

DISTRICT 5750 BYLAWS

ARTICLE ONE Membership and Purpose

Section 1.

The membership consists of Rotary Clubs assigned by Rotary International to District 5750.

Section 2.

The purpose of the District is for the administration of Rotary International policies and all organization and activities shall exist solely to help individual clubs advance the Object of Rotary. None of these Bylaws can alter in any way the Bylaws of Rotary International.

ARTICLE TWO District Officers

Section 1. DISTRICT GOVERNOR.

The District Governor is an officer of Rotary International, functioning under the general control and supervision of the Rotary International Board of Directors. The Governor is charged with the duty of furthering the Object of Rotary by providing leadership to and supervision of the clubs in the District. The Governor should work with district and club leaders to encourage participation in a district leadership plan. The Governor shall provide inspiration and motivation to the clubs in the District. The Governor shall also ensure continuity within the District by working with past, current and incoming district leaders in fostering effective clubs. In addition to the detailed description of the Governor's responsibilities detailed in *Duties of a Governor*, in Section 15.090 of the Rotary International By-Laws, the Governor shall:

- a. Plan, develop and preside at the District Conference;
- b. Produce a printed District Directory by September 30 of the Rotary year;

and

- c. Perform all other duties as inherent in his/her responsibility as the officer of Rotary International in the District.

The Governor is authorized to execute contracts for and on behalf of the District. In the event of a vacancy in the office of District Governor, the Board of Directors of Rotary International are responsible for a replacement as detailed in *Vacancy in the Office of the Governor*, in Section 6.120 of the Rotary International By-Laws..

Section 2. DISTRICT GOVERNOR-ELECT.

The District Governor-Elect shall be nominated following the procedure in Section 13.020 of the Rotary International By-Laws. The District Governor-Elect is elected by the annual Convention of Rotary International one year prior to his/her year of service as District Governor and shall take office as District Governor-Elect on July 1 of the year following that RI Convention. He/She shall work with the District Governor, and is responsible for:

- a. attending the International Assembly of Rotary International;
- b. attending the Zone Institute/GETS (Governor Elect Training Session);
- c. planning, developing and presiding at PETS/SETS and the District Assembly or Assemblies;
- d. performing all other duties as inherent in his/her responsibility as District Governor-Elect; and
- e. attending the Rotary International Convention when possible.

Section 3. DISTRICT GOVERNOR NOMINEE.

The District Governor Nominee shall be nominated following the procedure in Section 13.010 of the Rotary International By-Laws and shall assume office as District Governor Nominee on July 1 of the year he/she is nominated. He/She shall work with the District Governor, the District Governor-Elect and other district leaders assisting as necessary, and preparing for his/her year of service. He/She shall be selected not more than 30 months, but not less than 24 months, prior to the day of taking office.

Section 4. DISTRICT GOVERNOR NOMINEE DESIGNATE.

The individual selected by the procedure in Section 13.010 of the Rotary International

By-Laws shall be called the "District Governor Nominee Designate" prior to his/her year of service as District Governor Nominee.

Section 5. DISTRICT TREASURER.

- a. The District Treasurer, with such assistance from the District Governor as may be appropriate, shall oversee the collection and deposit of all assessments due and all monies payable to the District. All monies so received in such banks as seem to him/her proper in the name of Rotary International District 5750 and said monies shall be known as the District Operating Fund. The Treasurer shall withdraw and expend such funds only upon voucher or bill that is submitted in compliance with the approved current fiscal year budget. Checks drawn on such banks where current funds are maintained require only the signature of the District Treasurer.
- b. The District Treasurer shall authorize the sending to the Secretary of each Club in the District a per capita dues invoice based on each Club's membership as of June 30 and December 31 of each year. Such invoices shall be mailed on or about the 15th day of July and January. The Treasurer shall report delinquencies to the District Governor
- c. The District Treasurer shall file with the District Governor, to be published at the District Conference, an interim financial report of receipts and expenditures.
- d. The District Treasurer shall provide, in time to be published not later than the October issue of the Governor's Monthly Letter, a complete and final report of all receipts and expenditures for the past Rotary year, for each year and all District funds. The District Governor each year shall provide for and cause to be made a review of all accounts in the custody of said Treasurer of said District funds as soon as practicable after the close of the Rotary year, June 30th. The review shall be completed within three (3) months of the close of the Rotary year.
- e. The District Treasurer shall file all required financial and tax forms required of the District in a timely manner and provide a copy of all such forms to the District Governor.
- f. The District Treasurer and Assistant Treasurer, if any, shall furnish to the District Governor a fidelity bond in such sum and with such surety or sureties as shall be approved by the District Governor, the cost of same to be paid out of District funds.
- g. The District Treasurer serves at the will of the District Governor, may be removed upon written notice from the District Governor, and may be re-appointed and serve successive terms.

