

**BYLAWS
OF ROTARY INTERNATIONAL DISTRICT 5390, INC.**

ARTICLE ONE
NAME AND OBJECTIVES

11018341

Montana Secretary of State
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1.01 Name. The name of this corporation shall be Rotary International District 5390, Inc. It is referred to at times in these Bylaws simply as “Rotary District 5390,” “District 5390,” the “District,” and the “Corporation.”

1.02 Tax-Exempt Status. This Corporation shall be a non-profit, non-share entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE TWO
MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

2.01 Members. The members of the Corporation (herein “Members”) shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 5390 pursuant to the Bylaws of Rotary International (RI). The addition or removal of a club or clubs from District 5390 pursuant to RI Bylaws shall immediately and automatically result in a corresponding change in the membership (for clarity, members of a club or membership of a club shall be referenced in lower case).

2.02 Dues. Each Member shall pay annual per capita dues to the District at the rate established in the annual fiscal year budget approved by the Presidents Elect of member clubs. The membership on which the per capita dues are based shall be the active membership number on July 1 and January 1 of the fiscal year. Dues shall be due and payable 30 days after the billings statement is mailed or electronically mailed to the member club.

2.03 Annual Meeting. The Annual meeting of the District is the formal annual business meeting of the District. It shall be held in conjunction with the annual District Conference. All resolutions to be submitted to the Annual Meeting shall be in accordance with the District Manual of Procedures.

2.04 Quorum. A quorum shall exist if fifty-one (51%) percent of the Board Members are in attendance at any Board Meeting in person or by electronic communication (e.g. telephone).

2.05 Special Meetings. The Board may call a special meeting of the Members in accordance of the District Manual of Procedures.

2.06 Business of the Annual Meeting. The business that may be conducted at the Annual Meeting shall include all business necessary to manage the affairs of the District in accordance with the policies and procedures of Rotary International.

ARTICLE THREE BOARD OF DIRECTORS

3.01 Number and Qualifications. A Board consisting of a minimum of five and a maximum of nine Directors shall oversee the business and affairs of the District. Qualifications of Board members must comply with District Manual of Policies.

3.02 Composition. The Board shall be composed of at least the Immediate Past District Governor, the District Governor, the District Governor-Elect, the District Governor-Nominee, and the Vice District Governor. The District Governor shall serve as the Chair of the Board of Directors. **The District Secretary and Treasurer will serve *as Ex-office* members of the Board.**

3.03 Term of Office. As specified in the District Manual of Procedures.

3.04 Appointment of Successor. As specified in the District Manual of Procedures.

3.05 Removal from the Board. As specified in the District Manual of Procedures.

3.06 Board Meetings

3.06.01 Time, Place. Meetings of the Board of Directors may be held from time to time as provided in this Section. The Board meetings shall be held at the locations determined from time to time by the Board. The Board may determine under Section 3.06.02 that a meeting of the Board shall be held solely by means of remote communication. Procedures for meetings solely by means of remote communication are specified in the District Manual of Procedures.

3.06.24 Calling Meetings; Notice. The District Governor or any two Directors may call a Board meeting by giving at least five (5) days' notice to all Directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting. Any notice given to a Director by a form of electronic communication consented to by the Director to whom the notice is given, is effective when given. The notice is deemed given (i) if by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or (iii) if by any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied

upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

3.06.05 Previously Scheduled Meetings. If the day or date, time and place of a Board meeting was announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

3.06.06 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 authenticated 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.

3.06.09 Voting. At all meetings of the Board each Director shall have one (1) vote.

3.06.10 Minutes. Minutes shall be taken of all meetings of the Board by the District Secretary and shall be forwarded to all Directors within 30 days of the meeting of the Board.

3.07 Act of the Board. The Board of Directors shall act by the affirmative vote of (i) a majority of the Directors present at a duly held meeting at the time the action is taken, or (ii) a majority of the minimum proportion or number of Directors that would constitute a quorum for the transaction of business at the meeting, unless otherwise required by these Bylaws, Montana Code Annotated, Rotary International Manual of Procedures, or by the Articles of Incorporation.

3.09 Compensation. Directors shall not be compensated for their duties as Directors, except that the Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of the District.

ARTICLE FOUR OFFICERS

The Officers and qualifications of such officers will be in conformance with Rotary International Manual of Procedures.

4.01 District Governor. As defined in Rotary International Manual of Procedures.

4.02 District Governor-Elect.

As defined in Rotary International Manual of Procedures.

4.03 District Governor-Nominee.

As defined in Rotary International Manual of Procedures.

4.04 District Governor-Nominee- Designate.

As defined in Rotary International Manual of Procedures.

4.05 District Vice-Governor.

As defined in Rotary International Manual of Procedures.

4.06 District Treasurer. As defined in District 5390 Manual of Procedures.

4.06.02 Bond. The District Treasurer may be bonded. The District Governor shall determine whether a bond is necessary and the amount of the bond. The District shall pay the cost of the bond.

4.07 District Secretary.

As defined in District 5390 Manual of Procedures.

4.08 Removal from Office

As defined in District 5390 Manual of Procedures.

ARTICLE FIVE EXECUTIVE COMMITTEE

5.01 Composition. The Executive Committee shall be composed of the Immediate Past District Governor, District Governor and the District Governor. The District Governor shall serve as the chairperson of the committee, or, in the absence of the District Governor, the chairperson of the committee shall be the Immediate Past District Governor.

5.02 Responsibilities. As defined in District 5390 Manual of Procedures.

ARTICLE SIX DISTRICT COMMITTEES

8.01 General. District committees are established in conformance with Rotary International and District 5390 Manuals of Procedure.

ARTICLE SEVEN INDEMNIFICATION

Except as may be insured against through a liability policy maintained by the District or the member or members involved in the matter, to the full extent permitted by the Wisconsin Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation for such person's related expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of these Bylaws.

ARTICLE EIGHT MISCELLANEOUS

10.01 Conformity with RI Articles of Incorporation and Bylaws. These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of RI. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or policies of RI, as amended, then the terms of the Constitution, Bylaws, or Policies of RI shall prevail *unless* a different result is required by Montana or federal law, in which case the provision required by law shall prevail.

10.02 The Articles and Bylaws Supersede Previous Legislation. The Articles of Incorporation and Bylaws, together with such amendments as may be subsequently adopted, shall

constitute the entire legislation governing the administration of District 5390 and shall therefore, replace any and all legislation previously enacted by the Members.

10.03 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 this organization in all parliamentary situations that are not provided for in the law, these Bylaws, or adopted rules.

10.04 Fiscal Year. The fiscal year shall be from July 1 through June 30.

10.05 Principal Office. The principal office of the District shall be the business office address of the District.

ARTICLE NINE AMENDMENTS

11.01 Amendment Process. As defined in District 5390 Manual of Procedures.

ARTICLE TEN DISSOLUTION

10.01 Dissolution. This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its Members at the district conference of District 5390, a ballot-by-mail or an electronic ballot, or upon directive of the Board of Directors of RI. The District Governor of District 5390 shall provide the Board of Directors RI with notice of a decision by the clubs in District 5390 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI.