

**RESOLUTION ADOPTING
POLICIES AND GUIDELINES
FOR
ADMINISTERING ROTARY INTERNATIONAL DISTRICT 5280
(AMENDED AND RESTATED EFFECTIVE RY 2020-2021)**

Effective for the Rotary Year beginning July 01, 2020, the Policies and Guidelines for Administering Rotary International District 5280 are amended and restated as set forth in the document attached to this Resolution.

I, Melody St. John, the District Governor of Rotary International District 5280, do hereby certify:

- 1) That I am the duly elected and acting Governor of Rotary International District 5280; and
- 2) That the attached Policies and Guidelines for Administering Rotary International District 5280 (Amended and Restated Effective RY 2020-2021) were adopted via email by the Club Presidents of Rotary International District 5280 on June 12, 2020.

Dated: 6-24-20



Melody St. John
District Governor

**POLICIES AND GUIDELINES FOR ADMINISTERING
ROTARY INTERNATIONAL DISTRICT 5280
(Amended and Restated Effective RY 2020-2021)**

SPECIAL NOTE: The District Governor (“DG”) is charged with the responsibility of presenting a copy of these guidelines to the District Governor Elect (“DGE”), the District Governor Nominee (“DGN”), and the District Governor Designate (“DGD”), and ensuring that they understand them.

PREAMBLE

The activities and organization of Rotary International District 5280 (the “District” or “District 5280”) shall exist solely to help individual Rotary Clubs advance the Object of Rotary and should not tend to diminish services provided by Rotary Clubs and Rotarians on the local level. With the exception of committees specifically recommended by and constituted in the manner prescribed by the Board of Rotary International from time to time, no continuing officers, organization or committees shall be created within the District, which may in any way tend to dilute the authority or responsibility of succeeding District Governors (each a “DG” and in multiples, “DGs”). DGs are encouraged to appoint Rotarians of experience as chairs of District committees. The type and number of District committees should only be as extensive as is necessary to effectively promote the Object of Rotary and ensure the integrity of the District. The Rotary clubs of District 5280 (each a “Club,” and in multiples, the “Clubs”), to ensure continuity, and with the expectation that with an improved understanding of the objectives and operational procedures, have caused to be drawn this document and by a vote of their members present and voting at the District Conference have adopted, and from time to time revised, the provisions contained therein. In absence of a District Conference, refer to Article 14.3.

ARTICLE 1 - DISTRICT FUNCTIONS (GENERALLY)

The required District functions are covered in Article 16 of the Manual of Procedure of Rotary International (“Manual of Procedure”) regarding Rotary Districts. Historically, District 5280 has sponsored other events. In addition, traditionally, certain Club events have been promoted District-wide.

ARTICLE 2 - DISTRICT CONFERENCE

Site selection, planning, and execution of the District Conference and of the District Assembly shall be in accordance with appropriate provisions of the Manual of Procedure. Business sessions of the District Conference shall be conducted in accordance with the chapter of “Rules of Procedure” set forth in the Manual of Procedure.

ARTICLE 3 - DISTRICT ORGANIZATION

3.1 The DG shall have maximum flexibility, within the guidelines of the RI mandated District Leadership Plan, in developing and establishing the District's organizational structure as is appropriate to best achieve the District's goals and objectives. This may include, but is not limited to, appointments of Senior Assistant Governors, Assistant Governors, Governor's Aides or Executive Aides, and District Committee Chairs. The structure suggested by these Guidelines is recommended but not mandated.

3.2 CLUB SIZE DESIGNATION: That the Club Size Designations of "Small", "Medium" and "Large" be designated based on the number of members in the most recent January 1 District Dues Report and be determined by allocating to the "Large" category those clubs with 51 or more members; to the "Medium" category those clubs with 21 to 50 members; and to the "Small" category those clubs with 20 members or fewer.

ARTICLE 4 - STANDING DISTRICT COMMITTEES GENERALLY

4.1 STANDING DISTRICT COMMITTEES: The Standing District Committees may include, but are not limited to: Finance, Policy and Guidelines, Club Service, Community Service, Vocational Service, Youth Service, International Service, New Club Development, Membership, The Rotary Foundation, Nominating/Selection, District Conference, District Assembly and Communications (each a "Standing District Committee" or together, the "Standing District Committees").

4.2 FIRST APPOINTMENTS: The DGE appoints the chairs of Standing District Committees, except the chairs for the Nominating/Selection, Finance and Policy and Guidelines Committees, as soon as practical (See Article 4.3, below for the appointment of the chairs to these three Standing District Committees), and in all events prior to the Rotary International Convention immediately preceding the DGE's term as DG.

4.3 TERMS OF APPOINTMENTS: Chairs of Standing District Committees serve at the pleasure of the appointing DGE in the year in which they are DG. The period of term of office is normally consistent with that served by the appointing DGE in the year in which they are DG.

4.4 COMMITTEE STRUCTURE: (Generally): The Standing District Committee structure normally follows the Avenues of Service. Each Standing District Committee structure shall be determined by the DGE for the year in which they are DG.

4.5 COMPOSITION: Each of the Standing District Committees, other than Finance, and Policy and Guidelines, should be composed of members serving a

one-year term; however, some of the Standing District Committee's leadership positions may be for a multi-year commitment, specifically in the areas of Membership, The Rotary Foundation, New Club Development and International Service. All appointments shall be made only after consent has been obtained from the appointee. Unless otherwise provided under these Policies and Guidelines, a Rotarian may serve as a member of a Standing District Committee for an unlimited number of consecutive years, but only at the pleasure of the DG.

4.6 STANDING DISTRICT COMMITTEE CHAIRS: All Standing District Committee chairs shall be subject to the appointment and direction of the DG and shall report to the DG at such times as the DG may direct. A Rotarian may not serve more than three consecutive years as a chair of any single Standing District Committee, unless otherwise requested to do so by a DGE for purposes of maintaining continuity.

