

BYLAWS

ROTARY INTERNATIONAL

DISTRICT 5580

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Contents

Mission and Preamble	3
Article I Governor	4
Article II Vice-Governor	6
Article III Governor-Elect	6
Article IV Governor-Nominee	8
Article V Assistant Governors	8
Article VI Treasurer	9
Article VII Trainer	11
Article VIII District Administrator	12
Article IX Budget	12
Article X District Conference	13
Article XI District Training Assembly	15
Article XII District Committee Structure	15
Executive and Finance	17
Membership	20
Youth Services	21
Communications	23
District Conference	25
The Rotary Foundation	25
Service Avenues	27
Governor Nominating	29
Bylaws	29
Youth Protection	30
Crisis Management	30
District Training	32
Audit	32
Article XIII Past-Governors Council	32
Article XIV Miscellaneous	33
Article XV Amendments and Continuing Resolutions	34

Mission Statement

The Mission of District 5580 is to support its member clubs in fulfilling the Object of Rotary by:

Empowering engaged Rotarians in service to each other and to their communities,
locally and globally;
Fostering unity among member clubs;
Strengthening and expanding Rotary around the District;
Communicating District-wide the work of Rotary; and,
Providing a system of inspiring and effective administration.

Vision Statement¹

District 5580 will make Rotary International the service organization of choice, by supporting its clubs in their endeavors to improve lives in their communities and worldwide.

Core Values²

FELLOWSHIP, DIVERSITY, INTEGRITY and LEADERSHIP

Preamble

District 5580 of Rotary International is a geographical area including North Dakota, Northern Minnesota, Northwestern Wisconsin and Northwestern Ontario in which Rotary clubs are combined for administrative purposes. The activities and organization of the district shall exist solely to help the individual clubs within the district advance the Object of Rotary. In order to regulate district procedures and provide an orderly and useful system of maintaining the records, actions and resolutions of District 5580, these Bylaws, as amended by conference action from time to time, shall be used as a guide for the Governor and all other district officers, all district committees and the clubs of the district in the conduct of district activity. These Bylaws are intended to supplement and in all respects to conform to the provision of the Constitution of Rotary International and Bylaws of Rotary International. These Bylaws, together with such amendments as may be subsequently adopted, and any continuing resolutions as hereafter defined, shall constitute the entire legislation governing the administration of District 5580 and shall therefore replace any and all legislation previously enacted by the clubs of this district.

¹ Adopted at April 28, 2011 Meeting of Executive and Finance Committee

² Adopted at April 28, 2011 Meeting of Executive and Finance Committee

Article I: Governor

1.010 Position. The Governor is the only officer of Rotary International in the district, functioning under the general control and supervision of the Rotary International Board. Final decisions rest with the Governor but the Governor may accept advice from others and shall be considered to have consented to the terms of these Bylaws and be bound by them unless the Governor notifies the preceding District Governor, in writing, that he/she will not do so prior to being elected as District Governor at the Rotary International Convention.

1.20 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:

1.20.1 organizing new clubs;

1.20.2 strengthening existing clubs;

1.20.3 overseeing all district committees;

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

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

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

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

1.20.8 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;

1.20.8.1 focusing attention on important Rotary issues;

1.20.8.2 providing special attention to weak and struggling clubs;

1.20.8.3 motivating Rotarians to participate in service activities;

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

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

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

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

1.20.11 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;

1.20.12 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;

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

1.20.14 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;

1.20.15 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 District Administrator for inclusion in the permanent records of the District;

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

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

1.20.18 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.

1.20.18 the Governor is also expected to:

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

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

1.20.18.3 promote attendance at the Rotary International convention;

1.20.18.4 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.

Article II: Vice-Governor

2.010 Position. The Vice-Governor shall be a past governor selected annually by the Governor Nominating Committee. The role of the Vice-Governor will be to replace the governor in the case of temporary or permanent inability to continue in the performance of the governor's duties. The vice-governor shall serve as a non-voting ex-officio member of the Executive and Finance Committee unless otherwise serving as a member of the committee and shall gain voting rights upon replacement of the governor. The Vice-Governor shall be considered to have consented to the terms of these Bylaws and be bound by them upon acceptance of the position.

Article III: Governor-Elect

3.010 Position. The Governor-Elect is a key leadership position within the district with emphasis on planning and training activities during the year of service as Governor-Elect.

3.020 Election. The Governor-Elect shall be selected and elected in accordance with Article I: Sections 1.040 and 1.050 of these Bylaws. In District 5580 it is recommended that the Governor have served at least one year as Assistant Governor before serving as Governor.

3.30 Duties. The Governor-Elect shall assist the Governor as directed by the Governor. In addition, the Governor-Elect shall assume principal responsibility to:

3.30.1 prepare in cooperation with the Executive Committee and Treasurer a district budget for the year during which the Governor-Elect shall serve as Governor and present the budget to all district clubs for review at least 30 days prior to the annual district conference at which it will be placed on the agenda for adoption by vote of club presidents-elect;

3.30.2 prepare in cooperation with the district Executive and Finance Committee specific goals and objectives for district activity during the Governor- Elect's term as Governor and present these goals and objectives for district clubs' review and comment at least 45 days prior the district conference, after which they shall be revised by the Governor-Elect in light of comments received and goals and objectives shall be presented in final form for review and endorsement by club presidents-elect at the conference;

3.30.3 select and appoint Assistant Governors for the year in which the Governor-Elect shall serve as Governor by January 1 of the calendar year in which the term begins to provide adequate opportunity for training and planning activities.

