the district and related materials in accordance with document retention requirements;
- (d) Invoicing clubs for district dues and other approved billings and collecting associated payments;
- (e) Making district payments to RI on a timely basis;
- (f) Managing district project/event funds, including paying bills and related expenses;
- (g) Distributing approved grant and scholarship funds;
- (h) Working with the Rotary Foundation to submit contributions and receive grant funding;
- (i) Preparing monthly financial statements and distributing them to the Finance Committee
- (j) Preparing and submitting tax returns as required;
- (k) Attending the annual District Assembly and District Conference;
- (l) Supporting the District Finance Committee in drafting an annual budget in time for it to be reviewed and endorsed by the Finance Committee for presentation at the District Conference;
- (m) Completing Internal Revenue Form 990 for review and approval by the District Finance Committee in time to meet the submission deadline of November 15 or as otherwise imposed by any applicable governmental authority;
- (n) Preparing an annual financial statement of income and disbursements attributable to each District Governor's year of service comparing actual expenditures against approved budgeted expenditures for review and approval by the District Finance Committee; and
- (o) Performing other duties as assigned by the District Governor.

2.7 Lead Assistant Governor. The Lead Assistant Governor serves as a key member of the District Leadership Team. This individual provides leadership, coordination and support to the Assistant Governors across the District, ensuring alignment with Rotary International and District goals. The role facilitates effective communication between the District Governor and Assistant Governors and helps Assistant Governors strengthen clubs through mentoring and collaboration. He/she also:

- (a) Serves as a liaison between the District Governor and Assistant Governors.
- (b) Supports and mentors Assistant Governors in their roles with assigned clubs.
- (c) Promotes the implementation of Rotary International and District Strategic Plans through Visioning at the Club level.
- (d) Assists the District Governor organizing and delivering training to Assistant Governors.
- (e) Encourages collaboration and sharing of best practices among Assistant Governors and Clubs.

The qualifications for Lead Assistant Governor are:

- (a) Past service as an Assistant Governor.
- (b) Demonstrated leadership within Rotary.
- (c) Strong communication, organizational and mentoring skills.
- (d) Commitment to the mission and values of Rotary.
- (e) Strong understanding of Rotary's mission and district operations.
- (f) Proven leadership and communication abilities.
- (g) Ability to coach and inspire others.

The duties of the Lead Assistant Governor are as follows:

- (a) Support and guide Assistant Governors: Mentor and assist Assistant Governors in fulfilling their roles in support of their clubs in their respective areas.
- (b) Coordinate communications: Facilitate regular communication between the District Governor, District Leadership Team, and Assistant Governors to ensure alignment on goals and initiatives.
- (c) Monitor Club Health: Help Assistant Governors monitor club performance and provide early intervention strategies for clubs that are struggling with membership, engagement or leadership.
- (d) Training and Development: Assist in training Assistant Governors (e.g., President-elect Seminars, District Learning Seminars) and offer ongoing development opportunities.
- (e) Strategic Alignment: Assist the District Governor in implementing the Rotary International strategic plan and in achieving District goals via visioning at the Club level. Assistant Governor oversight and leadership is critical to ensuring effectiveness of the Visioning effort.
- (f) Promote Collaboration: Encourage collaboration among Assistant Governors and between clubs, fostering innovative service projects and joint initiatives.
- (g) Team Building: Promote team spirit among Assistant Governors through networking and sharing of experiences.

2.8 Assistant Governors. Assistant Governors act as Area Governors for their assigned area within the district and as such, are the principal connection between the clubs they support and the district leadership team. They are not officers of RI, but rather district appointees that serve at the

pleasure of the District Governor. Together, the Assistant Governors form a leadership team that enables the District Governor to better support the clubs of the district.

The number of Assistant Governors is at the discretion of the District Governor taking into consideration factors such as geography, the size and strength of the clubs in the area, and the span of control capability of the assigned Assistant Governor, provided there is no less than one Assistant Governor per area.

Assistant Governors shall be identified annually by the DGE prior to commencing his or her term as District Governor and shall assume their positions coincident with the DGE becoming District Governor. Assistant Governor appointments should be viewed as developmental leadership positions within the district. The selection of Assistant Governors should take into consideration the capabilities, commitment and development of the individual being considered along with the conditions within the area to which they are being appointed. In recognition of the value of continuity in service in these positions, reappointment should be appropriately considered when a currently serving Assistant Governor is willing to accept such an extension of their appointment.

The qualifications for Assistant Governor are:

- (a) Active membership, other than honorary, in good standing in a club in the district.
- (b) Served as a Club President in District 7545 or its predecessor districts for a full term prior to assuming the position of Assistant Governor.
- (c) Demonstrated active performance at the district level.
- (d) Possessing the qualities and characteristics for consideration as a future District Governor.
- (e) Not having previously served as a District Governor of a district.
- (f) Willingness and ability to accept the responsibilities and proactively serve in the role of Assistant Governor.