Section 6: ASSISTANT DISTRICT TREASURER

The Assistant District Treasurer shall perform such duties as requested by the District

Governor and, in the absence or disability of the District Treasurer, perform the duties of the Treasurer and act in his/her stead.

Section 7. DISTRICT SECRETARY

- a. The District Governor shall appoint a District Secretary to serve for one year to compile minutes and records of all District meetings. The District Secretary serves at the will of the District Governor, may be removed upon written notice from the District Governor, and may be re-appointed and serve successive terms. The duties of the District Secretary may be assigned to or fulfilled by the District Administrator.
- b. The District Secretary shall assist the District Governor in whatever way may be required and serve as Secretary of the District Conference, District Assembly and shall keep the minutes of all District meetings called by the District Governor when requested to do so. The District Secretary shall keep all district records and papers, maintaining continuity in District affairs and shall see that such records and papers are suitably filed and preserved and handed over in good condition to his/her successor when qualified.
- c. The District Secretary shall provide suitable space for the safekeeping of the current records of District 5750, preferably in an electronic cloud storage format.
- d. The District Secretary shall keep a roster of membership in every club in the District from information furnished and updated annually by each club secretary with the "Annual Report."

Section 8: ASSISTANT DISTRICT SECRETARY

The Assistant District Secretary shall perform such duties as requested by the District Governor and in the absence or disability of the District Secretary perform the duties of the Secretary and act in his/her stead.

Section 9. REPRESENTATIVE TO THE COUNCIL ON LEGISLATION.

The Representative and an Alternate to the Council on Legislation shall be elected at the Rotary District Conference two years preceding the year in which the Council on Legislation is to meet. The election shall be held in accordance with the Section 8.010 through 8.070 of the Bylaws of Rotary International. The candidate receiving a majority of the votes cast shall be the representative to the council. The candidate receiving the

second highest number of votes shall be declared the alternate representative, to serve only in the event the representative is unable to serve.

Section 10. DISTRICT OFFICE AND DISTRICT ADMINISTRATOR.

A District 5750 Office shall be established and maintained as a centralized permanent office to: 1) provide continuity and safekeeping for District 5750 records and data base information; 2) to aid in the efficient storage and dissemination of Rotary International forms, documents, and materials for the use of district clubs and Rotary officers; and 3) to assist each successor Governor with the availability of an experienced District Administrator responsive to the needs and desires of the District Governor.

- a. The District Administrator is not an employee position.
- b. The District Administrator is the individual responsible for the flow of all administrative activities in the district. These responsibilities include, but are not limited to, the receiving and distributing of communications between the Leadership Team, Treasurer, Secretary, and the clubs of the district. Duties may also include the receiving and depositing of district funds and the communications of such deposits to the District Treasurer and the compiling of minutes and records of all district meetings, in place of the District Secretary.
- c. The District Governor shall appoint or contract for the position of the District Administrator. If the District Administrator is contracted the amount of compensation for the position will be set in the annual budget by the District Finance Committee.
- d. The District Administrator serves at the will of the District Governor and may be removed upon written notice from the District Governor.
- e. The District Administrator will work at the District Office and keep regular hours, as designated by the Executive Committee.
- f. When a vacancy occurs in the District Administrator position, a replacement shall be nominated by the current Governor with final approval by the District Executive Committee.
- g. The Office shall be managed by the District Governor, with the assistance of a Past District Governor or other experienced Rotary officer, appointed by the District Governor, as may be appropriate or necessary.
- h. The person overseeing the Office, if other than the District Governor, in conjunction with the District Governor and District Governor Elect, shall review the performance of the District Administrator annually prior to December 31. Recommended salary and/or fringe benefit adjustments as deemed appropriate will be referred to the District Executive Committee for approval. Approved changes and/or modifications will then be referred to the District Finance Committee for inclusion in next year's budget for the District.

- i. The Office is intended to be a continuing function of the District and shall function as a primary source of historical information and data for incoming District Governors.

ARTICLE THREE Nominations and Elections

Section 1. NOMINATING COMMITTEE.

The Nominating Committee for District Governor shall be composed of the following members: the immediate three Past District Governors who are still Rotarians in good standing and residing in the District; three immediate past presidents, each representing one of three different size categories of the clubs in the District (one member representing clubs with memberships of under 25 in number; one member representing clubs with memberships of 25-50 in number and one member representing clubs with memberships of 50 or more in number); and three Assistant Governors. The District Governor shall name the chairman. The District Governor, District Governor Elect and District Governor Nominee are ex officio members of the committee without vote. The Nominating Committee shall follow the directives set forth in Section 13.020 of the By-Laws of Rotary International.