3.30.4 conduct, in cooperation with the district Trainer, an assessment of training needs for incoming club presidents, club secretaries, district committee chairs, Assistant Governors and other district leaders;

3.30.5 supervise, in cooperation with the district Trainer, the development and delivery of district training programs to insure that incoming district leaders are well prepared to meet their leadership responsibilities;

3.30.6 serve as a member of the district Executive Committee;

3.30.7 in consultation with and approval of the Executive and Finance Committee, appoint the District Treasurer for the year in which the Governor-Elect shall serve as Governor;

3.30.8 assume authority and responsibility for overseeing the activities of the assistant District Governors.

3.040 Governor-Elect Training. The District Governor-Elect shall attend training and orientation programs for Governors-elect (GETS) in the zone(s) in which any part of District 5580 is located.

Article IV: Governor-Nominee

4.10 Duties. Upon being certified as the District's Governor-Nominee, the Governor-Nominee shall:

4.10.1 serve as a member of the Executive and Strategic Planning Committees in addition to any other committee assignments;

4.10.2 attend other committee meetings as a visitor to become more acquainted with all committee responsibilities and activities;

4.10.3 assist the Governor-Elect and Trainer in PETS and other district leadership development and training activities under the supervision of the Governor-Elect;

4.10.4 attend zone meetings as possible;

4.10.5 assume authority and responsibility for overseeing district standing committees as designated by the Governor in consultation with the Executive and Finance Committee.

Article V: Assistant Governors

5.010 Purpose. The Governor-Elect may appoint members from clubs in the district to assist the Governor-Elect in carrying out the Governor-Elect's responsibility to provide leadership and supervision of activities in pursuit of the Objects of Rotary within the district. Such individuals shall be assigned the Assistant Governor title and shall be recognized as the Governor's personal representatives and not as officers of Rotary International during the year in which the Governor-Elect serves as Governor.

5.020 Duties. Assistant Governors shall act as liaison between the District and three to seven clubs within a specific geographic region of the district.

5.030 Appointment. Assistant Governors shall be appointed by the Governor-Elect for a term coincident with the term of the Governor-Elect as Governor.

5.40 Qualifications. To be eligible for appointment as Assistant Governor an individual shall:

5.40.1 have been a member, other than honorary, in good standing in a club in the district for at least three years;

5.40.2 have served as a club president for a full term;

5.40.3 have willingness and ability to accept the responsibilities of Assistant Governor;

5.40.4 have demonstrated outstanding performance at the district or club level;

5.40.5 have potential for future leadership in the district.

5.050 Term Limits. No individual shall be eligible for appointment to the position of Assistant Governor for more than two additional consecutive years.

5.060 Letter of Appointment. The district Governor-Elect shall provide each Assistant Governor with letter of appointment that shall include a specific assignment of responsibility and authority. A copy of each such letter of appointment shall be filed with the District Administrator as a part of the district's official records, and the Governor-Elect shall provide a summary of specific duties and responsibilities of each Assistant Governor to each district club.

5.070 Training. The Governor-Elect, in cooperation with the district Trainer, shall be responsible for assessing the training needs of individuals selected for the position of Assistant Governor, and insuring that training appropriate to the responsibilities of Assistant Governors is provided by the district. When considering these training needs the background and experiences of the individuals appointed as well as the specific authority and responsibility assigned to each individual should be considered.

Article VI: Treasurer

6.010 Purpose. The position of district Treasurer shall be established to provide custodial control of all district funds.

6.20 Duties. The Treasurer shall be responsible for all receipts and disbursements of district funds and shall:

6.20.1 insure that all procedures to safeguard district funds are fully implemented at all times including that:

6.20.1.1 all disbursements shall require the signature of the Governor, the Treasurer, or the Assistant Treasurer;

6.20.1.2 the Governor, Treasurer and Assistant Treasurer shall be bonded in an amount designated by adoption of a continuing resolution by the Executive and Finance Committee;

6.20.1.3 written documentation be provided for all transactions and that all such documentation be retained for at least four years;

6.20.2 provide timely and accurate accounting using the accrual method of accounting of all receipts and disbursements of district funds to the Governor and Executive and Finance Committee on a monthly basis;

6.20.3 maintain, and safeguard accurate and complete records of all district fund activity.

6.20.4 assist the Governor-Elect in preparation of the annual district budget;

6.20.5 arrange for timely annual verification of all district financial activities to be completed not less than seven months following the end of the term of the Governor. The annual verification process shall include details of fundraising by or on behalf of the district, details of TRF district designated fund utilization, financial activity by the Governor for or on behalf of the district, and financial activity of district committees. Such verification shall be conducted by the District Audit Committee with the assistance of the Governor, Treasurer and Assistant Treasurer, as necessary.

6.20.6 establish accounts as specifically authorized by the Executive and Finance Committee in financial institutions for purpose deposit of receipts, for disbursements and for investment in income generating assets;

6.20.7 serve as an ex officio member of the Executive and Finance Committee;

6.20.8 where funds are raised for a specific purpose such as RYLA fees or the district conference fees, a budget of expenditures shall be prepared and submitted to the Executive and Finance Committee for approval, and this shall then be included in the district budget submitted to the district assembly for approval by presidents-elect.

6.30 Qualifications. The Treasurer shall:

6.30.1 be a member in good standing of a club within the district;

6.30.2 possess sufficient knowledge and skills in financial management to efficiently and effectively carry out the duties of the office as determined by the Governor-Elect.

6.040 Appointment. The Treasurer shall be appointed by the Governor-Elect in consultation with and approval of the Executive and Finance Committee.

6.050 Term. The Treasurer shall serve for the same year as the Governor-Elect that appointed him/her serves as Governor. There shall be no term limit. The Governor may remove the Treasurer after consultation and approval by the Executive and Finance Committee.

