



**Proposed Amended and Restated Bylaws of
Rotary International District 6920, Inc.**

**To be Considered for Adoption by the Clubs at
the May 30, 2026 Club Leadership Learning
Summit (CLLS)**

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Bylaws of the Rotary International District 6920, Inc.

ARTICLE I: ORGANIZATION

Rotary International District 6920, Inc., is organized pursuant to the Georgia Nonprofit Corporation Code and in accordance with Section 501(c)(4) of the Internal Revenue Code for exemption from federal income taxation.

ARTICLE II: DEFINITIONS

Section 1. Definitions of Terms. Unless otherwise indicated by the context, the following definitions shall control the interpretation of these Bylaws:

“Assistant Governors” are Rotarians with liaison responsibilities supporting a designated number of Clubs.

“Articles” means the District’s *Articles of Incorporation of the Corporation* and any amendments thereto. The Articles are incorporated herein by reference.

“Board” means the Board of Directors of the Rotary International District 6920, Inc.

“Bylaws” refers to these *Bylaws of Rotary International District 6920, Inc.*, which establish the structure, the decision-making framework, and the overall rules within which the District functions.

“Club” means a Rotary Club or Rotaract Club in District 6920, unless otherwise noted.

“College of Governors” is an advisory Council of past governors composed of all past governors considered to be in good standing with Rotary International who are members of Rotary clubs within the district.

“Corporation” means *Rotary International District 6920, Inc.*

“District” means Rotary International (RI) District 6920, established pursuant to the RI Bylaws and RI Policy.

“District Governor” or “DG” means the Rotarian currently serving as Governor of the District.

“District Governor Line” refers to the District Governor, District Governor-Elect, District Governor-Nominee, and District Governor-Nominee Designate.

“District Governor-Elect” or “DGE” means the Rotarian elected to succeed the Governor.

“District Governor-Nominee” or “DGN” means the Rotarian elected to succeed the DGE.

“District Governor-Nominee Designate” or “DGND” means Rotarian elected to succeed the Governor-Nominee.

“District Policy Manual” refers to the *Policy Manual for Rotary International District 6920, Inc.*, which provides detailed guidelines for day-to-day operations of the District and outlines specific procedures to follow within the Bylaws.

“District Financial Management Plan” refers to the *District Financial Management Plan for Rotary International District 6920, Inc.*, which provides detailed guidelines for day-to-day financial operations of the District and outlines specific procedures to follow within the Bylaws.

“Immediate Past District Governor” means the Rotarian whose term as Governor of the District most recently ended.

“Member of the Corporation” is any Rotary Club and any Rotaract Club in District 6920 that is in good standing.

“Officer” means an Officer of the Corporation of Rotary International District 6920.

“RI” means Rotary International, an Illinois nonprofit Corporation.

“RI Policy” means the *RI Constitution, RI Bylaws, RI Manual of Procedure, and RI Code of Policies.*

“Rotarian” means an active Member of a Rotary Club or a Rotaract Club in District 6920.

“Vice Governor” means an eligible member of the District 6920 College of Governors selected by the Governor to replace the Governor in case of a temporary or permanent inability to perform the Governor’s duties.

Section 2. Members of the Rotary District 6920 Board of Directors. The following are the Members of the District 6920, Inc., Board of Directors:

- District Governor
- District Governor-Elect
- District Governor-Nominee
- District Secretary
- District Treasurer
- Three (3) most Immediate Past District Governors
- Five (5) At-Large Directors

A description of the duties of the Directors may be found in the District Policy Manual.

Section 3. Officers of the Rotary District 6920 Corporation, Inc. The following are the Officers of the Corporation:

- District Governor (Serves as President of the Corporation and Chair of the Board)
- District Governor-Elect
- District Governor-Nominee
- District Secretary (Serves as Secretary of the Corporation)
- District Treasurer (Serves as CFO of the Corporation)

A description of the duties of the Officers may be found in the District Policy Manual.