The duties of an Assistant Governor are as follows:

- (a) Completing the Assistant Governor Basics Course in the on-line Rotary Learning Center;
- (b) Assisting the DGE in identifying Rotarians qualified and capable to fill district leadership positions;
- (c) Attending the annual District Assembly, District Conference, Assistant Governors' Learning Seminar and the Presidents-elect Learning Seminar;
- (d) Attending Zone training prior to the beginning of each year of service as Assistant Governor;
- (e) Working with the DGE to develop goals for the district in the upcoming year;
- (f) Maintaining close contact with assigned clubs ensuring they are appropriately represented in district events and activities;
- (g) Visiting assigned clubs at least once a quarter including once during the first two months of the Rotary year to ensure they are aware of the RI annual theme and district level objectives and events for the year;
- (h) Meeting regularly with assigned club presidents to discuss the business of the clubs and resources available to assist them;

- (i) Encouraging assigned clubs to actively participate in all five Avenues of Service;
- (j) Assisting assigned clubs in identifying annual goals aligned with district goals and ensuring those goals are entered in Rotary Club Central;
- (k) Encouraging assigned clubs to have leadership succession plans that include identification of a President, President-elect and President-nominee, all of which are recorded in DACdb;
- (l) Encouraging assigned clubs to participate in district events with particular emphasis on:
 - PELS
 - District Learning Semiar
 - District Conference
- (m) Encouraging assigned clubs to have at least one member who has completed the annual grants seminar usually held in conjunction with the District Learning Seminar;
- (n) Monitoring the progress of assigned clubs toward their goals and reporting assessment and feedback through Rotary Club Central;
- (o) Actively participating in monthly Assistant Governor meetings and keeping the District Governor updated on the status of assigned clubs, highlighting areas of success as well as areas that need attention;
- (p) Serving on the District Nominating Committee;
- (q) Preparing assigned clubs for the District Governor's annual official visit; and
- (r) Performing other duties as assigned by the District Governor.

2.9 District Secretary. The District Secretary is responsible for coordinating and performing administrative requirements of the district. The duties of the District Secretary may be shared with the Executive Secretary and/or District Communications Officer if such position(s) are filled.

The duties of the District Secretary are as follows:

- (a) Obtaining, classifying, filing, storing and retrieving official records (both physical and electronic) of the district;
- (b) Ensuring RI has an accurate record of all district level positions and their occupants;
- (c) Maintaining the history of the district;
- (d) Maintaining an accurate database of district leadership (names, addresses, phone numbers and e-mail addresses) to include committee assignments, offices held and the period of such assignments;
- (e) Maintaining monthly records of club membership, including attendance percentage and any membership or leadership team changes, as required by the District Governor and reported by the clubs in the district;
- (f) Routing correspondence to the appropriate district official for action, maintaining a log of outstanding correspondence, following up to ensure proper action is taken, and informing the District Governor if difficulties are encountered;
- (g) Publishing a periodic district newsletter;
- (h) Attending the District Assembly and District Conference;
- (i) Acting as recording secretary (or arranging such services in cases where the District Secretary is unable to attend) for all meetings chaired by the DG, DGE or DGN;
- (j) Writing an annual report of district activities at the end of each Rotary year to be added to the district historical records; and

- (k) Performing other administrative duties as assigned by the District Governor.

2.10 District Executive Secretary. The District Executive Secretary is responsible for communications between the district and Rotary International, the Zone leadership and the clubs of District 7545. The District Executive Secretary is selected by the District Nominating Committee with the approval of the District Governor.

The duties of the District Executive Secretary are as follows:

- (a) Coordinating the activities of the District Governor including scheduling, arranging transportation and lodging for official travel;
- (b) Working in concert with the District Secretary and District Communications Officer to assist in ensuring effective communications within the district;
- (c) Attending the District Assembly and District Conference;
- (d) Performing other administrative tasks as directed by the District Governor.

The District Executive Secretary position is a paid position, the holder of which is considered an independent contractor in accordance with the laws of the State of West Virginia and will be provided a Form 1099 for each applicable tax year. Annual compensation will be determined by the Finance Committee and appropriately adjusted per industry standard to be commensurate with the capabilities, work history, experience and/or education of the individual appointed to the position.

The District Executive Secretary shall serve a term not to exceed three (3) years in length and may receive an indefinite number of three (3) year extensions if so desired by the sitting District Governor. The District Executive Secretary may be terminated during any three (3) year period of employment at the discretion of the sitting District Governor, or the DGE if within ninety (90) days of the start of his or her term, provided a ninety (90) day notice is provided to the incumbent. If the contract of the current District Executive Secretary is terminated and it is intended that the position be refilled, a new selection will be initiated as described in this section.

Article 3. District Representative to the Councils on Resolutions and Legislation

3.1 Council on Resolutions. The Council on Resolutions meets annually online to vote on proposed resolutions submitted to RI. Resolutions are requests to the RI Board or the Board of Trustees of TRF to take action that is outside the purview of the RI governance documents currently in effect. Each Rotary district provides a single representative to vote on such resolutions as proposed by Rotary clubs, Districts, the RI Board and the General Council or conference of RIBI. Adopted resolutions are then considered by the RI Board or TRF Trustees.

3.2 Council on Legislation. The Council on Legislation meets every three years in Chicago to review and vote on proposed changes to the legislation that governs Rotary International. The Council considers enactments which change Rotary's governing documents and position statements by the RI Board.

3.3 Term of Representative. A single individual acts as the District Representative to both the Council on Resolutions and the Council on Legislation. The selected representative serves a three (3) year term and is required to attend, at District expense, the Rotary Zones 33/34 Institute in order to receive training in legislation and legislative procedure.

3.4 Alternate Representative. An alternate Representative to the Councils on Resolutions and Legislation shall be elected to serve in the event the Representative to the Councils cannot meet the obligations of the position.