6.060 Assistant Treasurer. The Governor-Elect shall appoint an Assistant Treasurer. The authority and responsibility of the Assistant Treasurer shall be to assist the Treasurer and to be fully prepared act for the Treasurer in the absence of the Treasurer. The Assistant Treasurer shall serve as a member of the Executive and Finance Committee only when acting in the absence of the Treasurer.

Article VII: Trainer

7.010 Purpose. The position of Trainer shall be established to assist the Governor and Governor-Elect in assessing training needs and in planning and delivering training for district and club leaders.

7.20 Duties. The Trainer's duties shall be to:

7.20.1 assist the Governor-Elect in conducting an assessment of training needs for incoming district leaders;

7.20.2 work with the Governor-Elect to develop and conduct all district training including the planning of the District Training Assembly and PETS;

7.20.3 under the direction of the Governor-Elect the Trainer may be delegated responsibility and authority for district training needs that may arise from time to time;

7.20.4 serve as a member of the Executive and Finance Committee; and

7.20.5 serve as chair of the District Training Committee.

7.30 Qualifications. The Trainer shall:

7.30.1 be a member in good standing of a club within the district;

7.30.2 possess sufficient knowledge and skills necessary to efficiently and effectively carry out the duties of the office as determined by the Governor-Elect;

7.30.3 have attended a zone training meeting if requested by the Zone Director and/or the zone training committee.

7.040 Appointment and Term. The Trainer shall be appointed by the Governor-Elect for a term coincident with the Governor-Elect's term as Governor.

7.050 Term Limit. No individual shall serve as Trainer for more than three consecutive years, but shall be eligible for reappointment beginning not less than one year following the end of the previous appointment.

7.060 Assistant Trainer. The district Governor-Elect may appoint one or more assistant Trainers. The authority and responsibility of the Assistant Trainers shall be to assist the Trainer, and if more than one appointment is made, one Assistant Trainer shall be designated by the Governor-Elect to act for the Trainer in the absence of the Trainer. The designated Assistant Trainer shall serve as a member of the Executive and Finance Committee only in the absence of the Trainer.

Article VIII: District Administrator

8.010 Purpose. The District Administrator shall be contracted to provide administrative support for the Governor and other district leaders. These services shall provide coordination and facilitation of communications with the district through a central communications contact point and other services to assist the Governor and other district leaders in the conduct of their administrative responsibilities.

8.020 Services. Contracted services shall be determined by the District Administrator Committee and approved by the Executive and Finance Committee, as may be necessary from time to time.

8.030 Contract Terms. The District Administrator Committee shall annually review and modify the contract for such services, as well as recommend modifications to the job description or contract, to the Executive Committee prior to annual budget preparation so as to include the cost of contracted services in the annual budget.

Article IX: Budget

9.10 Purpose. An annual district budget shall be prepared by the Governor-Elect with the assistance of the Treasurer and Executive and Finance Committee. This budget shall be completed no less than 45 days before the annual district conference and shall include details of:

- 9.10.1 projected fundraising by or on behalf of the district;
- 9.10.2 details of projected TRF district designated fund utilization;
- 9.10.3 projected financial dealing by the Governor for or on behalf of the district;
- 9.10.4 financial dealings by district committees;

9.10.5 projections of any other sources and uses of district funds;

9.10.6 the proposed contribution to be levied against clubs on a per capita basis;

9.10.7 a preliminary district conference budget showing projected conference income, projected conference expenditures and projected district fund conference subsidy derived from district funds other than conference income.

9.10.8 a chart of accounts that identifies the major budget categories for the purpose of implementing budget controls in accordance with Section 9.030 of these bylaws.

9.020 Approval. The final proposed district budget with comments attached shall be presented to the district clubs for their review and instruction to presidents-elect no less than 30 days prior to the district conference. The budget shall be approved by action of presidents-elect at the annual conference business meeting.

9.030 Budget Controls. All funds shall be expended in accordance with the approved major budget category amounts. However, in the event that adjustments become necessary the Executive and Finance Committee, in cooperation with the Governor, is authorized to make adjustments not to exceed 10% of the original major budget section amounts without further approval of club presidents, providing such adjustments will not result in annual budget deficits on a cash basis. Any budget adjustments in excess of this limit shall be presented to the district clubs for review and approval by club presidents through a mail ballot prior to implementation.

9.040 Disbursements. The Treasurer is authorized to make disbursements for expenditures that conform to the approved budget, as adjusted by action of the Governor or club presidents, as required. The Treasurer shall not make disbursements that fail to conform with the approved budget.

Article X: District Conference

10.010 Purpose. The purpose of the district conference is to further the Object of Rotary through fellowship, inspirational addresses, and the discussion of matters relating to the affairs of clubs in the district and Rotary International generally. The conference gives consideration to any special matters submitted to it by the Rotary International Board or matters originating in the district. The conference should showcase the programs of Rotary and successful district and club activities and should encourage interaction and dialog among clubs. Recognizing that the conference is an opportunity to sustain and grow the membership base within the district, the information should be given in an inspirational fashion and in an atmosphere of rotary fellowship.

10.20 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.

10.20.1 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.

10.20.2 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;

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

10.20.4 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;

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

10.030 Conference Committee. Upon selection of a conference site the Governor-Nominee shall select and appoint members for the conference committee in consultation with leaders of the host club(s) and district leaders, which committee shall fulfill the duties and responsibilities set forth in Section 12.080.5.

10.040 Conference Budget. The Conference Committee shall prepare a proposed conference budget showing projected conference income, projected conference expenditures and proposed conference subsidy from other district fund sources and submit the proposed budget to the

Treasurer for review and integration into the proposed district budget at least 60 days prior to the district assembly.