Section 4. Fiscal Year and Rotary Year. The fiscal and Rotary year of the Corporation shall begin on the first day of July and end on the succeeding thirtieth day of June.

ARTICLE III: OPERATION

Section 1. The Corporation supports the administration of the district and does not supersede RI authority over the district or the governor.

Section 2. Governing Documents. The Corporation shall exist and operate in accordance with the Articles, these Bylaws, as well as the RI Policy. The Corporation shall, in all respects, be and remain subject to RI Policy, to the extent permitted by law. In the event of a conflict between the Articles, these Bylaws, and RI Policy, RI Policy shall prevail. In the event of a conflict between the Articles and these Bylaws, the Articles shall prevail.

The Board also has adopted and shall periodically update its District Policy Manual and District Financial Management Plan for Rotary District 6920, Inc.

Section 3. Powers. The Corporation shall have and may exercise all of the powers, rights, and privileges of a Georgia nonprofit corporation, subject to any limitations contained in the Articles, these Bylaws, and/or RI Policy. The Corporation shall have and may exercise all of the powers and privileges and perform all of the duties and obligations of a District of RI. The Corporation shall not attempt to exercise any powers, duties, or authority vested in or delegated to the Clubs, the District Governor, or any other Rotarian pursuant to RI Policy.

Section 4. Financial Review. The Corporation shall direct a review to be performed annually on the fiscal year-end financial accounts by an independent, qualified Financial Review Committee of at least two (2) people. The purpose of the review is to provide limited assurance that the financial statements are accurate and do not require material modifications.

ARTICLE IV: MEMBERS OF THE CORPORATION

Section 1. Members. The Corporation shall have Members. Membership in the Corporation shall be comprised of, and limited to, all Rotary Clubs and Rotaract Clubs in District 6920 in good standing. If a Club is added to or removed from the District by RI, such Club shall immediately and automatically be added to or removed from, respectively, the Membership of the Corporation.

Section 2. Regular and Special Meetings of the Members. The **Regular Meeting** of the Members shall be held at the annual District Conference. Unless specific notice of a proposed action is required by law, any business may be transacted at the Regular Meeting, provided that the Board may adopt reasonable rules for placing items on its agenda.

A **Special Meeting of the Members** shall be held when called by the Board or upon written request to the Board of one-fourth (25%) of the Members. The Board shall determine the location, date, and time of special meetings of the Members. Special meetings of the Members shall be held within the District or virtually. Written notice of Special meetings of the Members shall be given by courier, first class mail, electronic mail, telephone, and/or in person at least fifteen (15) days before the meeting. Such notice shall specify the location, date, time, and purpose of the meeting.

Section 3. Voting by the Members. Voting by the Members may occur at a meeting, electronically, or through a ballot-by-mail, in accordance with RI Policy and these Bylaws. Each Member in good standing shall have one (1) vote, unless a different type or number of votes is required by the Articles, these Bylaws and/or RI Policy (e.g., RI Bylaws, Article 15.050). A majority of the Members shall constitute a quorum. A majority of the votes cast shall constitute a decision of the Members, unless a greater vote is required by Articles, these Bylaws and/or RI Policy. Proxy voting is not permitted. In the case of voting electronically or ballot-by-mail, notice shall specify the deadline for response, typically at least fifteen (15) days after notice is given. Prior to the convening of the meeting where business of the District is to be considered which requires Electors, Club Electors shall be selected by Clubs and certified by the District Secretary.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition of the Board. The Board of Directors of Rotary District 6920 is comprised of thirteen (13) members: the District Governor, the District Governor-Elect, the District Governor-Nominee, The District Treasurer, The District Secretary, Three (3) Past District Governors, and five (5) At-Large Directors.

The three (3) most immediate Past District Governors are expected to serve as Board members. Should any of the three Immediate Past District Governors decline, be unable to serve,

or vacate their term, the College of Governors shall meet and select a Past District Governor to fill the unexpired term.