ARTICLES 5 - POLICIES AND GUIDELINES COMMITTEE

5.1 PURPOSE: This Policies and Guidelines Committee (at times, the "Committee"), while advisory in nature, is empowered to discuss, analyze, and report on strategic issues or topics and recommend changes to existing policies and guidelines that are related to the successful long-term operation of District 5280. Its purpose is to provide continuity of planning to the District, examining specific problems and potential changes without the pressure of immediate implementation.

5.2 COMPOSITION: The Policies and Guidelines Committee consists of a representative cross section of the membership of District 5280. It shall consist of the following individuals: Twelve Rotarians, preferably past presidents, who are members in good standing of Rotary Clubs within District 5280, and as ex-officio members, the immediate Past District Governor ("IPDG"), the DG, the DGE, the DGN, and the District's General Counsel.

5.3 INTRODUCTION OF MATTERS TO BE ADDRESSED BY THE COMMITTEE: Matters may be referred to the Chair of the Policies and Guidelines Committee by members of the Committee, the DG, DGE, DGN, the Council of PDGs, Club Presidents, or at any duly authorized District meeting at which all clubs are represented (e.g., District Leadership Breakfasts, the District Assembly, and the District Conference).

5.4 COMMITTEE CHAIR: The IPDG shall serve as Chair. If the Chair should be unavailable due to death, illness, lack of membership in good standing of a District 5280 Rotary Club, or declines to serve, and the previous year's Chair is unavailable for any reason, the honor and duty should be passed on to the next most recent PDG preceding the IPDG who is not then a member of the Policies and Guidelines Committee and who is available and consents to serve.

5.5 SELECTION OF MEMBERS: Each year at the end of the DG's term, the DG shall appoint six Rotarians, each representing one of the six geographical areas outlined in "Geographical Areas" (See Article 5.11, below) to serve a term of two years. The ex-officio members shall be selected because of their office.

5.6 TERMS OF OFFICE: The twelve Rotarians shall each serve a term of two years. One member representing each geographical area will retire each year. Members who have fulfilled a full two-year term will not be eligible for appointment to a second consecutive term; however, the DG may ask a member who is terming out to remain an additional one year as a nonvoting member for the purpose of completing an unfinished task. The ex-officio members are eligible to serve for the term of their office.

5.7 RESIGNATIONS - (MID-TERM APPOINTMENTS): If an appointed member resigns mid-term, the Chair will ask the resigning member to suggest names to be considered as a replacement. At the following meeting of the Committee the candidates will be discussed, and a decision made selecting the top two candidates. The Chair will call the candidates in order of priority set by the Committee, adding the first candidate to accept to the Committee as the new member. A member added mid-term serves the balance of the term of the person replaced and may be appointed to serve a full succeeding term of two years.

5.8 DUTIES OF THE CHAIR: The Chair shall:

5.8.1 Calendar Meetings. Call and chair meetings at least semiannually or more frequently upon request of the DG, the Chair, or the members of the Committee.

5.8.2 Set Meeting Place and Agenda. Arrange the meeting site, times, manner of meeting (if other than in person, through an acceptable digital media) and agenda for each meeting with the input of the Committee, the Clubs, or the DG, and publish the notice of the meeting and its agenda for the Committee members and the Club presidents.

5.8.3. Preside at Meetings: The Chair shall preside over the meeting and will use "Robert's Rules of Order" in settling any questions of procedure.

5.8.4 Appoint a Secretary of the Policies and Guidelines Committee: From among the members of the Committee, the Chair will request that one member accept the appointment as the Secretary of the Committee, who will be responsible for keeping notes of the meetings based upon the written agenda and discussions had. As well, the Secretary will be present at the District Conference and the business meeting, taking notes and transcribing them into adopted resolutions with changes, if any, to be made to these Policies and Guidelines.

5.8.5 Form Sub-Committees. Designate such sub-committees, as the Chair or the Committee deem necessary and useful to pursue the sub-committee's objectives.

5.8.6 Publish Committee Recommendations. Cause recommendations of the Committee to be submitted in writing to the DG, Club presidents, the Council of PDG's, and the District assembled as a whole, as the Chair deems necessary or appropriate.

5.9 QUORUM: A quorum shall consist of a majority of the voting members of the Committee.

5.10 VOTING: All Committee members, including ex-officio members, except the Chair and the District General Counsel, shall have a vote. In the event of a tie vote of voting members, the Chair shall vote to break the tie. Any action taken upon motion of the Committee shall require a quorum of members to be present and must be passed by a simple majority of those voting.

5.11 GEOGRAPHICAL AREAS:

5.11.1 Area 1 (12 Clubs) - Northern Area. Beverly Hills, Century City, Downtown LA, Historic Filipinotown, Hollywood, Koreatown, Los Angeles, Rancho Park, Thai Town, Westwood Village, Wilshire, Little Tokyo.

5.11.2 Area 2 (11 Clubs) - Airport Area. Culver City, El Segundo, Carson-Gardena-Dominguez, Inglewood, Pacific Palisades, Santa Monica, Playa Venice, Westchester, Hawthorne-LAX-Lennox, Latinos Unidos, Malibu.

5.11.3 Area 3 (11 Clubs) - South Bay Area. Colombo Americano, Lawndale, West Torrance, Manhattan Beach, Palos Verdes Sunset, Palos Verdes Peninsula, Redondo Beach, San Pedro, South Bay Sunrise, Torrance-Del Amo, Hermosa Beach.

5.11.4 Area 4 (10 Clubs) - Eastern Area. Bellflower, Downey, Lynwood, Paramount, Rio Hondo-Vernon, South Gate, Southwest Los Angeles, Crenshaw Park Hills Heights, Wilmington, Compton.

5.11.5 Area 5 (9 Clubs) – South and East Valley Area. Glendale Noon, Glendale Sunrise, Burbank Noon, Burbank Sunrise, Northeast Los Angeles, Sunland Tujunga, San Fernando Valley Evening, Studio City/Sherman Oaks, Greater Van Nuys.

