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1.0 Preamble.

The member Rotary clubs (“Clubs”) of Rotary International District 5650, Inc. (the “District”) have adopted these amended and restated bylaws (“Bylaws”) effective as of the XX day of May, 2016. These Bylaws replace and supersede in their entirety all previous bylaws of the District.

2.0 Formation, Name and Objectives

2.1 *Formation and Name.* This corporation has been formed as a mutual benefit corporation under the Nebraska Nonprofit Corporation Act (the “Act”). The name of the corporation is Rotary International District 5650, Inc. (the “District”).

2.2 *Objectives.* The District has the following objectives:

2.2.1 To provide structure for Clubs in the District;

2.2.2 To provide support for Clubs of the District in their pursuit of programs and activities that promote the Object of Rotary as defined by Rotary International (“RI”);

2.2.3 To encourage, promote, extend, and supervise Rotary throughout the District;

2.2.4 To conduct an annual District Conference and other conferences and training events consistent with the requirements of RI;

2.2.5 To conduct projects and activities that are consistent with its nonprofit purposes and the Object of Rotary;

2.2.6 To hold, invest, and re-invest corporate funds and assets in any type of property or security which the Board deems advisable, and to enter into such contracts, and execute such conveyances, instruments, and releases as may be necessary or proper to carry out the objects and purposes of the District;

2.2.7 To engage in any other activities permitted for organizations exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (as it is in effect at the time of the activity); and notwithstanding any other provision of these articles, the District will conduct only activities permitted to be conducted by an organization exempt from federal income tax under said section.

3.0 Members and District Levy

3.1 *Member Clubs.*

The members of the District are comprised of and limited to all Rotary clubs designated from time to time to be part of District 5650 pursuant to the bylaws of RI (each a “Club” and collectively the “Clubs”). The addition or removal of a club or clubs from District 5650 pursuant to the bylaws of RI will immediately and automatically result in a conforming change in the membership of the District.

3.2 *District Levy.*

3.2.1 *Per Capita.* Each Club will pay to the District a per capita annual levy based on the number of Rotarians who are members of such Club as of July 1 at the rate established by the District at the most recent Annual Meeting. The levy thus calculated is due to the District on or before September 30 each year. Each Club is responsible for paying its levy to the District on or before September 30 each year, regardless of whether the Rotarian members of the Club have paid their dues to the Club by such date.

- 3.2.2 *No Refund.* The District will not refund any portion of the levy to a Club or to an individual member of a Club should the person cease to be a member of that Club for any reason during the Rotary Year, nor for any other reason.

4.0 Annual Meeting of the Membership.

The District will hold an annual meeting of the member Clubs before May 30th of every Rotary Year (the “Annual Meeting”). The Board will set a date, time, and format for the Annual Meeting and send to the Clubs written or electronic notice of such information at least 30 days, but not more than 60 days, before the date of the meeting. For purposes of the bylaws of RI, the Annual Meeting is considered a District resolutions meeting.

- 4.1 *Electors.* Each Club will have the opportunity to select, certify, and send to the Annual Meeting at least one elector. Any Club with a membership of more than 25 Rotarians will be entitled to one additional elector for each additional 25, or major fraction (more than half) thereof, of its members. The membership of each Club will be determined as of July 1 of the Rotary Year. Any Club whose membership in RI has been suspended is not entitled to any elector during the period of suspension. Each elector must be a member in good standing of the Club represented by the elector. An elector must be present at the Annual Meeting to vote and each elector shall only have one vote unless designated as a proxy for another elector from the same club. The secretary of each Club will submit to the District Secretary or District Executive Administrator an Elector Roster designating the names of each elector and designating the names and order of any alternate electors, as well as listing the grantor and carrier of any Elector proxies. This Elector Roster must be submitted at least 24 hours before the Annual Meeting. Only electors designated in such fashion will be allowed to vote.
- 4.2 *Business of the Annual Meeting.* The following business will be conducted at the Annual Meeting:
- 4.2.1 Ratify the election of the District Governor
 - 4.2.2 Ratify the election of the District Governor Elect;
 - 4.2.3 Election of the District Governor Nominee;
 - 4.2.4 Election of at-large members of the Board;
 - 4.2.5 Election of a representative and alternate to the Council on Legislation (as required);
 - 4.2.6 Election of a member and alternate to the Zone nominating committee for RI directors (as required);
 - 4.2.7 Consideration of any properly submitted amendments to the Articles of Incorporation of the District or these Bylaws;
 - 4.2.8 Approval of the District budget and the District Youth Exchange Committee Budget;
 - 4.2.9 Approval of the per capita levy for the next Rotary Year;
 - 4.2.10 Review of the Board’s strategic plan;
 - 4.2.11 Consideration of other resolutions that have been properly submitted; and
 - 4.2.12 Other business as may properly come before the Annual Meeting.
- 4.3 *Quorum.* One-third of the designated electors will constitute a quorum.

