

## 1. Introduction to D6040 Bylaws

- 1.1. Conformity with Rotary International Articles of Incorporation, Bylaws and Manual of Procedure** These Bylaws and any amendment thereto are intended to supplement the Articles of Incorporation and Bylaws of Rotary International and Manual of Procedure, specifically developing bylaws applicable to Rotary International District 6040. If there is any provision in these Bylaws or any amendment to them that conflicts with the Articles of Incorporation or Bylaws of Rotary International or the Manual of Procedure, then the provision in the Articles of Incorporation or Bylaws of Rotary International or the Manual of Procedure shall supersede the conflicting provision in these Bylaws or amendment thereto unless a different result is required by Missouri or federal law in which case the provision required by law shall prevail.
- 1.2. Articles and Bylaws Supersede Previous Legislation.** The Articles of Incorporation, the Rotary International Manual of Procedure, and these Bylaws, together with such amendments as may subsequently be adopted, shall constitute the entire governance documents and administration of District 6040 and shall therefore, replace any and all legislation, tradition and procedure previously enacted by the Clubs and Executive Council of the District.
- 1.3. Roberts' Rules of Order.** The edition of Robert's Rules of Order, Newly Revised, that is currently sanctioned by the Roberts' Rules Association governs this organization in all parliamentary decisions. The only exception to Roberts Rules of Order being that the District Governor may vote in the Executive Council in all instances requiring a vote.

## 2. Executive Council

- 2.1. Executive Council Purpose** The purpose of the executive Council is to:
  - 2.1.1.** Promote district, multi-year planning and goal setting to support and enable clubs to engage in multi-year planning
  - 2.1.2.** Ensure communication, collaboration and discussion among district leaders to arrive at jointly set goals and programs across Rotary years. All efforts should be made to set joint goals spanning Rotary years and avoid single year initiatives.
  - 2.1.3.** Improve efficiency and cost-effectiveness of district operations
  - 2.1.4.** Establish consistency and commonly understood district policies
  - 2.1.5.** Provide district-specific training for members as they advance through the District Governor line-up and serve in leadership positions
- 2.2.** The Executive Council serves as the Governor's Leadership Team and the District Governor serves as convener and facilitator of the Council. Discussions and decisions that help achieve the Council's purposes (listed above) particularly as they relate to projects, goals and events, should be brought to the Council for deliberation. The Executive Council may meet without the District Governor if the District Governor so designates and in this case, the District Governor-Elect should convene and facilitate

the meeting. It is recognized that in some cases, the District Governor may need to make decisions on an emergency basis and he or she is empowered to do so and report back to the Executive Council. If emergency decision-making is necessary, the Governor's report of that action should be made on a timely basis, within ten days, by email or at the next Executive Council meeting. Members of the Executive Council are free to meet in ad hoc situations, but those meetings do not substitute for Executive Council meetings.

**2.3. Composition of the Executive Council:**

**2.3.1.** District Governor Line-Up: District Governor, District Governor-Elect, District Governor-Nominee, Immediate Past District Governor and the District Governor Nominee-Designate (when that position is filled). District Secretary, District Treasurer and the following District positions: Membership, Public Image, Learning Facilitator and Rotary Foundation Chairs.

**2.3.2.** In the event any member of the Executive Council holds more than one of the named positions/designations granting membership on the Executive Council, that member will hold one seat on the Council and be entitled to only one vote. Additional appointments shall not be made to fill any vacancy created because a member of the Executive Council holds more than one title.

**2.4. Vacancies on the Executive Council** If any of the positions on the Executive Council become vacant during the Rotary year, the Executive Council will fill that position according to Rotary International Bylaws or Manual of Procedure (if applicable) or by nomination and vote of the remaining Council members.

**2.5. Decision Making/Voting of the Executive Council**

**2.5.1.** All executive council members (11 positions) are considered voting members and a quorum is considered six people. Robert's Rules of Order will be used with the exception that the district governor has full voting privileges.

**2.5.2.** Motions will consider to be passed with a majority vote of the executive council member voting. Voting members can vote electronically or by proxy. Proxies must be submitted in writing (electronic submission permitted) to the full council a minimum of 24 hours before a scheduled meeting. With six members as a quorum, A minimum of 4 members of the executive council are required to vote in favor of an action in order for official executive council action to be approved.