3.5 Qualifications of Representatives. To be eligible for nomination as District representative or Alternate Representative, an individual must:

- (a) Be an active member of a club in this district;
- (b) Have served a full term as an RI officer at the time of election; however, if the District Governor certifies, and the RI President concurs that no past officer is available in the district, a Rotarian who served less than a full term as District Governor or District Governor-elect may be nominated; and
- (c) Understand and be qualified, willing, and able to perform the duties and responsibilities of the representative.

3.6 Responsibilities of the Representative. The responsibilities of the District Representative to the Councils on Resolutions and Legislation are as follows:

- (a) Assist clubs in preparing enactments and resolutions;
- (b) Attend the Zone 33/34 Institute and complete Representative training;
- (c) Be knowledgeable about the attitudes of Rotarians within the district;
- (d) Study proposed legislation thoroughly;
- (e) Discuss legislation and resolutions at district conferences and other district meetings;
- (f) Consult the clubs of the district to obtain their views on pertinent proposals;
- (g) Consider carefully all legislation and resolutions presented to the councils and effectively communicate their views to the councils;
- (h) Act as an objective legislator of RI;
- (i) Attend the meeting of the council on legislation for its full duration;
- (j) Participate in the council on resolutions; and
- (k) Report on council deliberations to the clubs of the district.

3.7 Selection of Representatives. The selection of the District Representative and Alternate Representative shall follow the same procedure as that outlined for District Governor-nominee Designate.

Article 4. District Representative to the Zone Nominating Committee

4.1 Zone Nominating Committee. On a biannual basis, Rotary International convenes a Zone Nominating Committee for the purpose of selecting the next Zone Director for our Zone pair. Each district within our zone pair is afforded the opportunity to elect both a primary and alternate representative on that committee.

4.2 Term of Representative. A single individual acts as the District Representative to the Zone Nominating Committee. The selected representative serves solely for the purpose of representing our district during the nominating process.

4.3 Alternate Representative. An alternate Representative to the Zone Nominating Committee shall also be elected to serve in the event the Primary Representative to the Committee cannot meet the obligations of the position.

4.4 Qualifications of Representatives. To be eligible for election as the primary or alternate member of the Zone Nominating Committee from our district, an individual must:

- a. be a past governor at the time they are elected
- b. be a club member from the relevant zone
- c. have attended at least two Rotary institutes in the relevant zone and have attended at least one Rotary International convention in the three years prior to the Zone Nominating Committee's convening.
- d. not have served twice previously as a member on the Nominating Committee for Rotary International Director
- e. not be the RI president, president-elect, or past president, RI director, or past RI director
- f. agree to attend the nominating committee meeting on the dates specified by Rotary International

Note: A district may agree via a resolution adopted at the district conference to dispense with requirement c), such resolution to apply only to the next nominating committee. In addition, a past governor who does not meet these qualifications and who is not otherwise ineligible for membership, may serve on the nominating committee if the current governor certifies to the general secretary that there are no past governors available for election from that district who meet the qualifications.

4.5 Selection of Representatives. The selection of the District Representative and Alternate Representative to the Zone Nominating Committee shall follow the same procedure as that outlined for District Governor-nominee Designate.

Article 5. Council of Governors. The Council of Governors acts as an advisory board to assist the District Governor in the performance of his or her duties. The Council provides advice and counsel as requested by the District Governor and shall take no action which may in any way tend to dilute the authority or responsibility of the District Governor.

5.1 Membership. The council of Governors shall consist of the Current District Governor, DGE, DGN, DGND and all previous District Governors of District 7545 and its predecessor districts who are active members in good standing in any Rotary Club in District 7545.

5.2 Meetings. Meetings of the Council of Governors shall occur on at least an annual basis, usually in conjunction with the District Conference, and as requested by the District Governor.

Article 6. District Committees. District Committees are formed by the District Governor as needed to enable the efficient operation of the district and/or respond to initiatives of RI, Zone and district leadership. Typically, committees are intended for terms in excess of one year. Projects of a shorter nature which require multiple members are typically assigned to a temporary task force.

6.1 General Provisions: Each Committee is chaired by an individual appointed by the District Governor unless otherwise indicated in these procedures. The duties of standing committees are outlined in this article. The District Governor may appoint Ad Hoc Committees and/or authorize the creation of sub-committees at his or her discretion as the need arises. All Ad Hoc Committees and sub-committees are to be provided a charter document outlining their purpose and any applicable operating instructions and/or limitations.

6.2 Committee Chairs: Committee Chairs are appointed by the District Governor unless indicated otherwise in these procedures to serve during the year of his or her term. Committee Chairs are responsible for the overall operation of their committee as outlined below or as provided in their charter document.

The general duties of Committee Chairs are as follows:

- (a) Remaining an active Rotarian in your home club;
- (b) With the exception of committees with pre-designated membership, identifying potential members of their committee and, with District Governor approval, recruiting members for service on the committee (generally, each committee should be comprised of at least three members selected from a cross section of clubs within the district);
- (c) Establishing committee goals by March of the year prior to each new program year in concert with the District Governor-elect and consistent with the current District Strategic Plan;
- (d) Chairing all meetings of the committee and ensuring a record of each meeting is created in writing and provided to both the District Governor and District Secretary;
- (e) Holding committee meetings at least quarterly during which corresponding Rotary and Rotaract Club committee chairs are invited to attend;
- (f) Plan, market and conduct at least one training workshop each year for corresponding Rotary and Rotaract Club Committees to review expectations and ensure the committees are adequately trained and have the tools to be successful in supporting their respective clubs;
- (g) Attending monthly District Leadership Team meetings and reporting on the progress of their committee;
- (h) Managing assigned budget authority as provided in the district budget, ensuring funds are managed consistent with current district financial policies and procedures;
- (i) Submitting a written summary of the committee's actions and progress on achieving its goals during the previous year by July 15th of each year;
- (j) Developing a successor from within their committee as a qualified and capable replacement when their term is completed;
- (k) Attending the District Learning Seminar, PELS, the District Conference and DG designated Zone training events; and
- (l) Actively participating in Zone meetings applicable to your committee.