10.050 Surplus or Deficit. Any surplus or deficit resulting from the operation of the conference shall accrue to the district treasury and not to the expense or profit of the host club(s).

10.060 Conference Voting Procedures. Every member in good standing of a club in the district present at the district conference shall be entitled to vote on all matters submitted to a vote at such conference or district resolutions meeting except for the selection of a governor-nominee-elect, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nomination committee for governor, election of the club representative and alternate representative of the district to the council on legislation, and the decision as to the amount of the per capita levy. However, any elector shall have the right to demand a poll upon any matter presented to the conference or district resolutions meeting. In such cases, voting shall be restricted to electors. When voting on the selection of the governor-nominee-elect, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, or election of the club representative and alternate representative of the district to the council on legislation, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes requiring or utilizing a single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same ordered choices of candidates. When the requirement that all votes from a club be the same the voting delegates from each club shall caucus to determine their collective vote and one delegate shall be selected to cast all club votes.

10.070 Proxies. A club may designate a proxy for its absent elector(s). Such club must obtain the consent of the governor for such proxy. The proxy may include a member of its own club or a member of any club in the district in which the club is located. The proxy designation must be certified by the president and secretary of such club. The proxy shall be entitled to vote a proxy for the non-attending elector(s) represented, in addition to any other vote the proxy may have.

Article XI: District Training Assembly

11.010 Purpose. A district training assembly shall be held in conjunction with the district conference to develop Rotary club leaders who have the necessary skills, knowledge, and motivation to: sustain and/or grow their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support the Rotary Foundation through both program participation and financial contributions. The governor-elect shall be responsible for the district training assembly. The district training assembly shall be planned and conducted under the direction and supervision of the governor-elect. Those specifically invited shall include the incoming president and secretaries and the members of clubs assigned by the incoming president to serve in key leadership roles in the upcoming year.

Article XII: District Committees

12.010 Purpose. District committees shall be established to carry out the work of the district in cooperation with district officers and district clubs. Members of committees have primary responsibility to work closely with other Rotary leaders to support specific club and district functions. In doing so, members promote club effectiveness and, by extension, district effectiveness.

12.020 Committee Establishment and Charge. The Governor may establish, in consultation with the Executive and Finance Committee, additional committees to those included in these bylaws and shall provide a written document stating the purpose, authority and responsibility of each such committee.

12.30 Common Committee Responsibilities. District committees have unique and specific roles and responsibilities, carrying out functions that contribute to a wide variety of district goals. However, all district committees share the following responsibilities:

12.30.1 providing support and guidance to clubs;

12.30.2 working with district leaders to plan strategies to achieve goals;

12.30.3 promoting and attending district training meetings and the district conference;

12.30.4 seeking committee members to represent all areas of the district so that the responsibilities of the committee can be carried out by committee members located in proximity to widely spaced clubs.

12.040 Number and Appointment of Members. Except as otherwise noted in these Bylaws, determination of the number and selection of members of district committees shall be by the Governor-Elect in consultation with district leaders.

12.050 Term of Members. Except as otherwise noted in these Bylaws, the term of service for a committee member shall be one year. Further, reappointment shall not exceed four additional consecutive years. Upon completion of a maximum five consecutive years of service on a committee (including service as chair or vice chair) an individual member shall be ineligible for reappointment to that committee for at least one year.

12.60 Chairs and Vice Chairs.

12.60.1 The qualifications to serve as a chair or vice chair of a district committee are:

12.60.1.1 Be a member in good standing of a club within the district;

12.60.1.2 Possess sufficient knowledge and skills necessary to efficiently and effectively carry out the duties of the office as set forth in these Bylaws and determined by the district Governor-Elect; and;

12.60.2 Committee chairs shall be appointed by the Governor-Elect to serve a term coincident with the Governor-Elect's term as Governor. Except as otherwise noted in these Bylaws, the term of service for a chair or vice chair shall be one year. Further, continuous service through reappointment shall not exceed 3 consecutive years, except as approved by the Governor-Elect in consultation with the Executive and Finance Committee.

12.60.3 The district committee chairperson leads a committee, acting chiefly as an organizer and motivator. The chair is responsible to call committee meetings as needed and also to inform the District Administrator of such meetings so they may be listed on the district web site and/or club may be notified of said meetings in some other way. The vice-chair, if one is appointed, shall assist the chair in duties as directed and shall be prepared to act as chair in the absence of the chair. The following are guidelines for district committee chairpersons:

12.60.3.1 delegate responsibility for specific tasks and projects among all committee members;

12.60.3.2 consult with committee members and district leaders to clarify and understand district goals related to the committee's function;

12.60.3.3 collaborate with committee members to develop a plan of action to achieve committee goals;

12.60.3.4 establish and maintain regular communication with committee members, keeping them apprised of relevant developments at both the club and district levels;

12.60.3.5 generate a communication policy to disseminate relevant information from Rotary International and The Rotary Foundation to Rotarians throughout the district;

12.60.3.6 work with committee members to ensure that they have the knowledge and skills necessary to fulfill their responsibilities; and

12.60.3.7 advise the Governor-Elect on new committee appointments, working in conjunction with Assistant Governors and Club Presidents.

12.070 Subcommittees. A committee may, subject to the approval of the District Governor, create one or more subcommittees to serve at the discretion of the committee. Any

subcommittee, to the extent provided in the resolution of the committee, shall have all the authority of the committee. A committee, subject to the approval of the District Governor, may at any time revoke or modify any or all of the authority so delegated to a subcommittee. The subcommittee chairperson shall be appointed by the Governor Elect in consultation with the committee chairperson. Members of subcommittees need not be members of the committee but must be members in good standing in a district club.

12.80 Committee Structure. The following committees shall be established to address the ongoing administrative functions of the district:

12.80.1 **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.