No Director shall receive compensation for service as a Director. The Board may authorize reimbursement for actual expenses incurred by Directors in the performance of their duties.

Section 2. Qualifications and Terms of At-Large Directors. Only Rotarians in good standing who have served as President of a Club and have been a Rotarian for at least four (4) years may serve as Directors of the Corporation. The five (5) At-Large Directors will serve for staggered terms of two (2) years each. The initial five (5) At-Large Directors shall be appointed by the Officers of the Corporation.

Terms begin on July 1 of the applicable year. No Rotarian shall serve as Director for more than two (2) terms without a one (1)-year break in service, provided that a Rotarian who is elected to fill an unexpired term may serve for the period of the unexpired term and an additional term. To seek balance of representation from across the District, all At-Large Directors must be from different Clubs and not Past District Governors.

Section 3. Nomination and Election. In consultation with the District Governor Line and the Board, the Rotary District Board of Directors Nominating Committee shall annually identify how many new Board Members will be needed for the forthcoming year. Following the timeline and process outlined in the District Policy Manual, the Board of Directors Nominating Committee shall solicit, consider, and propose a slate of candidates to be approved by the Members.

The initial Director Nominating Committee shall be made up of the DG, DGE, DGN, District Secretary, and District Treasurer, who will select the five (5) at-large members from the clubs. Three (3) will serve two-year terms and two (2) will serve one-year terms.

Section 4. Removal and Vacancy. Any of the At-Large Directors may be removed from the Board by a vote of two-thirds (2/3) of the Board, following the guidelines in the District Policy Manual. If a vacancy occurs in the office of Director, the existing Directors shall elect a Director who shall serve for the remainder of the unexpired term. Vacancies of Directors appointed by the College of Governors will be filled by the College of Governors. Should any of the three Immediate Past District Governors decline, be unable to serve or vacate their term, the College of Governors shall meet and select a Past District Governor to fill the unexpired term.

ARTICLE VI: MEETINGS OF THE BOARD

Section 1. Regular and Special Meetings. The location, date, and time of meetings of the Board shall be determined by the Chair and shall be held at least quarterly. Special meetings of the Board shall be held when called by the Board Chair and/or at least three (3) Directors. All Board meetings are open to Rotary District 6920 Rotarians and invited guests of the Board except during Executive Sessions.

Section 2. Notice. Directors shall be given at least three (3) days' notice of a Board meeting. Notice shall be given by courier, first-class mail, electronic communication, telephone, or in person, and shall state the location, date, and time of the meeting. Emergency meetings may be held at any time upon notice that is reasonable under the circumstances.

Section 3. Location. Unless the Board decides otherwise, meetings of the Board shall be held in person. A Board meeting may be held at the location of and in connection with any Districtwide meeting.

Section 4. Quorum and Action of the Board. A majority of the Directors shall constitute a quorum for the transaction of business. Every action taken by a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board, unless a greater vote is required by law, the Articles, these Bylaws, or RI Policy.

The Board may take action other than in a regular meeting or special meeting using the following procedure:

- Notify all Directors of the proposed action following the same procedure as in Article VI, Section 2, above.
- Ask the Directors to cast their votes electronically (e.g., by email) in a manner to be determined and recorded by the Secretary.

Any action so approved by a two-thirds (2/3) affirmative vote of the Directors shall have the same effect as though taken at a regular or special meeting of the Directors.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall:

- A.** Exercise all powers, duties, and authority vested in or delegated to the Corporation, or the Board, unless approval of the Members is required by law, the Articles, these Bylaws, the District Policy Manual, or RI Policy,
- B.** Employ managers, independent contractors, agents, and/or employees as it deems necessary and define their duties, and
- C.** Declare and fill a vacancy on the Board.
- D.** The Board acts in support of, and not in authority over, the District Governor's RI responsibilities.