Section 2. QUORUM.

A quorum is established at six.

Section 3. CALL FOR NOMINATIONS

The call for nominations from the clubs of the District will be sent out in September by publication in the District's newsletter. The deadline for nominations shall be set at November 30th.

Section 4. QUALIFIED CANDIDATES

Clubs may submit qualified candidates to the Chairman of the Nominating Committee on or before the date established by the Committee.

Section 5. NOMINATION LIMITS

The Nominating Committee shall not be limited in making its selection to those names submitted by the clubs.

Section 6. MEETING DEADLINE

The Nominating Committee shall meet no later than January 31st of the year following the call for nominations to make their selection.

Section 7. QUALIFICATIONS OF A GOVERNOR-NOMINEE.

Unless specifically excused by the board, no person shall be selected as nominee for governor unless the Rotarian has the following qualifications at the time of selection.

- a. The Rotarian must be a member in good standing of a functioning club in the district.
- b. The Rotarian must have full qualifications for such membership in the strict application of the provisions therefore, and the integrity of the Rotarian's classification must be without question.
- c. The Rotarian must have served as president of a club for a full term or be a charter president of a club having served the full term from the date of charter to 30 June, provided that this period is at least six months.
- d. The Rotarian must demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of governor as provided in *Duties of a Governor* in section 15.090 of the Rotary International By-Laws.
- e. The Rotarian must demonstrate knowledge of the qualification, duties, and responsibilities of a governor as prescribed in the bylaws and submit to RI, through its general secretary, a signed statement that the Rotarian understands clearly such qualifications, duties, and responsibilities. Such statement shall also confirm that the Rotarian is qualified for the office of governor and willing and able to assume the duties and responsibilities of that office and to perform them faithfully.
- f. Unless specifically excused by the board, a governor at the time of taking office must have attended the international assembly for its full duration, been a member of one or more Rotary clubs for at least seven years, and must continue to possess the qualifications in *Qualifications of a Governor-Nominee* in section 15.070 of the Rotary International By-Laws.
- g. Unless specifically excused by the board, a governor at the time of taking office must have been a member of a functioning club in the district for four years.

Section 8. SELECTION OF A GOVERNOR-NOMINEE.

The District shall select a nominee for Governor not more than 30 months, but not less than 24 months prior to the day of taking office. 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. Nominees so elected shall serve a one-year term as Governor-elect and assume office on 1 July in the calendar year following election.

ARTICLE FOUR Leadership Team

Section 1. DISTRICT LEADERSHIP TEAM.

This team is composed of the Governor's Advisory Council, the District Executive Committee, all Assistant Governors and all committee chairs. The District Governor shall serve as coordinator for the team and will arrange such meetings of the team as the Governor deems appropriate.

Section 2. GOVERNOR'S ADVISORY COUNCIL.

This Council shall be composed of all Past District Governors in the District who are still Rotarians in good standing, and shall act in an advisory capacity to the District Governor during his/her administration. The sole purpose of this committee is to advise and counsel on District organization and programs. This Council shall meet at the request of the Governor.

Section 3. DISTRICT EXECUTIVE COMMITTEE.

The Executive Committee is composed of the District Governor, the immediate three Past District Governors who are still Rotarians in good standing, the District Governor-Elect and the District Governor Nominee.. This committee will provide program continuity to the District, will be the decision-making body for the District between District Conferences, and will give support and assistance to the District Governor. This committee shall meet at the request of the Governor.

Section 4 . ASSISTANT GOVERNORS.

The District Governor, with recommendations from the District Governor-Elect and the District Governor Nominee, may appoint Assistant Governors for each of the Divisions of Clubs in the District. The Assistant Governors are to function following the District Leadership Plan and the *Manual of Procedure*.

Section 5. DISTRICT TRAINER.

The Governor, based on the recommendation of the Governor-Elect, shall appoint a District Trainer, who shall serve a term of three (3) years. Minimum qualifications for the District Trainer should include: (a) membership, in good standing in a club in the District for at least three (3) years; (b) status as a past governor, a past assistant governor, past district committee chair or past club president; and (c) a clear understanding that the District Trainer is responsible to the Governor-Elect.

Duties

include assisting the Governor-Elect with training at PETS, the District Assembly, the District Rotary Foundation Seminar, the District Membership Seminar and the District Training Conference, which includes training for Assistant Governors.