5.11.6 Area 6 (7 Clubs) – North and West Valley Area. Santa Clarita Valley, Santa Clarita Sunrise, Granada Hills, West San Fernando Valley, Calabasas, Woodland Hills, LA Cedars.

5.12 AREA BALANCING: In order to keep each Area approximately the same number of Clubs, the Areas should be balanced from time to time with the advent of new Clubs or the demise of Clubs. Such realignment shall be proposed by the Policies and Guidelines Committee and shall be confirmed by a vote of the members present at the Business Session of the next District Conference.

ARTICLE 6 - FINANCE COMMITTEE

6.1 RESPONSIBILITIES: The Finance Committee shall undertake the following duties:

6.1.1 Budget: Receive from the DGE the proposed budget for the next Rotary Year and ratify the publication of the District budget. The District budget must be presented to the incoming Club presidents at least four weeks before the District Assembly for their approval at that meeting, or four weeks before any other scheduled meeting of the incoming Club presidents that is held prior to the beginning of the Rotary Year.

6.1.2 Financial Review: Prepare and approve an annual District financial review.

6.1.3 Preliminary Financial Report: Publish an annual preliminary year-end financial report, which must be given to all Club presidents in the District. This should be published as soon as possible, but no later than three months after the end of the Rotary Year of the IPDG.

6.1.4 Independent Financial Statement Review: Annually cause the District's financial records and statements to be reviewed by an independent accountant. The prior year's reviewed report, which will include a report of the findings and any recommendations for improvements, shall be provided to the Club presidents for their information at least 30 days before the District Conference.

6.1.5 Long Range Statement Planning: Prepare long-range financial plans and surveys that will be useful to the Finance Committee in establishing income and expense projections.

6.1.6 District Reserve Fund: Review at least annually, or more often if desirable, the amount of money in the District Reserve Fund (See Article 7.4, below). At the end of the Rotary Year the Finance Committee will allocate to the District Reserve Fund those funds received as income in excess of expenditures for that Rotary Year. The above allocation will be noted, and the financial statement issued by the Finance Committee will affect the balance of the District Reserve Fund. (See also Article 7.4, below)

6.1.7 District Bank Accounts: Examine all District bank accounts (See also Article 7.1, below)

6.1.8 Monitoring and Oversight: Provide oversight and monitor control of all District financial accounts.

6.1.9 Meetings: Meet at least semiannually, or more frequently upon request of the DG, the Chair, or the Finance Committee members, to receive a current District 5280 financial report from the Treasurer and conduct such other business and to receive and prepare such other reports as the Finance Committee deems useful in discharging its responsibilities.

6.2 COMPOSITION:

6.2.1 Voting Members: The Finance Committee shall consist of the following voting members: Six representative Rotarians appointed for staggered three-year terms (See Article 6.3, below) and the following voting ex-officio members: the DG, the DGE, the DGN and the current District 5280 Treasurer.

6.2.2 Chair: The IPDG shall serve as Chair. The IPDG, as the Chair, shall only have a vote in case of a tie or if a vote is necessary for a quorum. When the Chair is temporarily absent, the most senior of the six Rotarians serving a three-year term shall serve as acting Chair.

6.2.3 Additional Ex-Officio Members: Additional non-voting ex-officio members shall consist of the following: the immediate past District 5280 Treasurer, the Treasurer Designate of the DGE, the Treasurer Designate of the DGN, and the District General Counsel. The Rotary Foundation Committee Stewardship Sub-Chair and the District 5280 Charitable Foundation Chair shall each be added to the Finance Committee in a non-voting capacity, so as to act as a liaison between the Rotary Foundation Committee and the District 5280 Charitable Foundation Committee, respectively, on the one hand, and the Finance Committee, on the other hand.

6.2.4 Eligibility: To be eligible to serve on the Finance Committee, a member must be a member in good standing of a District 5280 Rotary Club and have satisfied the attendance requirements at the member's own Club.

6.3 APPOINTMENT OF SIX REPRESENTATIVE ROTARIANS

6.3.1 Qualifications: The six Rotarians, in addition to being members in good standing of District Clubs, ideally a member should be a CPA, a

finance professional, a professional with substantial financial background and experience, or a Rotarian with financial reporting and control experience gained through business or education.

6.3.2 Three-year Staggered Terms and Selection from Club Size

Categories: The six Rotarians each shall serve a single three-year term. Their terms will be staggered, with two retiring at the end of each Rotary Year. Two new members will be appointed each year by the DGE to serve a three-year term so that the composition of the Finance Committee shall have one representatives from each of the geographical areas used by the District, as is applicable for that Rotary Year.

6.3.3 Term Limits: Members who have fulfilled a full three-year term will not be eligible for appointment to a second consecutive term, unless such member is also the IPDG, in which event they will serve as Chair of the Finance Committee (See Article 6.2.2, above). However, a Rotarian appointed to fill an unexpired term of shorter than three years may be eligible for appointment to a full three-year term.

6.4 APPOINTMENT OF EX-OFFICIO MEMBERS AND TERMS:

6.4.1 Treasurer: The treasurer will be appointed by the DG and shall serve at the DG's pleasure.

6.4.2 Qualifications: The ex-officio members shall be deemed qualified by virtue of their office.

6.4.3 Terms: The ex-officio members will serve on the Finance Committee for the term of their office.

6.5 DUTIES OF THE FINANCE COMMITTEE CHAIR: The chair shall:

6.5.1 Calendar Meetings: Arrange the meeting site, times, manner of meeting (if other than in person, through an acceptable digital media), the agenda for each meeting with the input of the Finance Committee members or the DG, and publish the notice of the meeting and its agenda for the Finance Committee members and the Club presidents.

6.5.2 Preside at Meetings: The chair shall preside over the meeting and will use "Robert's Rules of Order" in settling any questions of procedure.