Notwithstanding the foregoing, the Board shall not attempt to exercise any powers, duties, or authority vested in or delegated to the Members, the District Governor, or any other Rotarian pursuant to RI Policy.

Section 2. Duties. The Board shall perform all duties and obligations required by law, the Articles, these Bylaws, the District Policy Manual, and RI Policy and shall keep an accurate record of its actions and corporate affairs. In cooperation with the District Governor, the District Governor-Elect and the Immediate Past District Governor, and in consultation with the District Parliamentarian when appropriate, the Board shall ensure that the District operates in accordance with RI Policy.

Section 3. District Policies. The Board may adopt District policies and procedures for the efficient operation of the District, which shall be consistent with the Articles, these Bylaws, and RI Policy. The Board shall publish to the District website all policies and procedures adopted by the Board. These should also be reflected in the most recent Policy Manual and Financial Management Plan for Rotary International District 6920, Inc.

ARTICLE VIII: OFFICERS OF THE CORPORATION

Section 1. Enumeration. The Officers of the Corporation shall be District Governor, District Governor-Elect, District Governor-Nominee, District Secretary, and District Treasurer. From time to time, the Board may elect other Officers.

Only Rotarians may serve as Officers of the Corporation. No person may hold more than one (1) Office in the Corporation unless approved by the Board.

The qualifications for District Governor and District Governor-Elect are established by RI Policy, these Bylaws, and the District Policy Manual. Only Rotarians who have served as President of a Club may serve as District Secretary. Only Rotarians who have served as Treasurer of a Rotary Club, are a qualified accountant or have a comparable financial background, may serve as District Treasurer.

Section 2. Meetings. The location, date, and time of meetings of the Officers shall be determined by the Chair and shall be held monthly.

Section 3. Election, Appointment, and Term. The District Governor, District Governor-Elect, and District Governor-Nominee shall be selected in accordance with RI Policy. The District Secretary, and the District Treasurer shall be appointed by the District Governor in consultation with the Governor Line and shall serve for a 3-year term, renewable annually, subject to the annual approval of the DG, DGE, and the DGN, not to exceed seven (7) consecutive years of service. Other Officers may be elected at any time by the Board.

Section 4. Removal and Vacancy. Except for the District Governor Line, an Officer may be removed, with or without cause, in the same manner as the Officer was appointed or elected. The District Governor Line may be removed only in accordance with RI Policy. If an Officer is appointed or elected to fill a vacancy, the Officer shall serve for the remainder of the unexpired term.

If the District Governor is no longer able to serve as District Governor, the Vice-Governor shall serve the remainder of the term. If no Vice Governor has been appointed, succession shall follow Rotary International Bylaws and Procedures found in section 16.050 of the Rotary International Manual of Procedure.

Section 5. Duties. The duties of each Officer identified in Article VIII, Section 1 above, are enumerated in the Rotary District 6920 Policy Manual. The Board may elect such other Officers as

the business and affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as may be determined by the Board and/or the District Governor.

ARTICLE IX: DISTRICT COMMITTEES

The District shall seek and nominate the best available candidates for Committee Membership and in accordance with RI Policy, these Bylaws, and the District Policy Manual. In addition to using the expertise of Past District Governors, District leaders are encouraged to seek balanced representation across the District when appointing Committees Members.

Section 1. Governor Selection Committee. The DGND of the District shall be selected by a Governor Selection Committee (GSC) in accordance with the procedures set forth in the District Policy Manual. The procedures shall be consistent with the *Bylaws of Rotary International*, Article 12 - Nominations and Elections for Governors.

The GSC shall be charged with selecting a DGND to serve as DG for the Rotary year beginning on July 1 of the third calendar year following the Rotary year in which the person is selected. The GSC shall seek and nominate the best available candidate for District Governor-Nominee Designate in accordance with RI Policy, these Bylaws, and the District Policy Manual.