**2.5.3.** When necessary, for emergency or time sensitive matters, motions and votes may be taken through electronic media. Electronic voting should be kept to a minimum as it may not permit adequate discussion.

**2.5.4. Meeting Schedule for Executive Council** The District Governor shall determine the time, place and manner of the yearly schedule of Executive Council meetings no later than June (the month) before he or she assumes office. The schedule may be amended with two weeks-notice to the full executive council. An agenda for the meeting should be submitted five working days before a meeting, include new business items and note all items requiring a vote.

**2.5.5. Decisions That Need to Be Made by the Executive Council**

#### **2.5.5.1. Budget and Finances.**

**2.5.5.1.1.** Approval of the Finance committee's recommended budget that will be submitted for final approval to club delegates at the District Annual Business Meeting

**2.5.5.1.2.** Changes in the annual budget after it has been approved at the District's Annual Business Meeting.

**2.5.5.1.3.** Use of reserve funds.

**2.5.5.2. Appointments** that cross Rotary years, such as District Rotary Foundation Chair, Membership, Public Image, Learning Facilitator, District Secretary and District Treasurer, other TRF positions, and appointments to the Show Me Rotary Council.

**2.5.5.3. Contracts.** All matters related to issuance of contracts including changes in contracts and authorization to pay contracts, performance standards and tasks within contracts require executive council agreement.

### **3. District Meetings**

**3.1.** The District Governor shall determine the time, place and manner of the district conference, district business meeting/assembly, district foundation dinner meeting, changing of the guard/inauguration, district training/learning meeting plans and district governor club visits before Show Me Rotary/PETS training of his or her District Governor-Elect year. This will enable Club members and District leaders to include these important events in calendars.

**3.2.** District Conference, District Business Meeting/Assembly, District Foundation Dinner, and Changing of the Guard/Inauguration should be planned as financially self-supporting events. Financial records available for these events should be available for review before the event along with the past year's budget. Sponsorships may be used to promote break-even financial status.

#### **3.3. Annual District Business Meeting**

**3.3.1.** The business that may be conducted at the Annual Meeting shall include:

**3.3.1.1.** Election of the Delegate and alternate to the Council on Legislation (every 3 years), and the District's Representative and alternate to the Zones Director Nominating Committee (every 2 years). The election of each should be conducted in accordance with current procedures recommended by Rotary International.

**3.3.1.2.** The business that shall be conducted at the Annual Meeting includes the approval of the district's annual budget for the next Rotary year and the final report from the prior Rotary year.

**3.3.1.3.** Notice of all votes to be taken at the annual district business meeting should follow the Manual of Procedure, Article 15.060.04 in the 2022 Manual of Procedure (MOP) or the most current MOP. Clubs (president and president-elect) should receive 30-day notice of all votes to be taken at the district business meeting as well as a copy of the proposed annual budget.

This notice should include directions for forwarding the information to the voting delegates.

**3.3.1.4.** Voting procedures at the Annual District Business Meeting shall comply with the Rotary International procedure in the Manual of Procedure, Article 15 in the MOP 2022.

**3.4.** **Events** –Each district governor plans, implements and evaluates events during the year he or she serves as governor. Appointments to serve as event chairs are at the governors’ discretion and may serve for one or more years, as the governors choose. Records should be kept by each event chair to aid in planning for future events.

**3.4.1.** District Conference – this is currently an RI required event and typically includes the annual business meeting if held in the spring. If the district conference is not held in the spring, an annual business meeting is required each spring.

**3.4.2.** Rotary Foundation Dinner – this is a fundraising and recognition event, traditionally held on the first Saturday in November which is Rotary International Foundation month. This event is to be jointly planned by the District Governor and the District Rotary Foundation Chair or their designees.

**3.4.3.** Changing of the Guard/Inaugural Event – Inauguration events are typically held in June and vary in format at the district governor’s discretion. They may be held in conjunction with the governor’s club or may be a separate event emphasizing a special interest of service or fun.

**3.4.4.** RI Convention Promotion – the District Governor and District Governor-Elect receive information from Rotary International about upcoming conventions. By tradition, the DGE is in charge of promoting each annual RI convention within the district and if he or she is unable to do so, delegates the responsibility to another individual.

