

ROTARY DISTRICT 5580 BYLAWS COMMITTEE
January, 2018

The following are changes being recommended by the Bylaws Committee to District 5580's Bylaws. Changes are shown in redline. Committee members are Richard Bricker, Blaine Johnson, Al Makynen, Tom Riley, Bob Russell, Herb Schmidt and Debra Warner. At the end of each change, the purpose of the proposed amendment is set forth.

1. **1.020 Duty.** The Governor is charged with the duty of furthering the Object of Rotary by providing leadership and supervision of the clubs in the district. The Governor should work with district and club leaders to encourage participation in the district leadership plan. The Governor shall also ensure continuity within the district by working with past, current, and incoming district leaders in fostering effective clubs. The Governor shall be responsible for the following activities in the district:

1.020.1 organizing new clubs;

1.020.2 strengthening existing clubs;

1.020.3 overseeing all district committees;

1.020.4 promoting membership growth by working with club presidents to establish realistic membership goals for each club in the district;

1.020.5 promoting The Rotary Foundation with respect to program participation and financial contributions;

1.020.6 promoting cordial relations among clubs and between the clubs and Rotary International;

1.020.7 planning for and presiding at the district conference and assisting the Governor-Elect in the planning and preparation for the district training assembly;

1.020.8 providing for an official meeting, individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the Governor's presence for the purpose of;

1.020.8.1 focusing attention on important Rotary issues;

1.020.8.2 providing special attention to weak and struggling clubs;

1.020.8.3 motivating Rotarians to participate in service activities;

1.020.8.4 personally recognizing the outstanding contributions of Rotarians in the district;

1.020.8.5 insuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following the councils on legislation.

1.020.9 issuing a monthly letter to Past District Governors, District Committee Chairs, Rotary International and each club President and Secretary in the district;

1.020.10 reporting promptly to Rotary International as may be required by the President and the Rotary International Board;

1.020.11 supplying to the Governor-Elect prior to the date of the international assembly, full information as to conditions of clubs in the district with recommended action for strengthening clubs;

1.020.12 assuring that district nominations and elections are conducted in accordance with the RI Constitution, the Rotary International Bylaws, and the established policies of Rotary International;

1.020.13 transferring any continuing district files in possession of the Governor at the end of the Governor's term to the District Administrative Secretary as custodian of district records;

1.020.14 supplying an annual statement of district finances that has been verified in accordance with Article 5.020.5 to each club in the district within seven months of completion of the year of service as Governor;

1.020.15 providing a narrative review of new and/or significant developments, concerns and issues in the District from the viewpoint of the outgoing Governor and transferring a copy of such review to the incoming Governor and Administrative Secretary for inclusion in the permanent records of the District;

1.020.16 performing such other duties as are inherent as the officer of Rotary International in the district;

1.020.17 provide leadership in planning the district conference, training seminars and membership seminars;

1.020.18 except where not authorized by Rotary International's governing documents, the District Governor may excuse, for cause, attendance of a District Governor-Elect or District Governor-Nominee at a meeting, function, event, etc. that the person is required to attend either by said documents or these Bylaws. Any request to be excused should be made in advance of the meeting to which it relates unless an emergency situation arises where

that is not possible. The District Governor shall further report to the Executive Committee each instance where the District Governor, the Governor-Elect or Governor-Nominee failed to attend a meeting, function, event, etc. that the person is required to attend by Rotary International governing documents or these Bylaws.

1.020.18 the Governor is also expected to:

1.020.18.1 read THE ROTARIAN, Rotary World, and all other bulletins and literature from Rotary International, and the publications from the clubs in the district;

1.020.18.2 encourage each club to participate in at least one interclub meeting during each year;

1.020.18.3 promote attendance at the Rotary International convention;

1.020.18.4 arrange, when circumstances require, for special conferences of club presidents and/or secretaries;

1.030 Authority to Delegate. The Governor shall have full authority to delegate the authority and responsibility of the Governor's office to such district officers and district committees as provided in these Bylaws or Continuing Resolutions adopted in accordance herewith. However, such delegation shall in no way be deemed to reduce either the responsibility or the authority of the Governor as defined in the Bylaws of Rotary International and these Bylaws.