6.3 Standing Committees: The following are the standing committees of District 7545. The District Governor may supplement this committee listing as desired to support the efficient operation of the district, coordinate district activities and events, and/or respond to initiatives of RI or Zone 33 leadership. The duties of each of the standing committees are outlined in the subsections that follow:

- District Nominating Committee
- District Finance Committee
- District Learning Committee
- District Rotary Foundation Committee
- District Membership Committee
- District Public Image Committee
- District Visioning Committee
- District Conference Committee
- District Communications Committee
- District Awards Committee
- District Youth Services Committee

6.3.1 District Nominating Committee: It is the purpose of the District Nominating Committee to provide qualified and committed Rotarians from within the district to fill key district leadership positions as well as to assist in developing district leaders for the future. Among those positions are the DG, DGE, DGN, DGND as well as Representatives and Alternates for RI's Councils on Resolutions and Legislation.

The membership of the District Nominating Committee is designated as follows:

- DGE, Chair
- DG
- DGN
- iPDG
- All Assistant Governors not under current nomination consideration

The duties of District Nominating Committee are as follows:

- (a) Meeting between November 1 and November 21 for the purpose of selecting the DGND as well as Representatives and Alternates for RI's Councils on Resolutions and Legislation in years where that is required; and
- (b) Selecting the most qualified Rotarians to serve in District elected positions; and
- (c) Supporting the District Governor and District Governor-elect in identifying qualified candidates within the district to serve in district appointed positions.

6.3.2 District Finance Committee: It is the purpose of the District Finance Committee to oversee the preparation and execution of the district budget and oversee the financial operations of the district based on historical practice and consistent with RI requirements and its Manual of Procedures.

The membership of the District Finance Committee is designated as follows:

- Chair (preferably a PDG with financial experience)
- District Treasurer, ex-officio
- DG
- DGE
- DGN
- DGND
- iPDG
- Two Immediate Past Club Presidents recommended by the iPDG and subject to the approval of a majority vote of the DG, DGE, and DGN.

The duties of the District Finance Committee are as follows:

- (a) Creating the annual district budget for the ensuing Rotary year on or before April 1st;
- (b) Ensuring the budget is presented at the District Conference and made available to all clubs thereafter by either mail, electronic means or website posting;
- (c) Reviewing and approving the end of term summary financial statement prepared by the District Governor, comparing actual expenditures and fund ending positions against the approved budget;
- (d) Identifying a suitable and appropriate source to conduct a financial review of the district books and District Treasurer's records subsequent to the end of each fiscal year; and
- (e) Making available to the succeeding District Governor as well as each Rotary Club in the district, the approved end of year financial statement along with the report resulting from the year-end financial review.

6.3.3 District Learning Committee: It is the purpose of the District Learning Committee to coordinate and administer all district level training conducted within District 7545.

The duties of the District Learning Committee are as follows:

- (a) Work with the DGE in developing, marketing and executing the annual President-elect Learning Seminar (PELS), Assistant Governor Learning Seminar (AGTS) and District Learning Seminar;
- (b) Coordinating and marketing RLI training within the district;
- (c) Attending the District Learning Seminar and District Conference;
- (d) Assisting clubs and district committees in identifying relevant training available for the development of their officers and committees;
- (e) Assisting committee chairs in conducting their committee's annual training workshop; and
- (f) Monitoring the use of the Rotary Learning Center and coordinating the marketing of that resource within the district;

6.3.4 District Rotary Foundation Committee: It is the purpose of the District Rotary Foundation Committee to act as the representative of The Rotary Foundation within the district, to inspire giving, to stimulate TRF related activities and to coordinate grant management within the district.

The duties of District Rotary Foundation Committee are as follows:

- (a) Coordinating fundraising efforts within the district to include both Annual Fund Share

- and Polio Plus gifts;
- (b) Identifying potential major gift donors and working with the Zone 33 Major Gifts Officer in pursuing major gifts;
- (c) Encouraging Paul Harris Society membership within the district;
- (d) Arranging special recognition events and providing stewardship support to major donors and PHS members within the district;
- (e) Coordinating Polio Plus educational and fundraising campaigns within the district;
- (f) Planning and executing one district-wise Polio Plus program annually;
- (g) Marketing the Rotary Peace Fellows program and coordinating application processing within the district;
- (h) Conducting an annual Grants Management Seminar, normally during the annual District Learning Seminar Assembly; and
- (i) Coordinating the district and global grants process within the district.

6.3.5 District Membership Committee: It is the purpose of the District Membership Committee to assist district clubs in attracting and engaging new members as well as coordinating the establishment of new clubs within the district.