## 4. Finances

### 4.1. District’s Annual Budget.

**4.1.1.** The District Governor-Elect shall work with the finance committee to propose a District budget. The budget will include revenues and expenditures for all district funds for the annual period from 1 July to 30 June.

**4.1.2. Finance Committee:** The Finance committee shall develop the annual district budget in collaboration with the District Governor-Elect so that it may be distributed to club members (30 days) before the annual business meeting-each spring.

**4.1.2.1.** Members of the Finance Committee should be: District Governor-Elect, District Treasurer, District Governor Nominee, District Governor Nominee Designate, District Secretary, and the District Governor. If the District Secretary and District Treasurer positions are changing for the next Rotary year, then individuals who will serve in the positions in the upcoming year should join the committee.



- 4.3. Maintenance of District Financial Records.** The District Treasurer shall maintain records of all district accounts – checking, savings, and other investment instruments or reserves. The Executive Council shall establish and maintain a system for authorizing disbursements. All financial records of the District shall be maintained on a commonly used electronic program such as QuickBooks. The District Governor, Treasurer, and Administrator should have viewing access to online records. The District Treasurer shall maintain separate financial records of both income and expenditures for the District Conference, District Foundation Dinner and The Rotary Foundation transactions. The District Treasurer will provide appropriate reports at each executive council meeting to the District Governor, District Rotary Foundation Chair, and Executive Council.
- 4.4. Investment of District Funds.** On resolution of the Executive council and in accordance with policies of RI, funds not currently needed for District operations may be invested in short term interest-bearing instruments. If sufficient funds are available and upon majority vote of a quorum of the Executive Council, funds may be invested in longer term interest-bearing investments.
- 4.5. Transfer of Financial Records to Incoming Treasurer.** Bank accounts and/or bank information will be updated by July 1. All financial records of the prior year will be available for year-end review and/or audit. These include all bank accounts that are to be maintained on a permanent basis as well as other investment instruments. Updated information will be shared with tax preparer in preparation of our tax return.
- 4.6. Authority to Exceed Budget Line Items.** With the prior approval of the Executive council, the District Governor is authorized to exceed individual line items in the current budget, but subject in all respects to the balanced budget requirements described earlier or a vote of the executive council to change the budget.
- 4.7. Approval of Contracts and Agreements.** Only the District Governor, with the approval of the Executive council, may authorize contracts or obligations where the total value of the obligation to the District exceeds or may be reasonably anticipated to exceed \$2,500, which may include contracts or obligations involving district conferences, district foundation dinners, renting office space, purchasing equipment, and hiring personnel. All purchases over \*\$2,500 shall require competitive bids from at least 3 vendors to be obtained before the obligation is incurred.
- 4.8. Use of External Auditor or Audit Committee.** A review of the books of account of the Rotary District Treasurer shall be made each year for the preceding year ending June 30. This review shall be made by a Finance Committee or review committee appointed by the Finance Committee, or external reviewer or auditor. If a review committee is used, the District Governor with Executive Council approval will identify three finance professionals to conduct the review. The review committee is expected to review the financial transactions and records of D6040, which includes listings of money received as revenue and expenditures made during the time-period under review. The efforts of reviewers to examine documents reflecting the financial affairs of the District should not be limited in any way. Reviewers may choose to examine such items as payroll records and report files, underlying documents that support financial transactions, bank transactions and bank statements of interest.

**4.9. Expenditures and Revenues Received.** The Treasurer shall deposit all District funds received in a bank named by the Executive council. All bills shall be paid by the treasurer or other authorized officer when approved by either the District Governor or two other officers or Council members. The Treasurer or Assistant Treasurer, if appointed, will sign the checks. Financial records should be backed up in an electronic file storage system.

**4.10. District Reimbursement Policy** The District will reimburse the following expenses:

**4.10.1.** District Governor's expenses covered by RI's allotment.

**4.10.2.** District Governor's travel, meals, and hotel expenses when visiting clubs that are not covered by RI's allotment.

**4.10.3.** District Governor, District Governor Elect's expenses to attend RI's International Convention for event registration (at early registration rate), travel (at economy rate), and hotels (designated for their position) at the rate of 100%, no food or drink. The projected amount of reimbursement should be built into the budget.