12.80.1.1 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), one Rotaract representative, 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.

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

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

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

12.80.1.5 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.

12.80.1.6 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.

12.80.1.7 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.

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

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

12.80.1.10 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.

12.080.1.11. 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.

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

12.80.1.12.1 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.

12.80.1.12.2 District Administrator Subcommittee. The subcommittee shall assist the Governor in managing contracted administrative 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.

12.80.2 **Membership Committee** will identify, market, and implement membership development strategies within the district that are appropriate for the district and will result in membership growth and increased member retention. The committee also shall, under the direction of the Governor, develop and implement a plan to organize new Rotary Clubs within the district. The committee will recruit Rotary Alumni, encourage their participation in Rotary projects and events and invite them into membership. In order to accomplish this, the committee chair will serve as a link between the Governor, Rotary International and the clubs in the district with respect to membership development issues.

12.80.2.1 The duties and responsibilities of the committee shall be to:

12.80.2.1.1 plan, market, and conduct a district membership development seminar in conjunction with the Trainer and Governor;

12.80.2.1.2 work with the Governor and district clubs to ensure that the district achieves its membership goal;

12.80.2.1.3 coordinate district-wide membership development activities;

12.80.2.1.4 encourage clubs to participate in Rotary International or Presidential membership development recognition programs;

12.80.2.1.5 assist club membership development committee chairpersons in carrying out their responsibilities;

12.80.2.1.6 visit clubs to speak about effective membership development activities and share information on successful activities with special emphasis on clubs with declining membership;

12.80.2.1.7 ensure that each club committee has a copy of the Membership Development and Retention Manual.

12.80.2.1.8 identify communities without Rotary clubs that have a population capable of meeting the requirements for chartering a new club;

12.80.2.1.9 identify communities where additional Rotary clubs could be established without detracting from service provided to the community by existing clubs;

12.80.2.1.10 assist in organizing and establishing new clubs; and

12.80.2.1.11 promote the distribution of information on Rotary membership benefits to clubs and Rotarians.

12.80.2.2 The Membership's Committee's subcommittees serving the following functions shall include:

12.80.2.2.1 Membership Attraction;

12,080.2.2.2 Member Retention;

12.080.2.2.3 Member Benefits;

12.080.2.2.4 New Club Development; and

12.080.2.2.5 Alumni.

12.80.3 **Youth Service Committee** shall oversee all youth related programs in the district and ensure that Rotary International youth programs, including RYLA, 4-Way Test, Rotaract, Interact, and Youth Exchange, are available and utilized by the membership. This includes promotion, distribution of program materials, assisting clubs in developing various youth programs and encouraging creative and innovative programs to serve our youth. The chair on the Youth Service Committee shall serve on the Executive Finance Committee. The members of the Youth Service Committee shall be the chairs of the active subcommittees.

12.80.3.1 Chair Duties: Duties of the Youth Service Committee chair shall be to:

12.80.3.1.1 Serve as chair of the Youth Service Committee and a member of each of its subcommittees;

12.80.3.1.2 Serve as a member of the Executive and Finance Committee;

12.80.3.1.3 With the assistance of the Governor-Nominee and Governor-Elect identify qualified chairs for each subcommittee as needed;

12.80.3.1.4 Assist the subcommittee chairs to find members and keep each subcommittee full and operating;

12.80.3.1.5 Encourage and advance all youth subcommittee activities to enhance the youth experience in our District; and

12.80.3.1.6 Work with the Youth Protection Committee to ensure sufficient youth protection measures are in place for all the activities of the Youth Service Committee and its subcommittees.

12.80.3.2 The committee will address the following operations either at the committee level or through one or more subcommittees:

12.80.3.2.1 Rotary Youth Leadership Awards for the purposes of:

12.80.3.2.1.1 organizing a Rotary Youth Leadership Award Camp (RYLA);

12.80.3.2.1.2 assisting with RYLA in July;

12.80.3.2.1.3 encouraging clubs to sponsor youth to attend the RYLA; and

12.80.3.2.1.4 promoting RYLA at district conference and at district clubs through web site and club visits.

12.80.3.2.2 Four Way Test Essay for the purposes of:

12.80.3.2.2.1 formulating and activating rules and procedures for a 4-Way Essay Contest for senior high school students in the district;

12.80.3.2.2.2 judging finalists' essays and select winners; and

12.080.3.2.2.3 awarding prizes at the district level.

12.80.3.2.3 Interact & Rotaract to encourage the development of new Rotaract and Interact clubs in the proper venues and support existing clubs.

12.80.3.2.4 Youth Exchange Subcommittee to promote club sponsorship of incoming and outgoing Rotary Youth Exchange Students and to screen and select nominees for participation in the exchange program.

12.80.3.3 All members of the Youth Service Committee and its subcommittees shall complete a successful background check for working with youth, with the cost of said investigations to be borne by the District.

12.80.4 **Communication Committee** shall support the district and district clubs in fostering and providing effective communications within the district, among the clubs and

between the clubs and the communities they serve. The committee will effectively manage a comprehensive district communications strategy that includes, but is not limited to, utilizing any relevant communication method, including electronic and web-based systems, encouraging the use of social and electronic media to facilitate effective communications within the district and between Rotary and the general public, updating the district website, and editing and publishing the district newsletter. The committee should promote Rotary to external audiences and foster understanding, appreciation and support for the programs of Rotary. The committee should also promote awareness among Rotarians that effective external publicity, favorable public relations, and a positive image are desirable and essential goals for Rotary.