- 4.4 *Majority Vote.* Each elector present at the Annual Meeting is entitled to one vote on each issue presented. Unless otherwise specifically provided for in these Bylaws or other applicable law, a simple majority of the electors present and voting carries the issue.
- 4.5 *Electronic Meetings.* Meetings conducted by electronic means are considered the same as face-to-face meetings, as long as each elector attending has full access to all documents presented and all electors participating may simultaneously hear each other during the meeting.
- 4.6 *Voting process.* For face-to-face meetings, votes can be submitted either by paper ballot or a show of hands. All such physical votes must be audited against the Elector Roster to verify their validity. For on-line meetings, electronic polls will be used to gather the votes and validate the votes to the Elector Roster.

5.0 Special Meetings.

The District Governor or any five or more Directors serving on the Board may call a special meeting of the Clubs. The District Governor will send written or electronic notice of the time and place of any special meeting at least 30 days, but not more than 60 days, before the date of such special meeting. Clubs must submit electors for a Special Meeting under the procedure identified in section 4.1 of these Bylaws for the Annual Meeting. One-third of the designated electors constitute a quorum.

6.0 Board of Directors

- 6.1 *Purpose.* The Board of Directors of the District (the “Board”) oversees the business and finances of the District and is responsible for establishing and updating the policies of the District.
- 6.2 *Qualifications.* Only active member Rotarians, as defined by RI, each of whom is a member of a Club in the District, and who has served as president of a club in any RI district, are eligible to serve as Directors.
- 6.3 *Composition and Terms of Office.* The Board is composed of thirteen members structured as follows:
- 6.3.1 *Officers.* The Board will include the following Officers as Directors
- 6.3.1.1 The District Governor (“DG”);
 - 6.3.1.2 The District Governor Elect (“DGE”);
 - 6.3.1.3 The District Governor Nominee (“DGN”);
 - 6.3.1.4 The most recent Past District Governor (“PDG”);
 - 6.3.1.5 The Assistant Governor Team Leader (“AGTL”);
 - 6.3.1.6 The District Secretary;
 - 6.3.1.7 The District Treasurer; and
 - 6.3.1.8 The District Rotary Foundation Chair (“DRFC”);



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- 6.3.2 *At-Large Directors.* The Board will include the following at-large members as Directors
- 6.3.2.1 Two PDG at-large Directors, not including the most recent PDG, each of whom:
 - 6.3.2.1.1 Is an active member in good standing of a Club in the District; and
 - 6.3.2.1.2 Is nominated by the sitting DGE to serve a one-year term during the DGE's DG year.
 - 6.3.2.2 Three other Membership at-large Directors, each of whom:
 - 6.3.2.2.1 Has completed service as a club president;
 - 6.3.2.2.2 Is an active member in good standing of a Club in the District;
 - 6.3.2.2.3 Represents only one each of the following three Club sizes: (i) less than 26 members, (ii) 26 to 76 members, and (iii) more than 76 members; and
 - 6.3.2.2.4 Is nominated by their Club to serve a one year term in the following Rotary Year. Nominations must be submitted to the District Secretary or District Executive Administrator at least 30 days prior to the Annual Meeting.
 - 6.3.2.3 No at-large Director may serve more than three consecutive one year terms on the Board.
- 6.3.3 *Appointment of Successor Directors.* In the event of the death, removal, or resignation of any Director, or in the event any Director is no longer an active member of a Club, the District Governor may appoint a successor Director to fill the former Director's unexpired term, meeting the qualifications for that particular Board seat. If the Director needing to be replaced was serving by reason of being District Treasurer, District Secretary, Assistant Governor Team Leader, or District Rotary Foundation Committee Chair, such Director will be replaced by the person who replaces that official position for the District. Successor Directors will fill the remaining term of the Director they replaced.
- 6.3.3.1 In the event that one or more of the three Membership at-large Director positions needs to be filled for any reason, a special meeting of the District may be called, per Article 5.0 of these bylaws to fill the open position(s).
- 6.4 *Duties.*
- 6.4.1 *Strategic Plan.* The Board will develop a strategic plan for the District, and will review that plan annually and update it as needed. The Board will report on an assessment of the strategic plan at the Annual Meeting of the District.
 - 6.4.2 *Financial Statements.* At each regular meeting, the Board will receive and monitor quarterly financial statements, to include at least a profit and loss statement compared to budget, and a balance sheet, as submitted by the District Treasurer and previously reviewed by the Finance Committee. The Board will work with the Finance Committee to develop the budget for the following Rotary Year to be ratified at the Annual Meeting in the current Rotary Year.