**4.10.4.** District Governor, District Governor Elect, District Governor Nominee expenses to attend Zone Institute event registration (at early registration rate), travel (at economy rate), and hotels (designated for their position) at the rate of 100%. The projected amount of reimbursement should be built into the budget.

**4.10.5.** District Governor, DG-Elect, DG-Nominee, DGN-Designee, Show Me Rotary Council Representatives, Assistant Governors, District Executive Secretary, and invited facilitators and consultants to attend Show Me Rotary (PETS) training event registration, travel, and hotels at the rate of 100%, no food or drink. \*SMR Council will cover registration cost for Council and representatives. The projected amount of reimbursement should be built into the budget.

**4.10.6.** Other Executive Council approved expenditures with advanced authorization.

**4.10.7.** Receipts for all travel expenses stipulated above are required.

**4.11. Procedure for use of reserves and purpose of reserves.** Any funds unspent from the current budget at the end of the fiscal year shall be moved into the reserve account. These funds shall accumulate until such time as the executive council receives proposals for their expenditure. Expenditure of reserves must receive a majority vote of a quorum of the executive council. Reports of the reserve account shall be made annually at the business meeting. Total cash reserves should not exceed 50 % of the total annual budgeted expenses.

**5. Insurance** The District Governor is responsible for informing Club Presidents about Rotary's insurance program. This should occur annually at the beginning of the Rotary year. The need for insurance by each club or the district should always be understood, and risk management should be exercised. Insurance needs will vary depending upon the event and circumstances at hand. Rotarians should be aware of and reminded that active U.S. Rotary

clubs, districts and Rotaract Clubs are provided with general liability and directors & officers/employment practices liability insurance through an insurance program of Rotary. This insurance is financed through an insurance assessment collected from U.S. Rotarians on the July Club invoice. The insurance available through Rotary should be investigated each time insurance is required by a club or the district for suitability and adequacy of coverage to meet their current needs. For more information about this topic, the reader is referred to website address: <https://rotary.ajg.com>

- 6. Conflicts of Interest.** Immediately upon election or appointment to the Executive Council, all individuals shall disclose any relevant interest that may pose a conflict of interest. Disclosure shall include any interest, financial or otherwise, in any corporation, organization, or partnership which provides professional or other services to the District. Disclosure statements shall be made available by September 15 of the Rotary year and kept in permanent files. When any matter comes before the Council or any committee of the District, where a Council Member has an interest, that interest shall be immediately disclosed. The Treasurer and District Governor will collaborate on the development of the form and see that the forms are both readily available for review and filed in a permanent location.
- 7. Use of List of Clubs and Club Members.** The use of club lists and club member lists may only be used by Rotary officers in order to carry out the business necessary for their Rotary positions.
- 8. Records and Reports** The district secretary and district administrator are responsible for establishing and maintaining an electronic records retention location which is accessible by all Executive Council members and where passwords are changed annually. The following records retention policy will be used:
  - 8.1.** Executive Council minutes will be kept for a minimum of 3 years and made available to Rotarians in the district upon request.
  - 8.2.** Treasurers' reports will be kept for a minimum of 5 years
  - 8.3.** Operating Budgets will be kept for a minimum of 5 years Statements of Reserves will be kept for a minimum of 5 years
  - 8.4.** Annual Reports for The Rotary Foundation will be kept for a minimum of 10 years
  - 8.5.** District Grants Reports will be kept for a minimum of 5 years
- 9. Procedure for reviewing and amending bylaws.** These bylaws must be reviewed every three years by an Executive Council Bylaws Committee appointed by the District Governor. The Bylaws Committee should include a member of the Executive Council, a member of the District Governor Lineup, the Council on Legislation Delegate and a Past District Governor. Amendments need an affirmative vote of seven of the executive Council. The vote may be conducted either in person or electronically. Any revisions in the bylaws



need to be proposed at an Executive Council meeting, and voted on at a subsequent meeting.