12.80.4.1 The duties and responsibilities of the committee shall be to:

12.80.4.1.1 encourage Rotary clubs within the district to make public relations a priority and assist them in such efforts and in utilizing appropriate communication technologies;

12.80.4.1.2 promote Rotary to external audiences, such as the media, community leaders, and beneficiaries of Rotary's programs;

12.80.4.1.3 keep in touch with the Governor and chairs of key committees to stay informed about district projects and activities;

12.80.4.1.4 share Rotary International's public relations materials with clubs;

12.80.4.1.5 seek opportunities to speak to individual clubs about the importance of club public relations;

12.80.4.1.6 share information with newsletter editor and website administrator.

12.80.4.1.7 handle media matters arising out of a declared crisis.

12.80.4.1.7.1 The Chair shall designate one member of the committee to serve as liaison with the Crisis Management Committee who also shall serve as a member of that Committee.

12.80.4.1.7.2 The Chair shall designate a member of the committee as spokesperson and a member as alternate spokesperson to handle all media contacts relating to a crisis.

12.80.4.2 Chair Duties: Duties of the Communications Committee chair shall be to:

12.80.4.2.1 Serve as chair of the Communications Committee and a member of each of its subcommittees;

12.80.4.2.2 Serve as a member of the Executive and Finance Committee;

12.0804.2.3 With the assistance of the Governor-Nominee and Governor-Elect identify qualified chairs for each subcommittee as needed;

12.80.4.2.4 Assist the subcommittee chairs to find members and keep each subcommittee full and operating;

12.80.4.2.5 Conduct an annual assessment of the effectiveness of communications within the district and identify needs;

12.80.4.2.6 Develop plans to respond to unmet needs and improve effectiveness of communications within the district; and

12.80.4.2.7 Monitor changing communication services and technologies to seek ways to improve communications within the district

12.80.4.3 The Communications Committee subcommittees serving the following functions shall include:

12.80.4.3.1 Public Image;

12.80.4.3.2 District Website;

12.80.4.3.3 Social Media;

12.080.4.3.4 District Newsletter; and

12.80.4.3.5 RI Convention Promotion to promote attendance at the annual Rotary International convention to Rotarians throughout the district by:

12.80.4.3.5.1 attending club and district meetings to promote the convention;

12.80.4.3.5.2 serving as a local resource for convention materials and information;

12.80.4.3.5.3 creating or expanding a district Web site with information on the convention and links to the Rotary International Web site's section of the convention;

12.80.4.3.5.4 identifying and targeting potential registrants by e-mail, letters and other methods of communication.

12.80.5 **District Conference Committee** shall, under the direction of the Governor, plan and promote the district conference and carry out the necessary arrangements to ensure maximum attendance. The duties and responsibilities of the committee shall be to:

12.80.5.1 fulfill the requirements of Article X hereof;

12.80.5.2 coordinate the finances of the conference to ensure maximum attendance;

12.80.5.3 promote conference attendance with particular emphasis on:

12.080.5.3.1 new Rotarians;

12.080.5.3.2 all members of newly organized clubs in the district; and

12.080.5.3.3 representation from every club in the district;

12.80.5.4 promote the district conference to external audiences such as the media, community leaders and beneficiaries of Rotary's programs;

12.80.5.5 coordinate, in cooperation with the Governor and Governor-Elect any other meeting or seminars to be held in conjunction with the conference.

12.80.6 **The Rotary Foundation Committee** shall be comprised of experienced and dedicated Rotarians who assist the Governor in education, motivating and inspiring Rotarians to participate in Foundation programs and fundraising activities in the district.

12.80.6.1 **Committee Structure.** The structure, duties and responsibilities of the Foundation Committee, and the qualification, term of office and appointment of its members shall follow the guidelines of the Rotary Foundation Code of Policies. The members of the Rotary Foundation Committee shall be the chair of the committee, the governor, governor elect, governor nominee and chairs of its subcommittees. The District Administrator and district treasurer will serve as ex officio non-voting members of the committee and its grants subcommittee and the District Administrator shall record the actions of both bodies. The Foundation Committee Chair shall serve as an ex-officio member of each subcommittee.

12.80.6.2 Duties and Responsibilities:

12.80.6.2.1 plan, coordinate and evaluate all district Foundation activities under the direct leadership of the Governor;

12.80.6.2.2 assist the Governor-Elect in obtaining input from club members prior to establishing district Foundation goals for implementation during the Governor Elect's term as Governor, especially for the Annual Programs Fund contribution goal submitted during the International Assembly;

12.80.6.2.3 promote and support all programs of the Foundation;

12.80.6.2.4 assume responsibilities of any subcommittee not appointed or functioning;

12.80.6.2.5 assist the Governor and Trainer in presenting a Rotary Foundation seminar for club presidents, presidents-elect, club Foundation committees and other Rotarians in the district;

12.80.6.2.6 assist the Trainer in conducting Foundation sessions at PETS and the district assembly;

12.80.6.2.7 encourage clubs to conduct at least one program on the Foundation in each quarter of the year, giving special observance to November Rotary Foundation Month;

12.80.6.2.8 communicate Foundation reports to clubs on a regular basis and assist club chairs and Presidents in understanding reports and correcting any discrepancies;

12.80.6.2.9 encourage high levels of financial support for Foundation programs through regular Annual Program Fund contributions and gifts to the Foundation Endowment Fund;

12.80.6.2.10 ensure coordination of all district Foundation fundraising and recognition activities, including the Annual Programs Fund, Endowment Fund, Matching and Helping Grants, and PolioPlus Partners;

12.80.6.2.11 ensure adequate and effective communication with the club Foundation Committees to provide awareness and understanding of the Foundation to all clubs in the district;

12.80.6.2.12 encourage clubs to access up-to-date information of the Rotary Web site (www.rotary.org);

12.80.6.2.13 refer to the Regional Rotary Foundation Coordinator for support in carrying out committee responsibilities.