The GSC shall consist of seven (7) members, each of whom shall be appointed in the manner provided in the District Policy Manual. Each member will be from different Rotary Clubs in the District. There shall be three (3) past District Governors, and four (4) past Club presidents. The most recent Past District Governor serving on the Committee shall serve as Chair.

Section 2. District Board of Directors Nominating Committee. The Board of Directors Nominating Committee shall be made up of the DG, DGE, DGN, and two (2) of the At-Large Directors whose term is currently not expiring. The District Governor-Nominee shall serve as the Chair of this Committee.

The Board of Directors Nominating Committee shall seek and nominate the best available candidates for Director in keeping with these Bylaws and the District Policy Manual.

Section 3. District Finance Committee. The District Finance Committee is comprised of the following voting members: the Chair who is appointed by the DG, the Immediate Past District Governor, the District Governor, the District Governor-Elect, the District Governor-Nominee. The

District Governor-Nominee Designate and the District Treasurer are non-voting members.

The duties of the Finance Committee are as set forth in the District Financial Management Plan.

Section 4. Other Committees. The District Governor and District Governor-Elect shall appoint all committees and persons required by RI, these Bylaws, and the District Policy Manual, unless appointment is delegated to another Rotarian. The District Governor may appoint and the Board may elect other committees and persons deemed necessary to accomplish the purposes and objectives of the District.

ARTICLE X: MISCELLANEOUS

Section 1. Corporate Seal. The Corporation shall have a seal in circular form having within its circumference the words: ROTARY INTERNATIONAL DISTRICT 6920, INC., GEORGIA, CORPORATE SEAL.

Section 2. Books and Records. The books and records of the Corporation shall be subject to inspection by the Members upon reasonable notice to the Corporation, provided that the Board may adopt reasonable policies governing the inspection of the books and records of the Corporation.

Section 3. Rules of Procedure. When not in conflict with the Articles of Incorporation, these Bylaws, or RI Policy, the most current edition of *Robert's Rules of Order Newly Revised*, shall govern the conduct of the meetings of the Corporation and the Board.

Section 4. Number and Gender. In these Bylaws, the singular number shall include the plural, the plural shall include the singular, and one gender shall include all genders, unless the context requires otherwise.

Section 5. Review of the Bylaws. These Bylaws shall be reviewed every three (3) years, at a minimum, in the Rotary Year that follows the R.I. Council on Legislation (COL). The DG in that year shall appoint a committee, led by the DGN with the DGE and the District immediate past COL representative, as members. Should Bylaw proposals emanate from the Clubs in the interim years, the DG shall appoint a committee to process the proposals.

Section 6. Amendment of the Bylaws. Proposed Amendments to these Bylaws should be

presented to the Board for consideration. Upon a two-thirds (2/3) vote of approval of the Board (either in person, by mail, or electronic means) the amendment shall then be approved by an affirmative majority vote of the Members through ballot by mail, a meeting of the Members, or electronic notification as outlined in Article IV, Section 3. Members shall be given a 30-day notice to review the proposed amendments.

Adoption of Bylaws.

These Amended and Restated Bylaws were duly adopted by the Members of Rotary International District 6920, Inc. at a Business Session held at the Club Leadership Learning Seminar in Dublin, Georgia, on May 30, 2026 and shall supersede and replace all prior Bylaws and shall take effect immediately upon adoption.

William T. Adkins, Jr.
District Governor, 2025-2026
Rotary International District 6920, Inc.

Date

**SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 6920, INC.
A Georgia Non-Profit Corporation**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of ROTARY INTERNATIONAL DISTRICT 6920, INC., a Georgia Non-Profit Corporation.
2. That the foregoing Bylaws constitute the Bylaws of said Corporation as adopted by the Members on May 30, 2026 in Dublin, Georgia, and that they have not been amended since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30th day of May, 2026.

Paula K. Goodnow

Paula K. Goodnow
Secretary
Rotary International District 6920, Inc.