6.5.3 Appoint a Secretary of the Finance Committee: From among the members of the Finance Committee, the Chair will request that one member accept the appointment as the Secretary of the Committee, who will be responsible for keeping notes of the meetings based upon the written agenda and discussions had. As well, the Secretary will be

present at the District Conference and the business meeting, taking notes and transcribing them into adopted resolutions, if any, to be taken into account by the Finance Committee.

6.5.4 Form Sub-committees: Designate such sub-committees as the chair or the Finance Committee deem necessary or useful to pursue the sub-committee's objectives.

6.5.5 Publish Committee Recommendations. Cause recommendations of the Finance Committee to be submitted to the DG, the Club presidents, the Policy and Guidelines Committee, the Strategic Planning Committee, the Council of PDGs, and the District assembled as a whole, as appropriate.

6.6 RESPONSIBILITIES OF THE TREASURER: The treasurer shall undertake the following duties:

6.6.1 Financial Statements: Prepare monthly or quarterly financial statements, including any and all accounts receivable and accounts payable, and such other information as may be requested by the DG or the Finance Committee.

6.6.2 Financial Reports: Present a quarterly financial report to the Finance Committee, or more often than quarterly as may be requested by the DG or the Finance Committee.

6.6.3 Oversight: Oversee all District accounting

6.6.4 Standing District Committee Budgets: Be responsible for ensuring detailed budget reports be prepared by or on behalf of each of the District Standing Committees and, prior to approval of any costs, for each major District event.

6.6.5 District Major Event Budget Reconciliation: Request from each District Standing Committee, with respect to each major District event, a budget reconciliation report detailing the costs of the event and the event income, which will be completed and presented to the Treasurer within three months of the completion of the major District event for which the budget reconciliation report is prepared and presented.

6.6.6. Corporate Compliance by the District: On an annual basis, for each Rotary Year, assure that the District is in compliance, in all respects, with any and all filings required by any and all governmental agencies, including with respect to the District as a California corporation, as well as the filing of any and all tax returns and the payment, if required, of any

taxes or fees relating thereto and arising therefrom from time to time as may be required by federal or state taxing authorities.

6.7 QUORUM: A quorum of the Finance Committee shall consist of a majority of the voting members. (See Article 6.2.2, above, as to when the IPDG may be counted for a quorum.)

6.8 VOTING: Any action will require a quorum be present to vote and must be passed by a simple majority of those voting (except with respect to the matters discussed in Article 7.4.1).

6.9 INABILITY TO SERVE:

6.9.1 Chair: If the IPDG should be unavailable due to death, illness, lack of membership in good standing of a District Rotary Club, or declines to serve, and the previous year's chair is unavailable for any reason, the honor and duty would be passed on to the next most recent PDG preceding the Chair who is not then a member of the Finance Committee and who is available and consents to serve.

6.9.2 Representative Rotarian Member. Should a representative Rotarian be unavailable due to death, illness, or lack of membership in good standing of a District 5280 Rotary Club, or declines to serve, the replacement representative member shall be appointed by the PDG who appointed the original representative. The replacement representative member shall serve for the remaining balance of the original three-year term. If the original appointing PDG is not available due to death, illness or lack of membership in good standing of a District 5280 Rotary Club, then, the next most recent PDG preceding the appointing PDG who is not then a member of the Finance Committee shall make the replacement appointment.

ARTICLE 7 - FINANCIAL MANAGEMENT

7.1 BANK ACCOUNTS: All bank accounts of the District and the Standing District Committee shall be maintained in a federally insured depository institution maintaining a branch within District 5280.

7.1.1 Separate Bank Accounts. Any Standing District Committee wishing to have its own bank account (See Article 7.1, above): must first obtain the written approval of the DG and the Finance Committee; must timely provide the DG and the Finance Committee with copies of monthly bank statements; and at the end of the Rotary Year must provide the Finance Committee with a financial statement detailing income and expenses, supported by adequate documentation.

7.1.2. The Rotary Foundation. The Rotary Foundation funds remaining in the District should be kept in a separate account and may be used for The Rotary Foundation Committee's promotional expenses, which expenses are subject to reporting to the Finance Committee (See Article 7.1.1, above).

7.2 ROTARY INTERNATIONAL FUNDS (DG's expenses): Funds furnished to the District or the DG to reimburse the DG's expenses shall become a part of the District General Funds. At the end of the DG's Rotary Year it is the responsibility of the DG to complete any and all forms required by Rotary International to obtain all of the expense reimbursement the District or the DG is entitled to receive.

7.3 REVIEWS: The cost of professional assistance in preparing reviews and other financial matters shall be borne by the District.

7.4 DISTRICT RESERVE FUNDS: The District shall maintain District Reserve Funds in the amount of \$100,000.00 or 50% of the annual dues paid to the District from the Clubs, whichever is greater. These funds shall be referred to as the "District Reserve Funds". All remaining surplus at the end of the Rotary Year shall be credited to the District Reserve Funds. District Reserve Funds may be used for the following District related items only: operations, programs, or capital outlays. The following guidelines shall apply for use of District Reserve Funds (exception 7.4.4).

7.4.1 Written Approval for Withdrawal from District Reserve Funds: Funds may not be taken from the District Reserve Funds without the written approval of at least six (6) of the voting members of the Finance Committee.

7.4.2 Form of Written Approval. This written request for approval to withdraw money from the District Reserve Funds must designate the amount of the funds to be withdrawn, the purpose of the funds, the method of repayment, if any, to the District Reserve Funds, and the signatures of all members approving the action.

7.4.3 Permanent Record. This written approval shall be made a permanent part of the District financial records.

7.4.4 District Governor Discretionary Access. The DG shall have discretionary use of the District Reserve Funds, solely for District purposes, subject to the following: The maximum amount of such DG discretionary use per Rotary Year shall be 10% of the amount of the District Reserve Funds which exceeds the minimum amount required to be maintained by the District as set forth in Section 7.4 above; the DG shall submit

such request for discretionary funds directly to the District Treasurer in writing by paper or in electronic form; and the amount of funds used by the DG pursuant to this paragraph shall not be included in the District Budget as a line item.