12.80.6.2.14 insure that copies of all communications from and to the Foundation, the schedule of and minutes of all committee and subcommittee meetings are transmitted to the Governor in timely fashion.

12.80.6.3 The Rotary Foundation subcommittees serving the following functions shall include:

12.80.6.3.1 Fundraising, including the Annual Fund and the Paul Harris Society;

12.80.6.3.2 Endowment Fund;

12.80.6.3.3 Grants, including District Grants, Global Grants, and World Community Service Grants'

12.80.6.3.4 Scholarships;

12.80.6.3.5 Vocational Training Teams;

12.080.6.3.6 PolioPlus; and

12.080.6.3.7 Stewardship;

12.80.7 **Service Avenues Committee** shall ensure that programs not otherwise assigned to another district committee or office that enhance member and club development are available and utilized by the clubs and their members. The chair of the Club Services Committee shall serve on the Executive Finance Committee.

12.80.7.1 Chair Duties: Duties of the Service Avenues Committee chair shall be:

12.80.7.1.1 Serve as chair of the Service Avenues Committee and a member of each of its subcommittees;

12.80.7.1.2 Serve as a member of the Executive and Finance Committee;

12.80.7.1.3 With the assistance of the Governor-Nominee and Governor-Elect identify qualified chairs for each subcommittee as needed;

12.80.7.1.4 Assist the subcommittee chairs to find members and keep each subcommittee full and operating; and

12.80.7.1.5 Encourage and advance all programs assigned to the committee to assist clubs in strengthening their avenues of service.

12.80.7.2 The Committee shall address the following operations either at the committee level or through one or more subcommittees:

12.80.7.2.1 District Awards to review submissions and reports from clubs for purposes of selecting winners of the various district awards as set forth as Continuing Resolutions to these Bylaws. For any awards to be made by classifying clubs by their number of members, clubs shall be separated into three groups based on membership size, with an approximately equal number of clubs in each of the three groups.

12.80.7.2.2 Community Corp;

12.80.7.2.3 Club Visioning;

12.80.7.2.4 Friendship Exchange;

12.80.7.2.5 Inter-country to promote fellowship, service projects and intercultural understanding through contacts and visits between clubs and Rotarians in two or more countries by:

12.080.7.2.5.1 Encouraging Rotarians to visit each other's countries and homes.

12.080.7.2/5.2 Strengthening friendships by encouraging Rotarians and clubs to connect with those in other countries.

12.80.7.2.6 Literacy;

12.80.7.2.7 Rotary Fellowships;

12.080.7.2.8 Vocational Service; and

12.080.7.2.9 Water and Sanitation.

12.80.8 **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.

12.80.8.1 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.

12.80.8.2 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.

12.80.8.3 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.

12.80.8.4 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.

12.80.9 **Bylaws Committee**; shall be charged with reviewing the Bylaws of the District and RI policy and procedure documents at least annually and shall bring forward amendments for consideration at the annual business meeting at the district conference as necessary to maintain the currency of the document. The duties of the committee shall be to:

12.80.9.1 review the Bylaws and RI policy and procedure documents each year prior to December 31 to determine district compliance with such;

12.80.9.2 report to the Executive and Finance Committee at each mid-winter meeting that such a review has taken place and no amendments are needed or propose any needed amendments to insure compliance;

12.80.9.3 serve as a resource to district clubs on matters of club constitutions and bylaws.

12.80.10 Youth Protection Committee shall be responsible for developing policy and appropriate youth protection measures and guiding implementation of such measures in all Rotary activities within District 5580. The committee will be responsible for all documentation development, distribution, use and retention concerning youth protection in the district.

12.80.10.1 **Membership** The membership of the Youth Protection Committee shall be the District Governor who shall serve as Chair, District Governor Elect who shall serve as Vice Chair, District Youth Protection Officer USA, District Youth Protection Officer Canada, Chair of the District Youth Exchange Subcommittee, Chair of the Youth Services Committee and one at large member of Rotary appointed by the District Governor.

12.80.10.2 The specific duties of the committee are as follows:

12.80.10.2.1 to continuously review and update youth protection policies and practices as needed;

12.80.10.2.2 to develop and distribute information materials to all clubs, programs and activities to insure that all units of Rotary in the District are fully aware of current policies and practices.

12.80.10.2.3 to coordinate training and information support activities with the District Trainer.

12.80.10.2.4 to advise the District Governor upon any reported abuse or harassment or reported failure to implement District policy and practice.

12.80.11 Crisis Management Committee shall consist of Rotarians with specific skill sets who will convene in an appropriate manner at the call of the District Governor to advise the District Governor should a crisis develop that is deemed by leadership to be of sufficient degree as to warrant calling the committee,

12.80.11.1 The Committee shall include but neither be required nor limited to Rotarians who are active or retired police officers, lawyers, psychologists, medical personnel, state or federal agents.

12.80.11.1.1 The Chairperson of the Committee shall be the District Governor. However, the Governor shall appoint a Vice Chair to administer functions related to the Committee when there is not a crisis but the position of Vice Chair shall not be presumed to succeed the Chair.

12.80.11.1.2 Members who agree to be a part of the committee shall provide contact information so that they can be immediately contacted and available to District leadership.

12.80.11.1.3 In some circumstances a member may need to recuse herself or himself from a specific crisis.

12.80.11.1.4 One member of the committee shall be a member of the District Communications Committee to serve as liaison with that Committee to insure proper handling of public relations in the event of a crisis.

12.80.11.2 The Committee shall convene solely for the purpose of advising the District Governor and not for advising or treating persons directly involved with the crisis.