The duties of District Membership Committee are as follows:

- (a) Communicating committee progress, challenges and opportunities with the Zone 33 Rotary Membership Coordinator, District Governor and club leaders on a regular basis to ensure that the district achieves its membership goal;
- (b) Coordinating district-wide membership development activities;
- (c) Encouraging clubs to participate in Rotary International or presidential membership development recognition programs;
- (d) Maintaining communication with other district committees to coordinate activities that will aid membership growth;
- (e) Seeking opportunities to encourage the establishment of new clubs and/or satellite clubs within the district;
- (f) Designating the following key personnel:
 - a. District Member Attraction Subcommittee Chair to build relationships with new and diverse prospective members who want to join Rotary or Rotaract clubs;
 - b. District Membership Engagement Subcommittee Chair to recommend resources and activities that improve the club experience through the improved engagement of members and participants;
 - c. District New Club Development Creation Subcommittee Chair to look for opportunities to develop new clubs and nurture any new clubs formed so they can provide an excellent club experience
- (g) Collaborating with assistant governors and others, where appropriate;
- (h) Working with the District Alumni Coordinator to encourage graduating Rotary Alumni to become Rotarians and Rotaractors;
- (i) Managing the district membership leads program;
- (j) Making the committee known to all clubs and indicating that members of the committee are available to help them;
- (k) Encouraging clubs to develop and implement an effective Club Membership Growth Plan that includes membership growth and training;

- (l) Assisting club membership chairs in carrying out their responsibilities;
- (m) Seeking opportunities to visit clubs to speak about successful membership development activities and share information on successful activities; and
- (n) Ensuring that each Club Membership Chair has a copy of the Rotary International Membership Development Resource Guide (417-EN).

6.3.6 District Public Image Committee: It is the purpose of the District Public Image Committee to create and implement a plan to tell Rotary’s story to the general public and to promote district projects and activities.

The duties of District Public Image Committee are as follows:

- (a) Developing and executing a public image plan for the district;
- (b) Providing resources to present, explain, and promote Rotary to the public in cooperation with district clubs;
- (c) Managing the district’s on-line presence;
- (d) Assisting clubs of the district in their public image efforts and responsibilities;
- (e) Promoting district activities and projects among district Rotarians, local media outlets, and members of our communities;
- (f) Seeking opportunities to visit clubs to speak about successful public image initiatives and activities.

6.3.7 District Visioning Committee: It is the purpose of the District Visioning Committee to facilitate a strategic planning process for clubs to envision and define their desired future. leading to a clearer focus, renewed commitment, stronger identity and a long-term plan with actionable goals:

The duties of District Visioning Committee are as follows:

- (a) Providing a structured path to develop a Club Vision;
- (b) Developing a consensus around goals for a multi-year Club Master Plan;
- (c) Developing Action Plans to implement ideas which assign responsibilities, allocate resources and establish timelines for completion;
- (d) Developing the team members with together deliver a successful visioning event.

6.3.8 District Conference Committee: It is the purpose of the District Conference Committee to plan and execute annual district conferences.

The duties of District Conference Committee are as follows:

- (a) Identifying the venue and contracting for facilities and lodging for District Conferences;
- (b) Working with the District Governor in developing, marketing and executing the conference plan for his or her conference;
- (c) Arranging guest speakers and special guests for the conference and coordinating their support;
- (d) Managing registration and guest services;
- (e) Ensuring the conference is completed within budget;
- (f) Completing an after-action report for each conference to include:
 - i. The conference plan

- ii. The conference budget and resulting expenses
- iii. A copy of the contract for facilities and lodging and comments on their adequacy
- iv. A list of speaker and special guests
- v. An outline of noteworthy successes and areas of potential improvement for future conferences

6.3.9 District Communications Committee: It is the purpose of the District Communications Committee to promote, advocate and support the full use and benefit of the DACdb platform across both District and Club leadership.

The duties of the District Communications Committee are as follows:

- (a) Increasing awareness, proficiency and utilization of DACdb by district clubs and leaders;
- (b) Providing training and support for DACdb users within the district;
- (c) Assisting users with setup of more complex DACdb initiatives such as Pmail campaigns, online registrations, committee structures, and report generation;
- (d) Providing individual coaching on DACdb use when needed; and
- (e) Acting as the district conduit for communications with the DACdb staff;

6.3.10 District Awards Committee: It is the purpose of the District Awards Committee to promote, evaluate and coordinate the presentation of district and RI awards within the district.

The duties of the District Awards Committee are as follows:

- (a) Increasing awareness of available awards within the district;
- (b) Ensuring clubs are fully informed of the awards available, their criteria and the process for application of all awards;
- (c) Encouraging submission of award applications;
- (d) Reviewing award applications and making recommendations on award recipients to the District Governor; and
- (e) Coordinating the acquisition and presentation of awards earned.

6.3.11 District Youth Services Committee: It is the purpose of the District Youth Services Committee to coordinate management and oversight of district youth programs and to “support young leaders’ transition through Rotary’s programs and offer them progressively greater leadership opportunities as they develop their skills.”²

The duties of the District Youth Services Committee are as follows:

- (a) Increasing awareness of youth-related activities within the district;
- (b) Coordinating district support of Interact Clubs within the district, including providing support to Rotary Clubs interested in establishing Interact Clubs;
- (c) Coordinating the district’s participation in Rotary Youth Exchange;
- (d) Managing the district’s Rotary Youth Leadership Awards program (RYLA);
- (e) Maintaining the district Youth Protection Policy and ensuring it is followed in all youth programs; and
- (f) Working with the District Awards Committee to recognize Interact Club

² *Interact Guide for Rotary Club Sponsors and Advisers*

accomplishments and individual Rotarians who have made a substantial contribution to district youth programs.