7.5 ADDITIONAL GUIDELINES FOR THE FINANCIAL MANAGEMENT OF DISTRICT FUNDS:

7.5.1 DG's Expenses. District Funds are used to cover the incumbent DG's expenses for visitation trips within the District. The current amount should be determined by the Finance Committee and placed in the budget.

7.5.2 President Elect Training Seminar. District Funds may be used to cover hotel, meals, and registration costs of attending PETS by the DGN, DGE, DG, Senior Assistant Governors, Assistant Governors, and the Governor's Aides.

7.5.3 Zone Institute. District Funds may be used to cover air travel by the lowest possible fare on a scheduled airline (or equivalent), registration, official meals, and hotel costs of attending the Zone Institute by the DG, DGE, DGN, and at the DG's discretion, selected District leaders chosen by the DG to attend the Zone Institute, and their respective partners.

7.5.4 International Assembly. District Funds may not be used to cover costs incurred by the DGE or their partner for attending the International Assembly, as RI covers that cost for the DGE and one-way travel for their partner. District Funds may not be used for exchanged gifts with other participants, personal cards or transportation of personal items.

7.5.5 International Convention (attended by DG and DGE). District Funds are used to cover the actual costs incurred by the DGE and their partner to attend the International Convention preceding the DGE's term of office as DG. District funds may be used to pay the expenses of the DG and their partner to attend the International Convention held in the Rotary Year in which they are the DG. Such actual costs for the DGE, DG and their respective partners may include lowest possible fare on a scheduled airline or equivalent, registration, hotel room and official meal functions.

7.5.6 Meals and Registrations. (District events other than District Conference). Meals and registration costs may be covered by District Funds for the DG and their partner at any District sponsored event. Normally, hotel and hospitality room costs are covered by the hotel at no cost to the District.

7.5.7 Meals and Registrations (District Conference). Meals and registration costs of the DG, the District Conference chair, and their

respective partners, shall be covered by District Funds and, budget permitting, for the DGE and their partner. The District Conference chair should attempt to procure from the hosting venue complimentary hotel and hospitality rooms that would be made available, first for use by the DG, the District Conference chair and their respective partners, and if any remain, the DGE and their partner, and, thereafter, to the DG to be allocated at the DG's discretion. Notwithstanding the District Conference chair's best efforts, if the venue does not so provide, District Funds may and should be allocated such that complimentary hotel and hospitality rooms may and should be made available for use by each of the DG, the Conference Chair, and their respective partners, and budget permitting, for the DGE and their partner, as well. District Funds are not to be expended on refreshment costs for the DG's reception at the District Conference. The DG's annual budget submitted to the Finance Committee as the DGE (See, Article 6.1.1) should include, among other things, an allocation for the DG's expenses incurred for the District Conference ("District Conference Expenses"), which District Conference Expenses may include, without limitation: (1) the DG's reception at the District Conference; (2) expenses for the RI President's representative and their partner for registration, hotel, meals and gifts for each; and (3) expenses for speaker(s) (not including their partner) for travel, room, meals and a gift. RI discourages the practice of paying from District Funds stipends to District Conference speakers and, therefore, discretion must be used in allocating funds for the speaker for such purpose. No overage on room costs at the District Conference will be paid from District Funds.

7.5.8 Global Scholars and Vocational Training Team ("VTT") members at District Events. Subject to review and approval by the DG and District Conference chair (if applicable), scheduled hotel and meal costs of incoming and outgoing Global Scholars and VTT members attending required District events should be paid from District Funds. The Finance Committee should be provided, as early as possible, with an estimated budget for such expenses.

7.5.9 Gifts. The budget submitted by the DGE (See Article 6.1.1) should include an allocation (separate from the District Conference Expenses) for the cost for gifts to District officers, Committee chairs, and others who have been particularly helpful to the DG throughout their Rotary Year.

7.5.10 DG's Pin. District Funds may and should be allocated and paid to cover the cost of a Past Governor's pin for the outgoing District Governor.

7.5.11 Startup Costs. District Funds should be budgeted to provide the DGE with an adequate amount to cover start-up costs as the DG. The allocated amount should be made available soon after the start of the DG's Rotary Year and amounts expended by the new DG should be supported by vouchers or other evidence.

ARTICLE 8 - NOMINATING AND SELECTION COMMITTEE

8.1 DUTIES: From September 1st to January 31st, the Nominating and Selection Committee ("Nominating/Selection Committee") will:

8.1.1 Review Applications. Receive and review all applications (each, an "Candidate" or together, the "Candidates") for DG in order to ascertain that each applicant is qualified for the position as District Governor. The Nominating/Selection Committee may determine that additional applications should be solicited.

8.1.2 Visit to the Nominating Club. Prior to the interview with the Candidate, two members of the Nominating/Selection Committee shall visit with the president and a member of the nominating Club to review the credentials of the Candidate nominated by the Club and to inform the Club of its responsibilities during the term of the DG should that person be selected.

8.1.3 Conduct Interviews. The Nominating/Selection Committee shall conduct personal interviews with all qualified Candidates.

8.1.4 Best Rotarian for the Position. The Nominating/Selection Committee shall not be limited in its selection of a District Governor to those names submitted by Clubs in the District. The Nominating/Selection Committee shall nominate the best qualified Rotarian who is available to serve as District Governor. Notwithstanding the foregoing, when a Club fails to suggest a Rotarian to the Nominating/Selection Committee as a Candidate for District Governor, or when an Candidate fails to obtain the written endorsement of their Club, the Nominating/Selection Committee shall investigate the reasons the Club has failed to suggest or endorse the Candidate by interviewing both the Candidate and all appropriate representatives of the Club, including, but not limited to, the Club president. The Nominating/Selection Committee shall make appropriate findings concerning the circumstances investigated and shall consider such findings in determining the best qualified Rotarian available in the District to serve as District Governor.