12.80.11.3 Should the elements of a crisis begin to develop in an area of the district or involving Rotary activities in any location Rotarians on scene are to immediately notify one of the following in the order of priority listed below:

12.80.11.3.1 District Administrator

12.80.11.3.2 District Governor

12.80.11.3.3 District Governor Elect 12.80.11.3.4

District Governor Nominee 12.80.11.3.5 The

Assistant Governor in their area

12.80.11.3.6 Some other Rotarian in a district leadership position

Once notified that person shall immediately contact members of senior leadership available who shall determine the degree of crisis and elect to notify the Crisis Management Committee, and a district media contact. Any activity or lack of activity intended to cover up or otherwise hide an emerging crisis from District Leadership shall be referred to the Executive and Finance Committee for review.

12.80.12 **District Training Committee** assists the District Leadership Team in the assessment, planning and evaluation of the district's training needs to provide education to district members. The committee provides training, support and mentoring for webinar use, President Elects Training Seminars (PETS), and the District Training Assembly as well as any other specific training needs. The committee will work with all other District Committees to insure all District Rotarians have opportunities for training and education.

12.80.13 **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.

12.80.13.1 If required by the Audit Committee an audit, a review or a compilation shall be conducted, employing applicable accounting principles by a Certified Public Accountant or Chartered Accountant.

Article XIII: The Past-Governors Council

13.010 Purpose. The purpose of the Past-Governors Council shall be to advise the district Governor and district Governor-Elect on matters of concern within the district.

13.020 Membership. The council shall consist of all past-district Governors who are members of rotary clubs in the district, the Governor, the Governor-Elect, the Governor-Nominee, and the Treasurer. The Governor-Nominee and the Treasurer shall serve as non-voting members of the committee.

13.30 Meetings. A meeting of the council shall be called and directed by the Governor at least twice per year:

13.30.1 once, during the second half of the calendar year, to discuss the challenges and opportunities within the district;

13.30.2 and, during the first half of the calendar year, following the end of the international assembly, to inform the current and past Governors about the news of RI and to receive information on the district, and;

13.30.3 the Governor may call additional meetings of the council as deemed necessary;

13.30.4 further, any four members of the council may request a special meeting of the council through a written request to the Governor with copies to all members of the council stating the purpose of the proposed meeting;

13.30.5 upon receipt of a request for a special meeting of the council the Governor shall either schedule such a meeting within 30 days of the receipt of the request or provide a written statement of reasons for denial to all members of the council;

13.30.6 the Past-Governors Council shall adopt a method of selection and shall select by June 1 of each year two members who do not otherwise serve on the Executive and Finance Committee to serve on the committee for the next Rotary year.

Article XIV: Miscellaneous

14.010 Rules of Order. Except as otherwise provided in these Bylaws all district meetings at which actions are to be taken including meetings of committees and subcommittees shall be conducted under the provisions of the most recent edition of Roberts Rules of Order, Revised.

14.020 Meetings. All district meetings except those of the District Administrator Committee and the Nominating Committee shall be open to all members of Rotary Clubs within the district but such members attending meetings who are not members of the committee shall not speak unless invited to do so by the chair and shall not vote on matters before the committee. Meetings may be held in person or conducted through remote conferencing. Notices of all meetings of district committees shall be posted on the district website.

14.030 Quorum. The quorum for all district committees to conduct business shall be a majority of the committee voting membership. Voting members shall be counted present if present in person or through electronic medium.

14.40 Approval of Levy for District Fund. The District Fund shall be financed by all clubs in the district by way of a per capita levy on the members of the clubs. The amount of the levy shall be decided by:

14.40.1 the district assembly after the approval of seventy-five percent (75%) of incoming club presidents present, provided that where a president-elect is excused from attending the district assembly by the Governor-Elect in accordance with appropriate

requirements, the designated representative of the president-elect shall be entitled to vote in the president-elect's place, or, at the option of the district,

14.40.2 the district conference by a majority of the electors present and voting, or,

14.40.3 at the option of the district, the district president elects training seminar after the approval of seventy-five percent (75%) of the incoming club presidents present, provided that where a president-elect is excused from attending by the Governor-Elect in accordance with appropriate requirements, the designated representative of the president-elect shall be entitled to vote in the president-elect's place.

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.

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

Article XV: Amendments and Continuing Resolutions

15.010 Amendments. These Bylaws may be amended at the business meeting of the district conference by placing the item on the regular addenda of the conference business meeting to be distributed to all district clubs at least 30 days prior to the scheduled meeting. An amendment shall be adopted by a majority vote of district electors as defined in Section 15.050 of the Rotary International Bylaws present and voting, providing a quorum of such electors are present. If a quorum is not present, the matter shall be submitted a mail ballot vote of clubs in the district.

15.020 Continuing Resolutions. Continuing Resolutions are actions on district policy and procedure taken by the Executive and Finance Committee and may not amend or conflict with the Constitution and Bylaws of Rotary International or these Bylaws. Upon adoption by the Executive and Finance Committee they shall remain in force until the next district conference at which time they shall be presented to district clubs as a regular item of business on the agenda for review and challenge by district clubs. If four or more district clubs challenge the adoption of a continuing resolution, the matter shall be submitted to a vote of district electors. If a quorum is not present, the matter shall be submitted to a mail vote of district clubs and the continuing resolution shall remain in effect until that vote is counted and certified. If not challenged, the continuing resolution shall remain in effect until modified or discontinued by action of the Executive and Finance Committee. If successfully challenged the implementation of the continuing resolution shall be immediately discontinued and the Executive and Finance Committee shall seek other policies or procedures to replace those rejected by action of the district clubs.

15.020.1 All continuing resolutions currently in force shall be submitted for review and challenge at the district conference next following adoption of these bylaw amendments.