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- 6.4.3 *Manual of Policies and Procedures.* The Board will establish and, as needed, update a manual of policies and procedures for the District, (the “Manual of Policies and Procedures”).
- 6.4.4 *The District Leadership Plan.* The Board will review, comment, and approve or ask for modification of the District Leadership Plan prior to approval. The District Leadership plan contains the definitions of all District events and committees, their structure, purpose, and goals and objectives as defined in Article 12.0 of these bylaws. The District Leadership plan will be updated by the District Governor Elect and their leadership team and submitted for review and approval to the Board prior to the start of the District Governor Elect’s term as District Governor.
- 6.4.4.1 Approval of the District Leadership Plan requires a three quarters majority of the seated board members.
- 6.4.5 *Other Duties.* The Board will carry out such other duties as may be assigned or requested from time to time by the District Governor. Every other power and duty of an organization created under the Act, and qualified as a tax-exempt organization under Section 501(c)(4) of the Internal Revenue Code (as it exists at the time of the exercise of such power or duty), and not otherwise assigned to another party or limited in some way by the Articles of Incorporation of the District or these Bylaws, will rest with the Board, which may carry out such duties and exercise such powers as determined by the Board to be in the best interest of the District.
- 6.5 *Removal.* The Board may, by a three quarters majority vote of all Directors then in office and qualified to vote, remove any Director for cause, the nature and sufficiency of such cause to be determined by the Board in its discretion.
- 6.6 *Meetings.*
- 6.6.1 *Frequency.* The Board will meet at least three times per Rotary Year. The District Governor or any three Directors may call a meeting of the Board. Notice of any meeting of the Board will be given at least seven days before the meeting by written notice delivered personally or sent by United States mail, electronic mail, or fax. Mailing a notice will be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed and with postage paid.
- 6.6.2 *Electronic Meetings.* Meetings conducted by electronic means are considered the same as face-to-face meetings, as long as each Director attending has full access to all documents presented and all Directors participating may simultaneously hear each other during the meeting.
- 6.6.3 *Waiver of Notice.* A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting and whether given in writing, orally, by electronic communication, or by

attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, except where the Director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not participate thereafter in the meeting.

6.6.4 *Quorum.* A quorum consists of more than half of the number of Directors in office.

6.6.5 *Voting.* Each Director present at meeting of the Board is entitled to one vote on each issue presented. Unless otherwise specifically provided for in these Bylaws or other applicable law, a simple majority of the Directors present and voting carries the issue.

7.0 Executive Committee.

7.1 *Purpose.* The Executive Committee may exercise all powers of the Board when the Board is not in session. It will make decisions between meetings of the Clubs and between meetings of the Board on behalf of the District on matters requiring immediate attention.

7.2 *Composition.* The Executive Committee is composed of:

- 7.2.1 The District Governor;
- 7.2.2 The District Governor Elect;
- 7.2.3 The District Governor Nominee;
- 7.2.4 The most recent Past District Governor;
- 7.2.5 The District Treasurer; and
- 7.2.6 The Lead Assistant Governor.

7.3 *Leadership.* The District Governor will serve as the chairperson of the Executive Committee.