8.1.5 Search. Seeking out qualified Rotarians in District 5280 for the office of District Governor through all means available, including verbal announcements, the DG's newsletter and personal contact.

8.1.6 Encouragement. Encouraging qualified Rotarians to submit their applications to the Nominating/Selection Committee for the Rotary Year following that of the DGN.

8.1.7 Application Forms. Supplying the required forms to all interested Rotarians.

8.2 COMPOSITION: The Nominating/Selection Committee shall be composed of thirteen (13) members selected as follows: (A) the current DG, the DGE, and the DGN; (B) the four (4) most recent Past District Governors of District 5280; and (C) six (6) District 5280 Club representative members who have previously served as Club president. Each of the members of the Nominating/Selection Committee will serve for a term of one (1) year with these restrictions.

8.2.1 Eligibility. To be eligible to serve on the Nominating/Selection Committee, one must be a member in good standing of a Rotary Club in District 5280 and have satisfied the attendance requirements for that Rotary Club. However, at no time can more than two members of the same Club serve on the Nominating/Selection Committee concurrently. Additionally, in order to be eligible to serve on the Nominating/Selection Committee, the Club members must participate in a training program that will be conducted by the District, in which a discussion will be held relative to the significance of work experience in the District as well as the requirement of confidentiality and interview techniques.

8.2.2 No Conflicts of Interest. Further, a Nominating/Selection Committee member whose Club is sponsoring an Applicant for the office of DG shall be ineligible to serve on the Nominating/Selection Committee. The method of choosing the Clubs for representation on the Nominating/Selection Committee are as described in Article 8.2.4, below.

8.2.3 Chair. The Chair of the Nominating Committee will be the most senior of the four Past District Governors on the Nominating/Selection Committee.

8.2.4 Club Representative Member. The District 5280 Clubs from which representatives will be appointed to the Nominating/Selection Committee shall be drawn at random in the appropriate Rotary Year from a pool of all District 5280 Clubs. These Clubs will be chosen from a pool of all District 5280 Clubs, with the selection of six primary Clubs plus six alternate Clubs. The six Clubs will be chosen without regard to Club size but must be a Club in good standing with Rotary International and District 5280, in addition that the current Club president will have attended the most recent PETS and the Club leadership will have attended the most recent District Assembly. Each Club so selected will be entitled to appoint a representative to the Nominating/Selection Committee, which representative must not have served previously as a Rotary District Governor. If any of the initial six Clubs is unable to provide such a representative by thirty (30) days prior to the

meeting of the Nominating/Selection Committee to select the District Governor Designate, the first alternate Club will be invited to fill the empty seat, and so on, until all empty seats are filled. Each Club that is represented on the Nominating/Selection Committee throughout the selection process, or which declines to appoint a representative when entitled to do so, will be withdrawn from the pool of Clubs for selection by random drawing in each succeeding Rotary Year until all Clubs have been represented on the Nominating/Selection Committee throughout the selection process, or have declined to serve. When each of the Clubs has been represented on the Nominating/Selection Committee throughout the selection process or has declined to appoint a representative when entitled to do so, the Clubs shall be placed in the pool of Clubs to be drawn by lot in the next Rotary Year.

8.3 INABILITY TO SERVE.

8.3.1. Chair. The Chair of the Nominating/Selection Committee will be the most senior of the four PDG's on the Nominating/Selection Committee, with the following exception: If the Chair should be unavailable due to death, illness, lack of membership in good standing of a District 5280 Rotary Club, or declines to serve, and the previous year's Chair is unavailable for any reason, the honor and duty would be passed on to the most recent PDG preceding the Chair who is not then a member of the Nominating/Selection Committee and who is available and consents to serve.

8.3.2 Past District Governor, Other Than the Chair. If a PDG on the Nominating/Selection Committee should be unavailable due to death, illness, lack of membership in good standing of a District Rotary Club, declines to serve or is ineligible due to conflict of interest, the PDG member will be replaced for the duration of the nominating Rotary Year by the most recent PDG preceding the Chair who is not then a member of the Nominating/Selection Committee and who is available and consents to serve.

8.3.3 Club Representative Member. Should the Club representative be unavailable due to conflict of interest, death, illness, lack of membership in good standing of a District 5280 Rotary Club, or declines to serve, the Club representative member will be replaced for the duration of the nominating Rotary Year by the first alternate from a Small, Medium or Large Club, as applicable. If such alternate is unable to serve, then the Club representative will be replaced by the second alternate.

8.3.4 Permanent Unavailability. If the PDG who is unavailable is permanently unavailable for future Rotary Years to serve on the Nominating/Selection Committee, the Chair of the Nominating/Selection Committee will continue to serve as Chair for an additional Rotary Year,

so that the normal progression of the Nominating/Selection Committee members to the office of Chair will not be changed.

8.4 VOTING AND QUORUM: The Nominating/Selection Committee cannot act with less than twelve (12) members of the active thirteen (13) members.

8.5 COMMITTEE OPERATION: The operation of the Nominating/Selection Committee and the election of a District Governor Designate shall be in accordance with prescribed procedures set forth by Rotary International and set forth in Article 9, below.

ARTICLE 9 - NOMINATION AND ELECTION OF DISTRICT GOVERNOR

9.1 NOTIFICATION AND APPLICATION:

9.1.1 DG's Responsibilities. The DG's office shall be responsible for:

9.1.1.1 Application Deadlines. Establishing the deadline for receipt of all completed applications by the Chair of the Nominating/Selection Committee. This deadline may be any time after July 1st and before November 30th, three years preceding the Rotary Year that the term of the successful applicant will begin as DG.

9.1.1.2 Notices and Administrative Assistance. Notifying the Nominating/Selection Committee members of any and all meetings authorized or requested by the Nominating/Selection Committee chair and providing any other administrative or secretarial assistance as reasonably requested by the chair of the Nominating/Selection Committee.