## 10. District 6040 Committees

### RI “Required” Committees:

(Reference <https://my.rotary.org/en/learning-reference/learn-role/district-committees?embed=true>):

#### All District 6040 committees will operate under these principles:

- Including Rotarians from throughout the district as members of the committee and ensuring there are committee members, not just committee chairs.
- Recruiting new members and setting terms of office to ensure a consistent, trained group of members
- Keeping records of meetings, projects and conferences so that future committees can build on and improve the work of current committees
- Consider the budgetary requirements for the work of their committees so that the district’s budget committee can include any potential income and expenses for the coming year for each committee
- Publishing committee work and actions in the monthly newsletter and on the website
- Developing materials that can be presented in multiple methods to clubs and individuals
- Developing resources and identifying Rotary International resources that clubs can utilize.
- Working cooperatively with the district governor line-up to ensure consistency in committee program and project work and committee and project improvements
- Assessing club needs especially as they relate to small and large clubs;
- Responding to club member inquiries and requests for programs
- Meet goals established by the executive council, specifically the District Governor’s.
- All committee terms that cross multiple governor terms, should be an appointment agreed upon by all district governors.
- Every effort should be made to change leaders at least every three years and avoid leaders/committee members continuing for more than three years.

**10.1 Membership Committee.** The Membership Chair position should be a three-year term, whose appointment is shared by all district governors whose terms cover the three-year period. At least one membership training should be held annually. The work of the membership chair and committee should:

10.1.1 Respond to club needs and result in increased members, new club formation, and resources available for club use

10.1.2 Support and motivate club membership committees

10.1.3 Organize the membership information on the district website so it is accessible and understandable to Clubs.

**10.2 Public Image Committee.** The Public Image Chair position should be a three-year term, whose appointment is shared by all district governors whose terms cover the

three-year period. At least one Public Image training should be held annually. The work of the membership chair and committee should:

- 10.2.1 Respond to the club needs and result in increased local media coverage/publication, improved websites, social media postings and increased membership.
- 10.2.2 Support and motivate club public image committees
- 10.2.3 Organize the public information on the district website so it is accessible and understandable to Clubs.
- 10.2.4 Supervise publication of the district newsletter

**10.3 Training/Learning Facilitation.** The Learning Facilitator Chair position should be a three-year term, whose appointment is shared by all district governors whose terms cover the three-year period. The training committee chair should assist the District Governor-Elect to reach the goal of 100% club participation in Show-Me Rotary. The work of the Learning Facilitator chair and committee should:

- 10.3.1 Respond to the club needs and result in trainings held for PETS, Rotary Leadership Institute, Public Image, Membership, Foundation, Secretary, Treasurer, and other officer positions as needed. These trainings should be evaluated for changes for the next year.
- 10.3.2 Identify training resources that permit asynchronous training throughout the year. These training should be evaluated for changes for the next year.
- 10.3.3 Assess training needs
- 10.3.4 Publicize training resources
- 10.3.5 Organize the training information on the district website so it is accessible and understandable to Clubs.

**10.4 Finance.** The finance committee chair is the District Treasurer, who will serve a three-year term, whose appointment is shared by all district governors whose terms cover the three-year period.

- 10.4.1 Members of the Finance Committee should be: District Governor, District Governor-Elect, District Treasurer, District Governor Nominee, District Governor Nominee Designate, District Secretary, District-Treasurer Elect, and members of the review committee.
- 10.4.2 The finance committee should develop the annual budget with input from the committees that are required by Rotary International. A budget subcommittee may be appointed to develop the proposed annual budget to bring to the Finance Committee and then to the Executive Council.
- 10.4.3 The finance committee should work with the District Governor and District Rotary Foundation Chair to complete the Annual Statement and Report of District Finances; reference Manual of Procedure 15.060.4
- 10.4.4 A review subcommittee will complete an annual review. Reference section 4.8 of this document, *Use of External Auditor or Audit Committee*.

**10.5 Rotary Foundation** (subcommittees listed below) The District Rotary Foundation Chair (DRFC) is appointed for a three-year term by all district governors whose terms cover the three-year period.

