

BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 5050, A NONPROFIT CORPORATION

PART I. DEFINITIONS

- 1.1 In these Bylaws unless the context otherwise specifies or requires:
- (a) "Act" means the *Washington Nonprofit Corporation Act*, Revised Code of Washington, Title 24, all amendments thereto, and includes all successor legislation;
 - (b) "Articles" means the Articles of Incorporation of Rotary International District 5050, a Nonprofit Corporation, filed with the Secretary of State for the State of Washington, and all amendments thereto;
 - (c) "Bylaws" means these Bylaws and all amendments thereto;
 - (d) "District" means the district designated as District 5050 by the board of Rotary International;
 - (e) "District Strategic Plan" means the District 5050 Strategic Plan established in accordance with the policies of Rotary International, and all amendments thereto;
 - (f) "District Policy" means the District 5050 Policy Manual as amended from time to time;
 - (g) "Members" means the Rotary Clubs designated to be in District 5050 from time to time pursuant to the bylaws of Rotary International.

PART II - INTERPRETATION

- 2.1 If any provision of these Bylaws is not in conformity with the constitution, bylaws or policies of Rotary International, as amended from time to time, the terms of the constitution, bylaws, or policies of Rotary International shall prevail at all times.

PART III. DIRECTORS

- 3.1 The Board of Directors shall consist of the following positions:
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| District Governor | District Membership Chair |
| District Governor-Elect | District Communications Chair |
| District Governor-Nominee | District Youth Services Chair |
| Immediate Past District Governor | District Trainer |
| District Finance Chair | Assistant Governor (1) |
| District Rotary Foundation Chair | Rotaractor (1) |
| Vice-Governor | |

- 3.2 The District Governor, District Governor-Elect, District Governor-Nominee Governor, District Finance Chair, District Rotary Foundation Chair, Vice-Governor, District Membership Chair, District Communications Chair, District Youth Services Chair, District Trainer, one Assistant Governor, and one Rotaractor shall be elected or appointed in accordance with the bylaws of Rotary International and the District Policy. The immediate Past District Governor shall hold office ex officio and will have a vote.
- 3.3 The District Governor, District Governor-Elect, District Governor-Nominee, immediate Past District Governor, District Finance Chair, District Rotary Foundation Chair, Vice-Governor, District Membership Chair, District Communications Chair, District Youth Services Chair, District Trainer shall hold office for so long as they hold those positions in the District.
- 3.4 One third-year Assistant Governor will be elected or selected by current Assistant Governors for a period of one year.
- 3.5 One Rotaractor will be elected or selected by current Rotaractors for a period of one year.
- 3.6 If a vacancy should occur in the Board of Directors the same shall be filled in accordance with the bylaws of Rotary International and the District Policy, where applicable, and otherwise by the District Governor, and any Director so appointed shall hold office for the remainder of the term specified in Bylaw 3.3.

**PART IV -ADMINISTRATION OF
DISTRICT**

- 4.1 The affairs of the District shall be managed by the Board of Directors in compliance with the constitution, bylaws and policies of Rotary International, the District Policy, the District Strategic Plan, the lawful directives of Rotary International and resolutions approved by the Members in accordance with the District Policy.
- 4.2 The Board of Directors may establish procedures for managing the affairs of the District as they see fit from time to time and may meet in person, by teleconference, by electronic communication, or otherwise in such a manner that allows participation of all persons present at the meeting. A decision consented to in writing by all of the Directors shall have the same effect as a decision made and recorded at a meeting of the Directors.
- 4.3 A majority of the Directors shall constitute a quorum and the decision of the majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. Provided further, that no decision of the Board of Directors may derogate from the duties and responsibilities of the District Governor as specified by Rotary International, by the District Strategic Plan, and the District Policy, and if any decision shall purport to do so, such decision shall be of no force or effect.