7.4 *Reporting.* Actions by the Executive Committee will be reported to the Board as soon as practical, but not later than 72 hours after such action.

8.0 Council of Governors

8.1 *Purpose.* The Council of Governors:

- 8.1.1 Advises and counsels the sitting DG and Board
- 8.1.2 Acts as the institutional memory for the leadership of the District.
- 8.1.3 Nominates a qualified delegate and alternate delegate to the Rotary International Council on Legislation two years before the year that this Council meets.
- 8.1.4 Nominates a qualified delegate and alternate delegate (who would serve if the delegate were unable to serve) to represent the District on the Zone Nominating Committee for Directors of Rotary International;

8.2 *Composition.* The Council of Governors is composed of:

- 8.2.1 All Past District Governors of the District who are members in good standing of a Club in the District;
- 8.2.2 All Past District Governors of other districts of RI who are members in good standing of a Club in the District.



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8.3 *Leadership.* The most immediate Past District Governor will serve as chairperson of the Council of Governors.

9.0 **Officers.**

The officers of the District are the District Governor, District Governor Elect, District Governor Nominee, District Secretary, and District Treasurer. Only a Rotarian who is a member in good standing of a Club in the District is eligible to serve as an officer of the District. Nomination of these officers will be governed by the rules in the Rotary International Manual of Procedures.

9.1 *District Governor.* The District Governor will serve as the chairperson of the Board and is the chief executive officer of the District. The District Governor will perform the customary duties of a chief executive officer and a chairperson of the Board and those assigned by RI and these Bylaws. The District Governor will serve as an ex-officio member of all District Committees except the Nominating Committee for the District Governor to serve in a future year. The District Governor is elected for a one-year term. The District budget will include an allowance for the expenses of the Governor. In the event that there is an unexpected vacancy in the office of the District Governor the procedures specified by Rotary International in the Manual of Procedure will be followed. The Board may, by a two-thirds majority vote of all Directors then in office and qualified to vote, but only for cause, request the President of RI to remove a District Governor pursuant to the bylaws and policies of RI. In the event of an unexpected vacancy in the office of District Governor, the District will abide by the terms of the bylaws and policies of RI.

9.2 *District Secretary.* The District Governor will appoint the District Secretary for a one-year term. A Rotarian may serve in this office for no more than three consecutive terms. The District Secretary will be responsible for keeping and maintaining the records of the Annual Meeting, District Conference, District Training Assembly, and the District. The District Governor may assign additional duties to the District Secretary and such duties will be listed in the District Leadership Plan.

9.3 *District Treasurer.* The District Governor will appoint the District Treasurer for a five year term. A Rotarian may serve in this office for no more than two consecutive terms. The District Treasurer will serve as custodian of all district funds except the funds of The Rotary Foundation – District 5650 Account. All funds, deposits, bonds, and accounts will be designated as:

- “Rotary International District 5650 Inc”; or
- “Rotary International District 5650 Inc Youth Exchange”; or
- “Rotary International District 5650 Inc Youth Exchange – Special Account”; or
- “Rotary International District 5650 Inc The Rotary Foundation”

The District Treasurer is responsible for the billing and collection of the District levy from the Clubs. The District Governor may assign additional duties to the District Treasurer.

9.3.1 *Assistant District Treasurer.* The District Governor may appoint an Assistant District Treasurer for a one-year term. In an emergency, in the absence of the District Treasurer from the District, or in the case of permanent vacancy of the office of District Treasurer, the Assistant Treasurer will immediately fulfill the duties of the District Treasurer.

9.3.2 *Bond.* The District Treasurer, Assistant District Treasurer, the Treasurer of The Rotary International District 5650 Inc The Rotary Foundation Account, the Treasurer and Chair of the District Youth Exchange Committee, and the District Executive Administrator will be bonded. The District Governor and the District Treasurer will determine the amount of the bond. The District will pay the cost of the bond.