Article 7. Elections, Appointments, Voting, Vacancies and Terms of Office

7.1 Elections: The members of the District Governor chain and the Representative and Alternate for the Council on Resolutions and the Council on Legislation (see Article 3) represent the only elected positions within the district.

Each year a District Governor Nominee-designate (DGND) is nominated and selected to replace the outgoing District Governor in the chain. This process ensures a leadership succession is in place at all times within the district.

Every three years in conjunction with the meeting of the RI Council on Legislation, a District Representative and Alternate for the Council of Resolutions and the Council on Legislation will be selected.

Every two years in conjunction with the convening of a Zone Nominating Committee, a District Representative and Alternate for that Committee will be selected.

The following procedure will be followed in selecting the District Governor Nominee-Designate as well as the Representative and Alternate for the Council of Resolutions and Legislation, and the Zone Nominating Committee in the years in which the latter positions are to be filled:

- (a) By September 1st of each year, the Chair of the District Nominating Committee will notify all clubs to submit recommendations of qualified Rotarians for consideration as a candidate for the three positions.
- (b) Postmarked by September 30th of that year:
 - i. Any candidate's name and background information must be submitted to the Chair of the District Nominating Committee on the required form made available by the district, accompanied by the sponsoring club's resolution of candidacy approved by a majority vote of members present at a regular meeting of the club as certified by the Club Secretary.
 - ii. Any currently serving Assistant Governor may place their own name into consideration for District Governor-nominee Designate by submitting the same background information within the timeframes indicated.
- (c) The Nominating Committee will convene between November 1st and November 21st for the purpose of considering all candidates submitted and selecting the District Governor-nominee Designate, the Representatives to the Council on Resolutions and Legislation and the Zone Nominating Committee if applicable. The Nominating Committee is not limited to considering only those names submitted. Its task is to select the best qualified individuals for these positions.
- (d) If no candidate is recommended by the clubs of the district, the District Nominating Committee will meet as prescribed and select the best qualified Rotarians from within

- the district;
- (e) Within seven (7) days following the Nominating Committee meeting, the Chair of the Nominating Committee will personally notify each candidate and inform them of the Nominating Committee's decision regarding their candidacy.
 - (f) The name and club of the persons selected will be published in the December issue of the District Newsletter and on the district website.

7.2 Appointments. The District Governor is ultimately responsible for selecting his or her leadership team. Those selections are typically completed while District Governor-elect by the start of the calendar year in which he or she will become District Governor. This process of appointment is intended to form a district leadership team that supports the District Governor in ensuring efficient district operations, fosters leadership development within the district, and enables the District Leadership Team to more effectively serve each club in the district.

Appointments of Assistant Governors, Committee chairs and District Leadership Team positions are typically done in consultation with the governor chair and with the support of the District Nominating Committee. Appointments of committee members are typically done in consultation with the respective committee chair that will be leading the committee once their term commences.

7.3 Voting. Unless otherwise specified, voting within the district will follow Roberts Rules of Order and generally require a simple majority of those present.

When, upon determination of the District Governor, in-person voting is not optimal or practical, electronic voting shall be permitted in a fashion consistent with that outlined in the RI Constitution, Manual of Procedure, Bylaws and/or other pertinent governing documents of Rotary International. All such other applicable provisions of Section 15.050 of the RI Manual of Procedure and others related shall apply to the vote and its process.

7.4 Vacancies.

7.4.1 Vacancies in Appointed Positions. The District Governor shall have the discretion to fill any vacancies for any unexpired term of the original appointee.

7.4.2 Vacancies in Elected Positions. Should vacancies occur in a district elected position, it shall be filled consistent with RI policy as follows:

- District Governor: The Nominating Committee shall select one available Past District Governor to fill the vacancy of the unexpired term of the District Governor, subject to the approval of Rotary International.
- District Governor-elect: The District Governor-nominee shall fill the vacancy.
- District Governor-Nominee: The District Governor-nominee Designate shall fill the vacancy.
- District Governor-nominee Designate: At the discretion of the District Governor, the Nominating Committee can be directed to commence an out of cycle DGND selection process or, if timing is such that a normal election cycle is imminent, defer action to the

next normal election cycle. In making this decision, the DG should be mindful of the possible lost training opportunities if too long a gap is created during which the DGND position is left unfilled.

- Immediate Past District Governor: The Past District Governor in line of succession, according to the least years removed from office shall fill the vacancy.

7.5 Terms of Office.

7.5.1 Terms of Elected Positions. Holders of elected positions begin their term on July 1st and serve a term of one year or until their successor has been elected, unless otherwise specified in these procedures.

7.5.2 Terms of Appointed Positions. The terms of office of all appointed positions is one year. Reappointment is at the discretion of the DGE but should be considered in balancing the value of continuity in service with the need for leadership development within the district.

Article 8: Fiscal Matters

8.1 District Budget. The District Governor supported by the District Treasurer and overseen by the District Finance Committee is responsible for fiscal management of all district funds. The district budget is the mechanism through which that authority is exercised and outlines the annual fiscal program for the district. The District budget is developed by the District Finance Committee, presented to the clubs at the preceding year's District Conference (or by other electronic voting means approved by the District Governor), and made available thereafter to all clubs in the district by mail, electronically and/or website posting.