1.040 Election. The Governor shall be elected by the voting delegates at the Rotary International Convention immediately preceding the year in which the Governor-Nominee is to be trained at the international assembly. The Governor-Nominee so elected shall serve a one-year term as Governor-Elect and assume office as Governor on July 1 in the calendar year following election.

1.050 Nomination. The Governor-Nominee shall be selected in accordance with procedures specified in Article XIII of the Bylaws of Rotary International.

Purpose of Proposed Amendment: This change is intended to encourage attendance by the District Governor, the Governor-Nominee, and the Governor-Elect at any meeting, function, event, etc. that person is required to attend by Rotary International's governing documents and/or the District Bylaws, by identifying the mechanism by which any such absences should be addressed. That does not mean the failure cannot be explained or, for that matter, that any action can or will be taken to address the situation, but it is intended to foster accountability. This proposed amendment should be considered in conjunction with the proposed amendment to Article Twelve.

2, **10.020 Place and Date Selection.** The conference shall be held annually at such time and place as selected by the Governor-Nominee for the year in which he/she will serve as District Governor and approved by presidents of the majority of clubs in the district. The dates selected shall not conflict with the district assembly, the international assembly or a window of time beginning with the eighth day before the beginning of the international convention and ending on the eighth day following the end of the international convention.

10.020.1 No later than the September 1 after the Nominating Committee has selected the person who will serve as district governor the year of the district conference for which proposals are being solicited, the Governor shall send a request for proposal to all clubs to submit individually or jointly a proposal to host the conference. Proposals are due no later than the following January 2. Provided, however, that if the Governor-Nominee obtains approval of the Executive and Finance Committee prior to the mailing of the request for proposal to hold the district conference at a specified location for reasons unique to the occasion (for example, historical), then the Governor shall send a letter by the same date indicating the location chosen, the reason(s) for making the choice without soliciting proposals and the dates of the conference, if then known.

10.020.2 The Each request for proposal shall provide sufficient general information such as the days of the week, number of participants and the number and size of meeting rooms needed for each day necessary to enable the prospective host clubs to make an informed proposal;

10.020.3 eCompleted proposals must be submitted to the eDistrict Governor-Nominee not later than January 1 of the calendar year preceding the calendar year in which the conference is to be held;

10.020.4 Nothing herein contained shall prevent the District Governor-Nominee from encouraging one or more clubs to submit a proposal by the deadline specified in the preceding subparagraph and/or to invite all clubs who have not submitted a proposal to do so after said deadline if no more than one proposal has been received by the deadline, in which case the deadline shall be extended to no later than February 15 of the calendar year preceding the calendar year in which the conference is to be held;

10.020.45 the Governor-Nominee shall consider the proposals submitted and shall select proposed dates and site for the approval of club presidents by mail ballot.

Purpose of Proposed Amendment: The language is intended to add more flexibility to the process of identifying and selecting a district conference site in response to recent situations that have arisen.

3. 12.080.1 **Executive and Finance Committee** shall serve as the principal administrative and consultative body to assist the Governor and with the responsibility and authority to establish and implement policies and procedures necessary to successfully achieve the goals and objectives of the district, provided, that such policies and procedures not be inconsistent with these Bylaws or the Constitution, Bylaws and Code of Policies of RI. In addition, the committee shall safeguard the assets of the district fund by reviewing and studying the amount of the per capita levy and necessary expenses of district administration, and prepare an annual report on the status of the district's finances.

12.080.1.1 The membership of the Executive and Finance Committee shall be the Governor, the Vice-Governor who shall serve as an ex-officio non-voting member unless otherwise serving as a voting member of the committee, the two most recent Past- Governors who do not otherwise serve on the committee, two additional Past-Governors who do not otherwise serve on the committee by appointment who shall be selected by the Past-Governors Council, Governor-Elect, Governor-Nominee, Treasurer, Trainer, chairpersons of the Membership, Youth Services, Communications, Rotary Foundation and Service Avenues Committees (or the vice-chair of said committees only when acting in the absence of the committee chair) and five Assistant Governors. If a Past-Governor filling a most recent Past-Governor position is appointed or selected for another position on the committee or is unable to serve for any other reason the next most recent Past-Governor shall replace that Past-Governor in the most recent Past-Governor *ex-officio* position. If a member selected by the Past-Governors Council is appointed to another position on the committee or is unable to serve for any other reason the Council shall select another Past-Governor who does not otherwise serve on the committee.