9.1.1.3 Applications. Providing copies of all applications and the supporting material provided by the Candidates to the Nominating/Selection Committee members.

9.1.1.4 Calendaring Meetings. Establishing mutually acceptable times and locations for the Nominating/Selection Committee to interview all candidates, providing such time is at least 5 days after the deadline for receipt of the applications and is not later than January 31st.

9.1.2 Sponsoring Club's Responsibilities. The officers of the Club sponsoring a Candidate shall take the primary responsibility for verifying the accuracy of the statements contained in a Candidate's resume and will attest to the active involvement of the Candidate in the activities listed.

9.1.3 Candidate's Responsibilities. The Candidate is responsible for providing to the Nominating/Selection Committee with all the requested forms, properly signed, and a complete resume/curriculum vitae of the Candidate's Rotary Club leadership experience, community service activities, community service outside of Rotary, if any, and the Candidate's educational and professional experience.

9.1.3.1 Candidate Participation in the Foundation. From the time the Candidate is nominated by the Nominating/Selection Committee (when the Candidate is known as the DGN Designate or the "DGND"), through June 30 of the Year immediately preceding the Rotary Year the Candidate is to serve as DG (when the Candidate is known as the DGE), the Candidate will actively participate with the Rotary District 5280 Foundation chair and The Rotary Foundation team to assist in the solicitation of contributions to the Rotary Foundation.

9.1.3.2 Candidate Engaging with or Observing District Leadership. From the time the Candidate becomes the DGND, through June 30 of the Year immediately preceding the Rotary Year the Candidate is to serve as DG (when the Candidate is known as the DGE), the Candidate will observe, interact and engage with current District Leadership and actively participate in the events of the District, attend such meetings with the DG, the DGE and the DGN, as the DG deems appropriate during such period.

9.1.3.3 Candidate Refrain No. 1. From the time the Candidate becomes the DGND, until April 1 of the second Rotary Year preceding the candidate's term as District Governor (when the Candidate is then known as the DGN), the Candidate will refrain from the appointment of, and meetings with a prospective District Conference chair, Rotary Foundation major event chair, District 5280 Foundation chair (if such position is open during the candidate's term as District Governor) and District 5280 International Service Committee Humanitarian Trip chair.

9.1.3.4 Candidate Refrain No. 2. From the time the Candidate becomes the DGND, until October 1 of the Rotary Year immediately preceding the candidate's term as District Governor (when the Candidate is then known as the DGE), the Candidate will refrain from the appointment of, and meetings with, all other prospective members of the District leadership team, including, but not limited to, Senior Assistant Governors, Assistant Governors, trainers, and Standing District Committee chairs and any prospective members of those Standing District Committees.

9.1.3.5 Candidate Refrain No. 3. From the time the Candidate becomes the DGND, until January 1 of the Rotary Year immediately preceding the candidate's term as District Governor (when the Candidate is then known as the DGE), the Candidate will refrain from preparation for, and conducting or allowing meetings in connection with, the District Assembly, which is to take place during the Rotary Year immediately preceding the candidate's term as District Governor.

9.1.3.6 Candidate Refrain No. 4. From the time the Candidate becomes the DGND, until April 1 of the Rotary Year immediately preceding the candidate's term as District Governor (when the Candidate is then known as the DGE), the Candidate will refrain from conducting or allowing meetings in connection with any other activity or the formation of any committee pertaining to the Rotary Year during which the candidate will serve as District Governor;

9.1.3.7 Candidate Refrain No. 5. From the time the Candidate becomes the DGND, until after the Zone Institute held during the second Rotary Year preceding the candidate's term as District Governor (when the candidate is known as the DGN), the Candidate will refrain from disclosing or announcing the appointment an Executive Aide.

9.2 CHALLENGE AND ELECTIONEERING. An unchallenged Candidate will be deemed elected to the position of DG Designate to become the DGN in the Rotary Year following the Rotary Year in which they were nominated.

9.2.1 Notice of Candidacy. Upon selection of a Candidate, in accordance with the RI Bylaws, as amended or revised, the DG will give written notice to the Clubs of the selection of a Candidate as the District Governor Designate.

9.2.2 Challenge. A challenge to the nomination of a Candidate can only be made to the Nominating/Selection Committee by the Club of an unsuccessful Candidate following the procedures set forth in Article 14 of the RI Bylaws, as amended or revised.

9.2.3 Electioneering. Electioneering by a Candidate or by others on their behalf is not allowed and is covered under the RI Bylaws, as amended or revised.

ARTICLE 10 - DISTRICT GOVERNOR NOMINEE INTERNSHIP

During the balance of the Rotary Year in which the District Governor Designate is nominated, and after the challenge period has expired (See RI Bylaws, as

amended or revised), the District Governor Designate will serve an internship with the incumbent DG and shall carry out such duties as the DG requests or directs.

ARTICLE 11 - ROTARY INTERNATIONAL CONSTITUTION AND BY-LAWS

Any portion of these Articles in conflict with any provision of the Rotary International Constitution or Bylaws are null and void, and the RI Constitution or Bylaws, as the case may be, will prevail. The provisions of Article 16.050 of the RI Bylaws, as amended or revised, will govern voting procedures at the District Conference or District Assembly.

ARTICLE 12 - STRATEGIC PLANNING COMMITTEE

12.1 PURPOSE. The Strategic Planning Committee is responsible for development and maintenance of the District Strategic Plan, a comprehensive statement of goals and operations within District 5280. The nature and purpose of the District Strategic Plan is to provide foresight, continuity, consistency, and integration for effective and efficient conduct of all operations in pursuit of goals for the District. The Strategic Planning Committee provides consultation to District leadership on strategic objectives and tactical operations. The Strategic Planning Committee has authority to review, analyze, and report on any and all strategic and tactical issues affecting District 5280. The Strategic Planning Committee may recommend changes to existing policies and guidelines. (See Addendum 1)

12.2 COMPOSITION. The Strategic Planning Committee shall consist of:

12.2.1 Four District leaders shall serve as members of the Strategic Planning Committee during their term of office: IPDG, the DG, the DGE and the DGN.