- 10.5.1 The work of the DRFC and related committees and subcommittees should result in increased giving, full use of District Designated Funds, accurate reporting to all district and international constituencies of The Rotary Foundation, recognition for donors and clubs becoming qualified for and using district and global grants.
- 10.5.2 In collaboration with District Governors, the DRFC should set goals for giving to The Rotary Foundation.
- 10.5.3 The DRFC provides an authorizing signature for use of the District Designated Funds reflecting the Executive Council's.
- 10.5.4 The DRFC will organize the foundation information on the district website so it is accessible and understandable to Clubs.
- 10.5.5 In collaboration with the District Governors, the DRFC will select individuals to fill the positions in district foundation positions as follows:
  - District Grants
  - Global Grants, including Vocational Training Teams
  - Stewardship
  - Scholarships, Global and District Grant Scholarships
  - Annual Fund
  - Paul Harris Society
  - Endowment Fund
  - Polio Plus
  - Foundation Dinner
    - This event is to be jointly planned by the District Governor and the District Rotary Foundation Chair or their designees.
  - Areas of Focus Ambassadors – Peace and Conflict Resolution, Basic Education and Literacy, Environment, Community and Economic Development, Maternal and Child Health, Disease Prevention and Treatment, Clean Water and Sanitation

**10.6 The following committees should be organized and charged with goals and operations:**

- 10.6.1 **Show Me Rotary Council** District 6040 has belonged to Show Me Rotary Council, a multi-district President-Elect Training (PETS) group, since the early 1970s. In this organization, the district has the responsibility to appoint five individuals over each three-year period, i.e., two individuals in 2023, two individuals in 2024, and one individual in 2025 and his or her responsibility will be to plan, implement and evaluate the Show Me Rotary, annual president-elect training.
  - 10.6.1.1 Any subsequent PETS group to which the district may belong and any similar appointments shall be the responsibility of each district governor in the year he or she serves as governor.
  - 10.6.1.2 The district governor line-up are automatic members of the Show Me Rotary Council.
- 10.6.2 **Rotary Leadership Institute Coordinator.** The district Rotary Leadership Institute coordinator is appointed by the District Governor in consultation with

the District Governor lineup and current Regional and Zone Rotary Leadership Institute leaders.

- 10.6.2.1 The District Coordinator is responsible for marketing and operating RLI throughout the district in formats and locations that engage and effectively delivers RLI. He or she also evaluates participant learning.
- 10.6.2.2 The District Rotary Leadership Institute Coordinator should work in cooperation with the district learning facilitator.
- 10.6.2.3 The District Rotary Leadership Institute Coordinator should share recent lists of Rotary Leadership Institute graduates with the District Governor lineup in order to assist with the appointment of district leadership roles.

### 10.6.3 **Assistant Governors**

Assistant Governors connect clubs and the district. The relationships built make Rotary stronger. **Roles of Assistant Governors**

- 10.6.3.1 Meet with each assigned club at least once a quarter either in person, by phone, or by web conference. Listening to club members enables assistant governors to identify member concerns and needs, and provide information, resources, and advice that will help clubs be more successful.
- 10.6.3.2 Promote the best practices recommended in [Be a Vibrant Club: Your Club Leadership Plan](#). Help club leaders implement those practices.
- 10.6.3.3 Report quarterly to the governor on each club's progress and identify areas that may need attention. After a club visit, report an assessment and feedback through [Rotary Club Central \(RCC\)](#), particularly addressing whether clubs are on track with their goals membership, service,, and giving to The Rotary Foundation.
- 10.6.3.4 Help club leaders prepare for the governor's official visit.

### 10.6.4 **Rotary International Five Avenues of Services.**

Each District Governor may elect to continue projects within the five areas of service and possibly add projects which are of special interest or concern to him or her personally or of special interest to the RI President and RI programs. These projects should operate in accordance with the principles stated above and all RI principles. Every effort should be made to ensure committee leadership changes at least every three years, with no person serving more than three consecutive years. Leadership for all committee should be governor-appointments.

- Youth Services
- Rotary Youth Exchange
- Rotary Youth Leadership Academy (RYLA)
- 4 Way Test Speech Contest
- Rotaract
- Interact
- Community Service

- District-Wide Community Service Day or Project
- International Service
  - Shoes for Orphan Souls
- Rotary Friendship Exchange
- Vocational Service
  - Leaders within the Vocational Service area should collect and share club service ideas from clubs within the district.
- Club Service
  - Leaders within the Club Service area should collect and share club service ideas from clubs within the district.

**10.6.5** District Governors may appoint ad hoc committees at their discretion on topics and projects such as:

- Club Visioning
- Club and District Strategic Planning
- Diversity, Equity, and Inclusion
- Rotary Alumni
- New Generations Service Exchange
- Empowering Girls and Women
- Mental Health