8.2 District Fund: There shall be a District Fund for the financing of district-sponsored projects and the administration and development of Rotary in the district. The financing of the District Fund shall be supported by way of a per capita levy.

The District Fund shall be kept in an interest bearing account in the name of "Rotary International District 7545." The signatories on the account shall include the District Treasurer and another individual(s) or other adequate safeguard mechanism authorized by the District Governor and as permitted by RI. The District Treasurer is authorized to act on expenditures authorized within the approved budget. Expenditures outside the approved budget must be approved by the Finance Committee before action can be taken.

8.3 District Reserve Funds. Any district funds identified as a reserve account are to be deposited into a separate interest-bearing account in the name of "Rotary International District 7545 Reserve." The signatories on account shall include the District Treasurer and another individual(s) or other adequate safeguard mechanism authorized by the District Governor and as permitted by RI.

8.4 Per Capita Levy. The Per Capita Levy placed on district clubs is the mechanism through which the District Fund is financed. The amount of the levy is determined as part of the district budget formulation process. Proposed increases to the annual levy must be communicated to

Club Presidents at least 30 days prior to the annual District Conference and subsequently approved by a majority of voting Club Presidents before they can take effect.

The District Treasurer shall semi-annually send invoices for one-half the approved annual per capita levy (i.e., dues assessment) within two weeks of Rotary International's issuance of their invoices and based on the club's membership on July 1st and January 1st respectively. The payment of the per capita levy is mandatory on all clubs of the district pursuant to the provisions of the Rotary International Constitution, and shall be enforced in accordance with the provisions thereof.

Clubs are expected to complete payment of district per capita levies promptly, normally within 30 days of the receipt of the club's invoice. A penalty charge may be imposed for late payments if approved by the Finance Committee.

Should a club fail to make payment within 60 days of the date of the invoice, the District Treasurer will notify both the club president and the district governor of the delinquency and seek to develop a plan to resolve the delinquency.

Should a resolution not be developed within 90 days of the date of the invoice, the District Treasurer will send a certified return receipt letter to the club president advising him/her that if a plan to resolve the delinquency is not developed within the following 30 days, the club will be placed on suspension during which the club will be ineligible to receive district grant funds, participate in district events or have voting privileges within the district.

If a plan to resolve the delinquency has not been finalized within 120 days of the date of the invoice, Rotary International will be advised to terminate the charter of the effected club.

8.5 Dispersing Funds. The District Treasurer shall disperse funds according to the annual budget prepared by the District Finance Committee and approved by the clubs at the District Conference, Flexibility in dispersing funds is permitted between line items specified within the approved total budget as recommended by the District Treasurer and approved by the Finance Committee.

Disbursements to clubs will only be considered in the case of clubs whose per capita levy has been paid. Disbursements of grant funds will only be considered to those clubs having participated in the annual mandatory grants training.

8.6 Payments. Any expenditure required or requested to be paid by the District Treasurer shall be covered by a proper invoice or voucher corresponding to the applicable approved annual budget. Requests for disbursements shall be in writing and promptly disbursed by the District Treasurer once they have been authenticated. Expenditure requests not previously authorized or budgeted shall be reviewed by the Finance Committee and approved for payment before payment will be made by the District Treasurer.

8.7 Final Financial Statement. At the end of each Rotary year, the District Governor, in cooperation with the District Treasurer, shall prepare a financial statement of income and

disbursements attributable to said Governor's year of service. This statement shall compare actual expenditures against the approved budget and any documented modification directed by the District Finance Committee during the year. Fund balances will also be compared to budgeted levels at the beginning and end of the Rotary year.

Copies of the statement thus prepared shall be made available to the District Finance Committee and, when approved by the District Finance Committee, shall be filed with the district papers of the outgoing District Governor and provided to the succeeding District Governor.

8.8 Annual Financial Review. At the end of each Rotary year, the District Finance Committee shall identify a suitable and appropriate source of assistance for an external review of the books and accounts of the district as well as a verification of the annual financial statement. The results of that review will be provided in writing to the District Governor, District Treasurer and to each of the Rotary Clubs in the district.

8.9 Annual Retained Earnings Review. At the end of each Rotary year, when District financial accounts have been closed for that year, the District Finance Committee will meet to consider whether to authorize a credit to district clubs to reduce excessive retained earnings held at the end of the previous Rotary year (such credit to be typically applied to the January billing of the current Rotary year). In making this determination, the District Finance Committee will consider the status of funds held in district accounts at the end of the Rotary year in question, and be guided by the following:

- (a) Retaining a balance of between one and two year's actual expenses excluding both DG funds spent from those provided by Rotary International and District Grants funded using the average actual annual expenses over the last four Rotary years as a guide, and
- (b) Considering any special programs for which funds will be required as identified by the Governor chain."

8.10 District Credit Card. The District Treasurer is authorized to obtain and maintain a credit card account with a local banking institution. Use of the credit card account shall be limited to the District Treasurer and the District Governor, both of whom will be issued a card in their name and each of which will be responsible for ensuring the charges to their assigned card adhere to the requirements and limitations of the District Credit Card Policy, as established and amended from time to time by the Finance Committee.