PART V - OFFICERS

- 5.1 The officers of the District shall consist of the District Governor, the District Governor-Elect, the District Secretary and the District Treasurer.
- 5.2 The District Governor and the District Governor-Elect shall hold office by reason of their election or appointment as such pursuant to the bylaws of Rotary International and the District Policy. The District Secretary and the District Treasurer shall hold office at the pleasure of the District Governor for a maximum term ending with the term of office of the District Governor, but eligible for reappointment by a succeeding District Governor.
- 5.3 The Board of Directors may, upon the advice of the District Governor, appoint such other officers or assistant officers as may be deemed necessary from time to time, for terms expiring June 30¹ next following their appointment, but eligible for reappointment upon the advice of the next District Governor.
- 5.4 The District Governor shall be the chief executive officer of the District and shall be the principal person to speak on behalf of the District. The District Governor shall preside at all meetings of the Board of Directors. In the absence of the District Governor, the Vice Governor shall act in such capacity.
- 5.5 The District Secretary, District Treasurer and any other officers appointed pursuant to these Bylaws, shall have the duties and responsibilities assigned to them by the Board of Directors and as may be specified by Rotary International and in the District Policy.

PART VI - ASSISTANT GOVERNORS

- 6.1 Assistant Governors shall be appointed by and hold office at the pleasure of the District Governor for a term ending with the term of office of the District Governor, but eligible for reappointment upon the advice of the next District Governor.
- 6.2 Assistant Governors shall have the duties and responsibilities assigned to them by the District Strategic Plan and by the District Governor from time to time.

PART VII - COMMITTEES

- 7.1 Standing or ad hoc committees of the District shall be established in accordance with the District Policy, the District Strategic Plan, and by the Board of Directors as it deems fit. District Committees shall have the duties and responsibilities assigned to them in the District Strategic Plan, in the District Policy, and by the Board of Directors from time to time.

- 7.2 The chair of a District Committee shall be appointed by and hold office at the pleasure of the District Governor for a maximum term ending with the term of office of the District Governor, but eligible for reappointment by a succeeding District Governor, save and except for Rotary International designated district chairs (such as the District Rotary Foundation Chair) who shall be appointed and hold office in accordance with the policies of Rotary International.
- 7.3 The District Governor, District Governor-Elect and District Governor-Nominee shall be ex officio members of all District committees. In the event that the District Governor is unable or unavailable, then the Vice-Governor shall be an ex officio member in the place of the District Governor.
- 7.4 Subject to the Bylaws, the District Strategic Plan, the District Policy and any direction of the Board of Directors, committees may meet and establish procedures for the fulfillment of their responsibilities as they see fit and may from time to time.

PART VIII- MEETINGS OF MEMBERS

- 8.1 The Annual General Meeting of the District shall be held each year in conjunction with and at the District Conference. The District Governor shall present an annual report of District activities to the members at the Annual General Meeting.
- 8.2 A special meeting of Members may be held in conjunction with and at the District Training Assembly, at the discretion of the District Governor, by a majority vote of the Board of Directors, or by requisition in writing of 50% of the Members delivered to the District Governor.
- 8.3 Members shall be advised in writing of the time, date and place of any meeting of Members by mail, fax, electronic transmission or personal delivery at least twenty-one days prior to the meeting. In the case of a special meeting, the notice shall also specify the purpose for which the meeting is called.
- 8.4 A quorum at meetings of the Members shall be one-third of the Members, represented in person or by proxy.
- 8.5 Voting on any matter shall be conducted in accordance with the bylaws and policies of Rotary International or the District Policy, as applicable. Voting on a matter may also be conducted by and in accordance with the ballot-by-mail procedure prescribed by the bylaws and policies of Rotary International. Unless otherwise specified by the bylaws or policies of Rotary International, or the District Policy, each Member shall be entitled to one vote and the matter shall be decided by a majority of the votes cast
- 8.6 Save and except for voting at the District Conference or as may be otherwise required by the bylaws and policies of Rotary International, or by the District Policy, voting on a matter may be conducted by electronic transmission when so determined by and in accordance with procedures established by the Board of Directors for such vote.

- 8.7 No error or omission in giving notice of any meeting of Members shall invalidate any resolution passed or any proceedings taken at any such meeting where a quorum of Members was present.

PART IX- DISTRICT POLICIES

- 9.1 Policies, plans and procedures respecting the District may be adopted from time to time by resolution of the Members in accordance with the District Policy and provided the same are not inconsistent with these Bylaws, the Articles, and the constitution, bylaws and policies of Rotary International.

PART X - FINANCIAL YEAR

- 10.1 The fiscal year of the District shall correspond with the fiscal year of Rotary International and until changed by Rotary International shall end on June 30.

PART XI-
AMENDMENT

- 11.1 The Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws upon the unanimous affirmative vote of the Directors.

- 11.2 The Members shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws upon the affirmative vote of two-thirds of the Members.

DATED: May 2, 2020