12.080.1.2 The Governor shall serve as chair and the Governor-Elect shall serve as vice chair.

12.080.1.3 The committee shall meet at least three times per year at a time and place set by the chair.

12.080.1.4 The chair or any four members of the committee may call additional meetings of the committee, as deemed needed.

12.080.1.5 The chair will set the agenda of meetings while any member of the committee may add an item of concern to the agenda of any meeting if presented in writing at least 15 days prior to the meeting.

12.080.1.6 Meetings may be held at common location or may be conducted through remote conferencing at the determination of the Governor. An action required or permitted to be taken at a meeting may be taken by written action signed (including approval by electronic communications) by the number of

committee members that would be required to take the same action at a meeting of the committee at which all members were present. The written action is effective when signed by the required number of members, unless a different effective time (which may be before or after the time when the minimum number of signatures is received) is provided in the written action. When written action is taken by less than all members, all members must be notified promptly (either orally, in writing or by electronic communication) of its text and effective date. Failure to provide the notice does not invalidate the written action.

12.080.1.7 The committee shall review a proposed budget of district expenditures in cooperation with the Governor, Governor-Elect and Treasurer, which shall be submitted to the clubs at least four weeks prior to the district assembly to be approved at a meeting of incoming club presidents at said assembly.

12.080.1.8 The committee shall assure proper records of income and expenditures are kept.

12.080.1.9 The committee shall assure that a yearly financial report is presented to be received at the district conference business meeting.

12.080.1.10 The committee shall review each instance where a District Governor-Elect, a District Governor-Nominee or a District Governor fails to attend a meeting, function, event, etc. that the person is required to attend by these Bylaws or the governing documents of Rotary International, whether said failure was excused or not. If attendance at the meeting was not excused and the Executive Committee determines reasonable cause for the person's absence has not been established, the Executive Committee may make a recommendation to the District Governor on any action it believes should be taken and/or refer the matter to Rotary International for review as contemplated by Rotary International's governing documents.

12.080.1.10~~1~~. Notwithstanding anything to the contrary in these Bylaws, the committee may, by majority vote, close a meeting to non-members of the committee except any person(s) specifically requested to attend and enter into executive session for the following purposes: (i) on the advice of counsel, (ii) to discuss threatened or currently pending legal matters, (iii) to protect the privacy of an individual, or (iv) to address such other matters determined to be of a confidential nature when warranted by extraordinary circumstances. Committee members may discuss the business conducted in an executive session only with other committee members, persons present in the executive session by invitation, and others upon advice of counsel. Those present shall be reminded that the executive session deliberations are confidential. Committee meeting minutes shall indicate at what point the committee went into an executive session, the primary reason for doing so, any formal decisions that were made in executive session,

and at what point the committee came out of executive session. Provided, however, upon direction of the committee by two-thirds vote, the primary reason for going into executive session, any formal decision made therein, and/or any additional minutes of the discussion while in executive session may be classified confidential with access thereto as limited by the committee. In no event, however, shall the committee classify a matter as confidential so as to prevent disclosure of a decision that has district-wide ramifications.

12.080.1.142 The Executive and Finance Committee's subcommittees serving the following functions shall include:

12.080.1.142.1 Strategic Planning Subcommittee. The subcommittee shall develop and maintain a strategic plan for the district. The membership of the subcommittee shall consist of the Governor, the Governor-Elect, the Governor-Nominee, at least one Past-Governor, two current or past Assistant Governors and at least two district representatives at large.

12.080.1.142.2 Administrative Secretarial Services Subcommittee. The subcommittee shall assist the Governor in managing contracted administrative secretarial services for the District. It shall conduct an annual review of services for the purpose of providing guidance in improving service performance and to consider changes in the nature, quantity and cost of such services to be included in the annual District Budget. As part of its annual review of services, the subcommittee shall meet with the service provider to discuss services, fees, and other necessary items. The membership of the subcommittee shall be the Governor, Immediate Past Governor, Governor-Elect and Governor-Nominee, and shall be chaired by the Governor.