Article 9: District Governor Club Visitations. The District Governor is charged with upholding the Constitution and Bylaws of Rotary International and must be concerned with adherence by each club in the district. The District Governor's visit provides an opportunity to observe each club in action as well as to share information, provide assistance for special initiatives and counsel/advise on Rotary issues. The aim of the District Governor visit is to help clubs develop to their full potential as the leading service organization within their respective communities.

District Governors are required to make at least one official visit to every club in the district in a timely manner upon taking office. Multiple clubs can be included in a single visit. Following each visit a report is filed about each club with Rotary International summarizing the visit and

the status of the club.

The following guidelines apply to District Governor visits:

- (a) The date for the visit should be set in advance and one hundred percent (100%) attendance requested to allow each club member an opportunity to learn about new RI information and programs;
- (b) No other program should be planned during the District Governor's official visit;
- (c) The District Governor should be provided an opportunity to meet with club leadership, including the President, for an adequate time prior to the scheduled meeting for frank dialogue to include discussion of matters of concern to the club, the District Governor, the district and RI.
- (d) When possible, the corresponding Assistant Governor should accompany the District Governor, and should be seated at the head table during the meeting;
- (e) An official address to the club will be given by the District Governor during the meeting.

Article 10: District Directory, Web Presence and Newsletter

10.1 District Directory. A directory of members shall be maintained in conjunction with the District website and/or by another third party online database with which RI and/or its various districts has contracted.

10.2 Web Presence. A district social media page will be maintained as well as a District website through which district Rotarians will be kept apprised of known dates and locations of upcoming events, stories from within the district, appropriate information about RI, Zone and

District activities and initiatives, and any other information deemed important by the District Governor.

10.3 District Newsletter. A District Newsletter shall be made available by the District Governor and District Secretary for the benefit of district clubs and their members on a periodic basis. Clubs are encouraged to submit recommended topics for the Newsletter to the District Secretary.

Article 11. District Conferences. Annually the District Governor will convene a district-wide conference of district Rotarians. While the agenda is at the discretion of the District Governor, the following components will normally be included:

- PDG Fellowship time
- Council of Governors meeting
- Business meeting
 - District grants report
 - Presentation of the annual district budget and approval of any annual per capita levy increase to be paid by district clubs
 - Presentation on any revisions to these procedures
 - Other business identified by the District Governor
- District Level Awards and Recognition
- Memoriam for Fallen District Rotarians that passed in the previous year

- Special presentations on RI, district and/or district club initiatives
- Updates from RI leadership representatives
- Fun and fellowship

Article 12. Conflicts of Interest. Whenever a member of the district leadership, including the District Governor has a financial or personal interest in any matter coming before any district committee, the chair of that committee shall ensure that:

- (a) The interest of the individual is fully disclosed to all members of the committee.
- (b) No interested committee members may vote or lobby on this matter when such matter is voted upon.
- (c) Any transaction in which a committee member has a financial or personal interest shall be duly approved by the DG or DGE not so interested or connected as being in the best interests of the organization.
- (d) Payments to the interested committee members shall be reasonable and shall not exceed fair market value.
- (e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article 13. Revisions

13.1 Revisions Resulting from Law or RI Action. Should any revision to these procedures be required by operation of law or through amendment of the Constitution, Bylaws, or Policies and Procedures of Rotary International, such amendment shall become effective immediately without further discussion.

The District Governor shall cause a copy of any such revision to be provided by mail or electronic means to the President and Secretary of each club in the district stating that the revision has been made and setting forth the reasons for that revision.

13.2 Club Proposed Revisions. Any club may propose a revision to these procedures provided such revision is consistent with the RI Constitution and Bylaws and the Rotary Code of Policies. Such revision proposals must be made in writing accompanied by a certificate signed by the President and Secretary of the club proposing such revision that states the proposal was adopted at a club meeting in which a quorum was present and a majority vote of the club membership present at the time voted in favor of the proposed revision.

13.3 Revision Processing. Any qualifying proposed revision to these procedures shall be delivered to the District Governor not less than sixty (60) days prior to the next District Conference. The District Governor shall make available to each club in the district, the District Leadership Team and the Council of Governors a copy of the proposed revision not less than thirty (30) days prior to the date of that District Conference to allow time for comment should any choose to do so.

The District Governor will review all comments received and determine the appropriate resolution as follows:

- Any revisions that meet the following criteria will be presented at the District Conference for action and will be adopted if affirmed by a two-thirds (66.6%) majority vote cast by a quorum of qualified electors, or proxies, identified and possessing proper credentials as such:
 - Challenges to the District Governor-nominee, District Representative to the Councils on Resolution and Legislation, or the latter's alternate selected by the Nominating Committee.
 - An increase in the per capita levy included in the district budget
- Revisions not requiring District Conference approval are at the sole discretion of the District Governor after considering any input received from clubs, the District Leadership Team and/or the Council of Governors.

13.4 Revision Effective Date. Unless the revision specifies otherwise, each revision approved by the District Conference shall become effective on July 1, the first day of the immediate next Rotary year.

Article 14. Required Review. This document is to be reviewed not less than once every three years and coincident with RI's issuance of updates to its Constitution, Manual of Procedure and/or Bylaws.

A copy of this document, and any subsequent revisions, upon enactment shall be made available to each Rotary District 7545 Club and published on the district website.

Approved at the District Conference business meeting held April 30, 2021
Update approved at the District Conference business meeting held May 7, 2022
Update approved at the District Conference business meeting held April 29, 2023
Update approved at the District Conference business meeting held May 30, 2026