

**BY-LAWS  
ROTARY DISTRICT 5490**

**ARTICLE I - THE DISTRICT**

**SECTION A. ORGANIZATION.** District 5490 is a geographic territory in which member clubs are associated for administrative purposes of Rotary International. The district organization exists solely to help its member clubs advance the objects of Rotary and should not tend to diminish service provided by its member clubs or district Rotarians.

**SECTION B. ELIGIBILITY.** Rotarians who are members, other than honorary, in good standing of district clubs and who are willing and able, are eligible to serve in the district organization. Those past officers of Rotary International (such as Past District Governors) from other districts who are now members, other than honorary, of district clubs are eligible to serve in the District 5490 organization through appointment or election.

**SECTION C. VOTING.** It is in the best interest of Rotary District 5490 for committee members and representatives of district clubs to participate and vote in district matters according to their best judgment, based upon debate and discussion. Proxy voting, therefore, shall not be permitted in the conduct of district affairs, including district committee deliberations, the District Assembly and the District Council on Legislation except as set forth otherwise in Article V, Section C1 herein below.

**SECTION D. RULES OF ORDER.** The rules of order contained in the current edition of Robert's Rules of Order, newly revised, shall govern unless and to the extent that such rules are inconsistent with the current Rotary International Manual of Procedure, these By-Laws or any policies and procedures the district may adopt.

**SECTION E. DISTRICT FILES.** The District Governor shall designate the location of the district office where the official files shall be kept. The District Governor shall pass the official files, together with any district-owned properties, to the incoming District Governor at the end of the Rotary year.

**ARTICLE II - DISTRICT OFFICES**

**SECTION A. DISTRICT SECRETARY.**

1. The District Governor Elect shall appoint a Rotarian knowledgeable about Rotary and familiar with district meetings to serve as District Secretary for a one-year term concurrent with such District Governor Elect's year of service as District Governor to carry out those functions established in the District Manual of Policies and Procedures. The District Secretary shall not also serve as District Treasurer.

## **SECTION B. DISTRICT TREASURER.**

Every other Rotary year the District Governor Elect, in consultation with the District Governor Nominee, shall appoint a District Treasurer to serve a term of two (2) years to carry out those functions established in the District Manual of Policies and Procedures. The District Treasurer shall not also serve as District Secretary during the same years and shall serve as an ex-officio non-voting member of the Finance Committee.

## **ARTICLE III - DISTRICT COMMITTEES**

### **SECTION A. ELIGIBILITY.**

No Rotarian shall serve on more than one elective committee at any given time unless sufficient numbers of Past District Governors willing and qualified to serve are unavailable in which case one or more Past District Governors may serve on a second elective committee.

### **SECTION B. DUTIES.**

Each committee shall carry out those duties and functions established in the District Manual of Policies and Procedures.

### **SECTION C. FINANCE COMMITTEE.**

1. **Composition.** The Finance Committee shall consist of three Past District Governors of Rotary International and three Past Presidents of district clubs who are members in good standing of their clubs. The Past District Governor whose term on the Finance Committee is next expiring, shall serve as Chairman. The District Governor, District Treasurer and the District Governor Elect shall serve as ex-officio members of the Finance Committee with voice, but without vote.

2. **Terms.** Each member shall serve for three years.

3. **Election.** At each District Council on Legislation, the club delegates shall elect one Past District Governor and one past president for a three-year term. No member of the finance committee may be elected or appointed to a successive term and, subject to that limitation, the District Governor shall fill by appointment any vacancies occurring on the Finance Committee by reason of death, resignation or removal during his term.

### **SECTION D. BY-LAWS AND POLICY COMMITTEE.**

1. **Composition.** The By-Laws and Policy Committee shall consist of three past district governors of Rotary International and three past presidents of district clubs in good standing with their clubs. The District Governor shall designate one of the Past District Governors to serve as Chairman of the Committee and that person, at the discretion of the District Governor may also serve as District Parliamentarian. The District Governor Elect and District Governor Nominee shall be *ex officio* voting members of the Committee.

2. **Term of Office.** Each member shall be elected for a term of three years.

3. **Election:** At each District Council on Legislation the club delegates shall elect the number of members of this committee necessary to maintain its composition. The District Governor shall by appointment fill any vacancy occurring on the By-Laws and Policy Committee by reason of death, resignation or removal during his/her term of office. The District Governor and District Governor-Elect shall be ex-officio members with voice but no vote.

#### **SECTION E. NOMINATING COMMITTEE.**

1. **Composition.** The Nominating Committee shall consist of the District Governor, District Governor Elect and District Governor Nominee, four Past District Governors and four Past Club Presidents. The District Governor shall serve as Chairman unless unable to so serve in which event the Past District Governor whose term on the Nominating Committee is next expiring shall serve as Chairman. There shall be one past president each from the River and Mountain areas of the district and two past presidents from the Phoenix metropolitan area. **Area Definition.** River includes: Quartzsite, Parker, Lake Havasu, Needles, Bullhead City and Kingman. Mountain includes: Prescott Area, Sedona, Cottonwood, Grand Canyon and Williams. Phoenix metropolitan includes: The greater Phoenix area and its suburbs plus Wickenburg.

2. **Terms.** Each Past District Governor and each Past President shall serve for three years.

3. **Election.** At the District Council on Legislation, the club delegates shall elect the number of Past District Governors and Past Presidents necessary to maintain the required committee composition. No member of the Nominating Committee may be elected or appointed to a successive term and, subject to that limitation, the District Governor shall fill by appointment any vacancies occurring on the Nominating Committee by reason of death, resignation or removal during his term.

4. Selection of District Governor Nominee. The District Governor Nominee shall be selected through the process set forth in the District Manual of Policies and Procedures pursuant to RI required time frames, not less than 24 months and not more than 36 months prior to the date that person is to take office as District Governor.