Purpose of Proposed Amendment: This change is intended to at least insure that there is review by the Executive and Finance Committee of any instances where a District Governor, the Governor-Nominee, or the Governor-Elect fail to attend a meeting, function, event, etc. that the person is required to attend by Rotary International's governing documents and/or these Bylaws. That does not mean the failure cannot be excused, explained or, for that matter, that any action can or will be taken to address the situation, but it is intended to foster accountability. This proposed amendment should be considered in conjunction with the proposed amendment to Article One.

4. 12.080.8 **Governor Nominating; Committee** shall seek out and propose the best available candidate for Governor-Nominee-Designate following the procedures established in Article 13 of the Rotary International Bylaws. The Governor-Nominee-Designate shall assume the title Governor-Nominee upon advancement of the current Governor-Nominee to Governor-Elect. The committee also will select an available past governor to be named vice-governor who shall replace the governor in case of temporary or permanent inability to continue in the performance of the governor's duties. In addition, the committee shall assist in leadership development within the district.

12.080.8.1 The membership of the committee shall be the four most recent Past-Governors who reside in the district and remain members in good standing in a club in the district and whom are available to attend the meeting(s) of the committee and four members at large appointed by the Governor. Each member appointed by the Governor must be actively engaged in district level service through district membership on a district committee, participation in a sponsored program or other volunteer district service and may not be a Past-Governor.

12.080.8.2 The committee shall be responsible for informing any person nominated to serve as District Governor of all International, Zone and/or District meetings, functions, events, etc. the candidate would be expected to attend prior to serving as District Governor, including the date and location of any such meetings, if known, and to seek assurances, barring unforeseen and unavoidable circumstances, that if selected the candidate would attend all such meetings.

12.080.8.~~23~~ The Committee shall make and forward its nominee selection to the Governor not later than March of the year proceeding the year in which the nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly.

12.080.8.~~34~~ Should the committee fail to select a nominee by November 30, the Governor shall immediately implement the provision of Section 13.020.6 of the Rotary International Bylaws.

The Committee shall conduct background checks on all candidates for Governor prior to the selection of the Governor Nominee Designate.

Purpose of Proposed Amendment: It is believed many candidates for District Governor have some idea of the time commitment during the year of anticipated service but may not understand what meetings, prior to the year of service, the candidate would be required to or expected to attend. The proposed language is intended to address that situation, with the thought that the district may, by continuing resolution, identify district functions prior to the year of service a successful candidate should attend (example: PETS).

5. 12.080.13 **Audit Committee**; shall verify the record of district financial operations in accordance with Article 6.020.5. All committee members shall possess knowledge and experience in financial management and controls. The chair shall be appointed by the Governor-Elect, one member shall be selected by the Executive and Finance Committee and one member shall be selected by the Past Governors Council. Additional members may be added to the committee by request of a majority of the committee's members to the District Governor and approval by the Executive and Finance Committee. The Governor, Treasurer and Assistant Treasurer shall not be eligible to serve on the committee but shall assist as necessary in the committee's conduct of the verification. Annual appointment and selection of the Committee shall be completed by September 30 of each year following the fiscal year for which the audit is to be completed. At each year's district conference, the names of the auditors for the prior fiscal year shall be announced.

Purpose of Proposed Amendment: To allow for the orderly expansion of the size of the Audit Committee for the purpose of adding additional resources to it and to expose additional Rotarians to the work of the committee for possible succession.

6. 14.050 Currency. All funds due the District shall be payable in US currency. All requests for reimbursement of expenses shall indicate in what currency the expenditure was incurred if not US and shall be reimbursed in the equivalent US currency.

14.0560 Ballots by Email. Any reference in these bylaws to balloting by mail shall be deemed to include balloting by email.

Purpose of Proposed Amendment: Rotary International's Bylaws, Section 18.040.3 states that "[d]ues shall be payable to RI in US currency. . . ."

Respectfully Submitted,

Bob Russell, Chair, on behalf of the
Committee