9.4 *District Governor Elect.* The District Governor Elect will serve as the chairperson of the Board in the absence of the District Governor. The District Governor Elect will assume this office in the manner set forth by RI, these Bylaws, and resolutions approved by the District. The District Governor Elect will be certified to RI for election at the RI Convention in the Rotary Year preceding his or her DG year. The District Governor Elect will assume the office of District Governor in the year immediately after serving as District Governor Elect. The District Governor Elect will serve as an ex-officio member of all District Committees except the Nominating Committee for the District Governor Elect and District Governor Nominee. The District Governor may assign additional responsibilities to the District Governor Elect.

9.5 *District Governor Nominee.* The District Governor Nominee will serve as chairperson of the Board in the absence of the District Governor and the District Governor Elect. The District Governor-nominee is elected for a one-year term in the manner set forth by RI, these Bylaws, and resolutions approved by the District. The District Governor Nominee will assume the office of District Governor Elect in the year immediately after serving as District Governor Nominee. The District Governor Nominee will serve as an assistant to the District Governor. The District Governor may assign responsibilities to the District Governor Nominee.

10.0 Additional District leaders.

District leadership roles outside the District Officers defined under these bylaws are defined in the District Leadership Plan.

11.0 Removal from Leadership Positions.

The removal of persons from leadership positions other than the District Governor will be made by a three quarters majority vote of all Directors then in office and qualified to vote. However, additional compliance with any RI and Rotary Foundation rules and procedures is required when removal from a leadership position involves the:

- 11.1 District Governor Elect;
- 11.2 District Governor Nominee;
- 11.3 District Governor Nominee Designate; or
- 11.4 District Rotary Foundation Committee Chair.

12.0 District Committees.

The Board may create committees to conduct specific tasks required to meet the mission of the District and RI and to comply with policies of RI. Any standing or ad hoc committee of the District must be defined in the District Leadership Plan. Proper definition of a committee includes committee purpose, tenure (standing or ad hoc), leadership structure, responsibilities, committee member job descriptions, and committee goals and objectives.

12.1 *Appointment of Chairpersons.* The District Governor Elect will appoint the chairperson of each District committee and subcommittee except those committees for which the Bylaws specify a different method. The District Governor Elect will make these appointments before the Annual Meeting that precedes his or her term as District Governor. Whenever possible, chairpersons should be asked to serve for at least two years subject to the right of the next District Governor Elect to choose a different chairperson. Selection of a vice chairperson to succeed the chairperson is advisable as this practice promotes continuity.

12.2 *Committee members.* All committees should be composed of Rotarians who represent a cross section of Clubs in the District. The District Governor or the chairperson of a committee will appoint the members of the committee except for those committees for which the Bylaws require a different method.

12.3 *Committee expenses.* Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments are reimbursable from District funds when the expenses are included in the budget and are substantiated.

12.4 *Quorum.* A quorum consists of more than one-third of the committee members.

12.5 *Electronic Meetings.* Meetings conducted by electronic means are considered the same as face-to-face meetings, as long as each member attending has full access to all documents presented and all members participating may simultaneously hear each other during the meeting.

13.0 Delegate to the Council on Legislation

13.1 *Eligibility.* Only Past District Governors of the District are eligible to serve as the District's representative, delegate, or alternate to the Council on Legislation.

13.2 *Duties.* The representative to the Council on Legislation will serve as the District's representative to the Council on Legislation. The Representative will:

13.2.1 Solicit proposed changes to the Rotary Manual of Procedure from the Clubs in the District.

13.2.2 Prepare a summary of the proposals to be considered by the Council on Legislation; and

13.2.3 Secure from the Clubs in the District opinions on these proposals.

13.3 *Nominations.* The Council of Governors and any Club that has eligible candidates may submit nominations. Nominations will be sent to the Chairperson of the Council of Governors at least 45



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days before the Annual Meeting. Nominations will be certified by the Chairperson of the Council of Governors or the President of the club making the nomination and will state the willingness and ability of the nominee to serve in this capacity.

- 13.4 *Election.* Two years before the year in which the RI Council on Legislation meets, the District will elect at its Annual Meeting a representative and at least one alternate in accordance with the Bylaws of RI.

14.0 Conflicts of Interest; Insurance; Indemnification

14.1 *Conflicts of Interest.*

14.1.1 A conflict of interest transaction is a transaction with the District in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or is approved as provided in subsection 14.1.2.