5. Each Year the Nominating Committee, during its nominating process for District Governor, shall designate a past district governor residing in the district to serve as Vice-Governor for the next Rotary year. The sole duty of the Vice-Governor shall be to replace the sitting District Governor in the event of the death, resignation or temporary or permanent inability of the sitting governor to continue to perform the duties of the office as provided in the District By-Laws and Policies. Any candidate for Vice-Governor shall be proposed by a club in good standing in District 5490 and must be in good standing with his or her home club. All candidates must submit to an interview with the Nominating Committee. The Committee shall then appoint the Vice-Governor. The Vice-Governor shall attend all "District Governor Line Continuity Meetings" and should attend other district meetings including committee meetings necessary to maintain a good understanding of the current procedures, programs and issues of the District.

**SECTION F. OTHER COMMITTEES.** The district organization shall be only as extensive as the District Governor deems necessary to the effective promotion of the program of Rotary in the district. The District Governor shall appoint experienced Rotarians as members of or to chair other district committees as deemed necessary for continuity in the district organization.

**SECTION G. REMOVAL OF COMMITTEE MEMBERS.** The District Governor may remove any member of an appointed committee at any time in his/her discretion. If good cause is perceived, the District Governor may remove a sitting member of an elected committee provided the other sitting members of that committee unanimously approve the removal. Any such removal of an elected member and the cause therefore shall be reported by the District Governor to the next District Council on Legislation.

**SECTION H. ATTENDANCE.** Members appointed or elected to committees must agree to attend meetings of those committees and chairmen are to set forth meeting schedules for their committees as early as possible after taking office.

## **ARTICLE IV - DISTRICT MEETINGS**

The District will conduct meetings each year in accordance with all requirements of the Rotary International Manual of Procedure and as set forth in the District Manual of Policies and Procedures.

## **ARTICLE V. - DISTRICT FINANCES**

### **SECTION A. THE DISTRICT 5490 FUND.**

1. The District 5490 Fund shall be comprised of the net assets of the district including all monies, property, equipment and other assets, less all liabilities, whether restricted or unrestricted in its use. The District 5490 Fund shall be for the purpose of financing the activities of the district as authorized by the District Governor's budget, the

District Governor or the Finance Committee under guidelines established within these By-Laws or as set forth in the District Manual of Policies and Procedures.

2. The District 5490 Fund shall be funded by all of the clubs in the district through a per capita levy based on each club's membership as of the immediately preceding June 30 as reported to the district by each club secretary. The amount of the per capita levy shall be based on the District Governor's budget for that fiscal year.

3. The fiscal year for the district will be from July 1 through June 30.

**SECTION B. AUTHORIZED EXPENDITURES.** Monies in the District 5490 Fund may be expended to pay costs and expenses as defined in the District Manual of Policies and Procedures.

**SECTION C. DISTRICT BUDGET.**

1. Each year the District Governor Elect shall submit to the Finance Committee at its midyear meeting a proposed budget for expenditures from the District 5490 Fund. At the same meeting the District Governor shall submit for the approval of the Finance Committee an itemized budget of proposed income and expenditures for the District conference. After review the committee shall recommend the adoption of a district budget for the next fiscal year. The chair of the District Finance Committee shall present the budget recommended by the Finance Committee, at the option of the District Governor-Elect, either to the Presidents-elect at PETS or the District Assembly (in either case the budget to be adopted upon approval by three-fourths of the Presidents-elect present in person or by proxy voted by the designated representative of a President-elect excused from attendance by the District Governor Elect) or to the electors at the District Council on Legislation (in which case the budget shall be adopted upon approval by a majority of the electors present and voting in person.) If to be approved by the Presidents-Elect the District Governor shall provide the proposed budget to all Presidents-Elect at least 30 days prior to such adoption.

2. Any non-budgeted disbursements in excess of 5% of the total annual budget shall be made only upon the approval of the Finance Committee. All other disbursements from the District 5490 Fund shall be made at the discretion of the district Governor.

**SECTION D. DEPOSIT & WITHDRAWAL OF FUNDS.**

1. All monies belonging to District 5490 shall be deposited in the name of "Rotary International District 5490" in one or more accounts in federally insured institutions within the geographic boundaries of the district.

2. Withdrawals or transfers from such account or accounts shall be made by check or electronically only upon properly documented joint approval of the District Governor and either the District Treasurer or the District Secretary.

## **SECTION E. ANNUAL FINANCIAL STATEMENTS.**

There shall be a Review or Audit of the annual financial statements of the district each year by a Certified Public Accountant to be completed within 90 days of the end of the fiscal year which shall be presented to, discussed by and formally approved by the Finance Committee within 90 days of its receipt and posted thereafter on the District Website.

## **ARTICLE VI - AMENDMENTS**

**SECTION A. PROPOSALS.** Any district club or the District By-Laws and Policy Committee may submit to the District Governor one or more proposed amendments to these By-Laws no fewer than 75 days prior to the meeting of the District Council on Legislation. All such proposed amendments from any club shall be promptly submitted by the District Governor to the By-Laws and Policy Committee for review of wording and for their non-binding recommendation of "pass" or "do not pass."

**SECTION B. SUBMISSION.** No fewer than 45 days prior to the District Council on Legislation, the District Governor shall forward to each district club president and Past District Governor copies of all proposed amendments which are consistent with the current Rotary International Constitution and bylaws and in keeping with the spirit and principles of Rotary.

**SECTION C. AMENDMENT.** Any amendments to these By-Laws may be made at the District Council on Legislation by receiving the affirmative vote of three-fourths of the votes cast.

***By-Laws as amended May 25, 2014***