12.2.2 From time to time, at the discretion of the DG, a Rotarian with notable professional experience and expertise in strategic planning may be appointed to the Strategic Planning Committee for a nonrenewable three-year term of office. If deemed necessary or desirable, a different Rotarian with the noted qualification may then be appointed for the following three years.

12.3 DUTIES OF THE CHAIR. The chair shall:

12.3.1 Calendar Meetings. Call and chair meetings at least semiannually or more frequently upon request of the DG, the Chair, the Strategic Planning Committee members, the Clubs, for the purpose to evaluate the Strategic Plan and render recommendations based on that evaluation.

12.3.2 Set Meeting Place and Agenda. Arrange the meeting site, times, manner of meeting (if other than in person, through an acceptable digital media) and agenda for each meeting with the input of the Strategic Planning Committee, the Clubs, or the DG, and publish the notice of the meeting and its agenda for the Committee members and the Club presidents.

12.3.3 Preside at Meetings: The chair shall preside over the meeting and will use "Robert's Rules of Order" in settling any questions of procedure.

12.3.4 Appoint a Secretary of the Strategic Planning Committee: From among the members of the Strategic Planning Committee, the chair will request that one member accept the appointment as the Secretary of the Committee, who will be responsible for keeping notes of the meetings based upon the written agenda and discussions had. As well, the Secretary will be present at the District Conference and the business meeting, taking notes and transcribing them into adopted resolutions, if any, to be taken into account by the Strategic Planning Committee.

12.3.5 Form Sub-Committees. Designate such sub-committees, as the Chair or the Strategic Planning Committee deem necessary and useful to pursue the sub-committee's objectives.

12.3.6 Publish Committee Recommendations. Cause recommendations of the Strategic Planning Committee to be submitted in writing to the DG, Club presidents, the Council of PDG's, and the District assembled as a whole, as the Chair deems necessary or appropriate.

12.4 QUORUM. A quorum shall consist of a majority of the voting members of the Strategic Planning Committee.

12.5 VOTING. All the members of the Strategic Planning Committee, including ex-officio members, shall have a vote except for the chair, who may vote only in the case of a tie. Any action will require a quorum to be present to vote and must be passed by a simple majority of those voting.

12.6 INTRODUCTION OF MATTERS TO BE ADDRESSED BY THE COMMITTEE. Strategic planning matters may be referred to the Chair of the Strategic Planning Committee by a Club president, the Council of PDGs or any other member of the Strategic Planning Committee. Matters may also be referred to the Strategic Planning Committee by majority at any duly authorized District meeting to which all Clubs have been previously invited (e.g., District Leadership Breakfast, the District Assembly, and the District Conference.)

12.7 MEETINGS OF THE STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee will meet at least twice each Rotary Year (semiannually) (See Article 12.6.1, above) to evaluate The Strategic Plan and

render recommendations based on that evaluation.

12.8 CHANGES TO THE DISTRICT 5280 STRATEGIC PLAN. Changes to the District's Strategic Plan can be made by the District membership in either of two (2) ways: (1) By simple majority vote at the Business Meeting of the Annual District Conference; (2) By simple majority vote amongst timely submitted ballots cast within Clubs by Club members followed by submission of each Club's results to the appropriate accounting authority designated by the DG.

12.9 COMMITTEE CHAIR. Each year, the sitting DG shall appoint the Chair of the Strategic Planning Committee at the beginning of his/her Rotary Year. If the incumbent becomes unavailable due to death, illness, lack of membership in good standing of a Rotary Club in RI District 5280, or declines to serve, the sitting DG shall appoint a replacement to serve as Chair of the Strategic Plan Committee. On occasion, in the interest of continuity, a person may serve as Chair of the Strategic Plan Committee for up to a maximum of three consecutive years, subject to reappointment each year by the new incoming DG. Thereafter, except as might be otherwise provided elsewhere in this Article, a full three-year hiatus must transpire before any person may again serve as Chair of the Strategic Plan Committee.

12.10 OUTCOME OF STRATEGIC PLAN FOR DISTRICT 5280 IN THE ROTARY YEARS 2018-2021. The District is viewed as a valuable support by providing resources and tools to Rotary Clubs to help ensure Rotary is a vibrant, valuable experience for members, fostering continuity of leadership and Club direction in the following categories; (See Addendum 1 - District Strategic Plan for Rotary Years 2018-2021)

ARTICLE 13 - ROTARY DISTRICT 5280 CRISIS PLAN. (See Addendum 2)

ARTICLE 14 – AMENDMENTS TO POLICIES AND GUIDELINES.

14.1 PROPOSED ACTION TO AMEND POLICIES AND GUIDELINES. Not less than 45 days before the District 5280 Conference, at which it will be considered, any proposed action to amend these Policies and Guidelines must be submitted, in writing in the form of a resolution, to the DG and to the president of each Rotary Club in District 5280. A majority vote of the representatives of the District Rotary Clubs assembled will be required for the passage of any such change. In absence of a District Conference, refer to Article 14.3.

14.2 INCORPORATION OF CHANGES. Any changes set forth in a resolution that is passed at a District Conference business meeting will become a part of these Policies and Guidelines and it is the responsibility of the Chair of the Policies and Guidelines Committee to assure that the changes are made and incorporated into these Policies and Guidelines prior to the end of the Rotary Year for which the IPDG is Chair of the Committee.

14.3. DISTRICT GOVERNOR DISCRETIONARY CALL FOR PROPOSED ACTION. The DG shall have the discretion, at any time and including in the absence of a District Conference, to put forth amendment(s) to these Policies and Guidelines. The DG shall do so by providing reasonable written advance notice and call for a vote, to all Club presidents. As requested by the DG, the Club presidents shall exercise their vote on proposed amendment(s) by mail, email, fax, acceptable digital media, in person when all Club presidents are assembled, or other suitable means.