14.1.2 A transaction in which a Director has a conflict of interest may be approved if:

14.1.2.1 The material facts of the transaction and the Director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee authorized, approved, or ratified the transaction; or

14.1.2.2 The material facts of the transaction and the Director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

14.1.3 For purposes of this section 14.1, a Director has an indirect interest in a transaction if:

14.1.3.1 Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or

14.1.3.2 Another entity of which the Director is a director, officer, or trustee is a party to the transaction.

14.1.4 For purposes of subsection 14.1.2.1, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in subsection 15.1.2.

14.1.5 For purposes of subsection 14.1.2.2, a conflict of interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection 14.1.5. Votes cast by or voted under the control of a

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Director who has a direct or indirect interest in the transaction and votes cast by or voted under the control of an entity described in subsection 14.1.3.1 may not be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict of interest transaction under subsection 14.1.2.2. The vote of these members, however, may be counted in determining whether the transaction is approved for other purposes under the Act. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection 14.1.5 constitutes a quorum for the purpose of taking action under this section 14.1.

- 14.2 *Indemnification.* In all circumstances the District will follow the provisions of the Act in determining whether to provide indemnification to any individual. In those instances in which indemnification is court-ordered or otherwise mandatory, the District will provide indemnification as required. In each other instance in which indemnification is permitted, the District may determine, in the manner provided in the Act, whether indemnification will be provided by the District.
- 14.3 *Insurance.* The District may, to the full extent permitted by the Act, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or member of a committee of the District against any liability asserted against such person and incurred by such person in any such capacity.

15.0 Miscellaneous

- 15.1 *Conformity with RI Constitution and Bylaws.* These Bylaws are intended to supplement the Constitution and Bylaws of RI. If there is any provision in these Bylaws that conflicts with the Constitution, Bylaws, or policies of RI, then the provision in the Constitution, Bylaws, or policies of RI will supersede the conflicting provision in these Bylaws unless a different result is required by Nebraska or federal law in which case the provision required by law will prevail.
- 15.2 *Roberts' Rules of Order.* The edition of Robert's Rules of Order, Newly Revised that is then currently sanctioned by the Roberts' Rules Association governs the District in all parliamentary situations that are not provided for in the law, these Bylaws, or adopted rules.
- 15.3 *Fiscal Year.* The fiscal year of the District is from July 1 through June 30, and will also be known as the "Rotary Year."
- 15.4 *Principal Office.* The principal office of the District will be the address of the District Treasurer.

16.0 Amendments

16.1 *Amendment Process.* These Bylaws may be amended as follows:

16.1.1 *Annual Meeting.* These Bylaws may be amended at the Annual Meeting by a majority vote of electors as provided in Section 4.2 of these Bylaws. Before being considered by the electors at the Annual Meeting, an amendment must have been reviewed by the Board, either or both of which may make a recommendation regarding that amendment. For an amendment to be considered at the Annual Meeting, the District Governor will have given notice of such proposed amendment to all of the Clubs at least 30 days before the Annual Meeting.

16.1.2 *Ballot-by-Mail.* These Bylaws may be amended by Ballot-by-Mail of the Clubs if a majority of the votes are cast in favor of the proposed amendment. Each Club will have that number of votes as otherwise set forth in Section 4.2.1 of these Bylaws as if the electors were voting at the Annual Meeting. Each Club must cast all of its votes as a block. For the Ballot-by-Mail to be valid, at least 8 Clubs will have timely cast their ballots and the ballots will constitute a minimum of at least 20 votes. Before being considered by the Clubs in a Ballot-by-Mail, a proposed amendment must have been reviewed by the Board, either or both of which may make recommendations regarding that amendment. For a proposed amendment to be considered in a Ballot-by-Mail, the District Governor will have given notice of such proposed amendment to all of the Clubs at least 30 days before the Ballot-by-Mail voting deadline.

16.1.3 *Proposals.* Only the District Governor, the District Governor-elect, the Board, or a Club may propose an amendment to these Bylaws.

16.2 *Effective Date.* Any amendments to these Bylaws is effective upon adoption, unless otherwise specifically stated in such amendment.

16.3 *Amendment Limitation.* Unless Nebraska or federal law requires it to do so, the District may not adopt any amendment to these Bylaws that conflicts with the Constitution, bylaws, or policies of RI.