ARTICLE FIVE Finances

Section 1. FINANCE COMMITTEE.

The Finance Committee shall be composed of these *ex officio* members: the current District Governor; the immediate Past District Governor; the District Governor-Elect; the District Governor Nominee and the District Treasurer. The District Treasurer shall serve as chairman.

Section 2. DUTIES.

The Finance Committee shall prepare a Budget for the Rotary year, and a copy shall be furnished to each club in the District at least four (4) weeks prior to the District Assembly. Adoption of the Budget at the District Assembly shall authorize payment up to, but not exceeding the total budgeted expenditures. The committee shall approve reimbursement of additional expenses set forth in Section 4 of this Article. The Finance Committee shall have authority to approve expenditures from the reserves of the District.

Section 3. DISTRICT DUES AND ASSESSMENTS.

Each club in the District shall pay to the District Treasurer annual dues based on the number of members in that club. The annual dues shall

remain the same as the prior year unless changed at a District Conference or District Assembly or at any District meeting to which all clubs are entitled to send a representative, provided the proposed dues change has been sent to the clubs 30 days prior to the meeting.

Section 4. EXPENDITURES.

Expenditures will be made in accordance with the approved fiscal budget and as directed by the District Finance Committee.

Section 5. ANNUAL STATEMENT AND REPORT OF DISTRICT FINANCES.

The Governor must provide an annual statement of the District finances to each club in the District within three months of the completion of the Governor's year in office.

This annual statement shall also be presented, discussed (if need be) and formally adopted at the next District meeting to which all clubs are entitled to send a representative and for which 30 days notice has been given that the statement of District finances will be presented for adoption or if no such meeting is held by the following District Conference. This annual statement and report shall include but not be limited to details of:

- a. all sources of the District's funds (RI, The Rotary Foundation, District and club);
- b. all funds received by or on behalf of the District from fundraising activities;
- c. grants received from the Rotary Foundation or funds of the Rotary Foundation
- d. designated by the District for use;
- e. all financial transactions of District committees;
- f. all financial transactions of the Governor by or on behalf of the District; and
all expenditures of the District's funds.

ARTICLE SIX Committees

Section 1. COMMITTEES.

District committees are charged with carrying out the goals of the District as formulated by the Governor with the advice of the assistant governors and district leadership team.

Committees shall be appointed to address ongoing administrative functions, such as Membership and; Finance; District level programs that are ongoing, such as Youth Exchange; District Conference; The Rotary

Foundation; and RI Convention Promotion. Information regarding the specific purpose, duties and responsibilities, additional qualifications, and additional training requirements for these committees can be found in section 17.020.3 of the Rotary Code of Policies and in the district directory.

Section 2. SPECIAL COMMITTEES.

The District Governor may appoint additional special committees as recommended or required by Rotary International or the needs of the district. Additional district committees are appointed only when they serve a specific function as identified by the Governor and the District Leadership Team.

Section 3. QUORUM.

The presence in person of a majority of the voting members at any committee meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4. NOTICE OF MEETINGS.

Notice of all committee meetings shall be provided to each committee member not less than three days nor more than 60 days before each committee meeting and shall specify the place, day, and hour of such meeting and the general nature of the business to be transacted. Notice may be furnished by mail, facsimile or e-mail.

**ARTICLE SEVEN
Voting**

Section 1. ELECTORS.

Electors are to be determined in accordance with Section 15.050.1 of the Bylaws of Rotary International. Each club may select, certify, and send to the Conference at least

one elector. Any club with a membership of more than 25 shall be entitled to one (1) additional elector for each additional twenty-five (25) or major fraction, (i.e., 13 or more) thereof, of its members, based on the membership as of the last day of the month preceding the District Conference.

Section 2. VOTING PROCEDURES.

Only electors may vote on the selection of a Governor nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, and the decision as to the amount of the district's per-capita levy. In all other matters brought before the conference, every member in good standing of a club present at the district conference may vote.

Section 3. PROXIES.

Voting by proxy is not permitted.

Section 4 ELECTRONIC MEETINGS.

The Executive District Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media. If dialogue is expected, all members should be able to participate and to hear or otherwise interact with one another.

ARTICLE EIGHT Insurance and Indemnification

When a person is sued or prosecuted in a criminal action, either alone or with others, because such person is or was an officer of the District or an agent acting for or on behalf of the District, in any proceeding arising out of alleged misfeasance or nonfeasance in the performance of such person's duties or out of any alleged wrongful act against the District or by the District, such person shall be indemnified for all reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, if both the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- b. The court finds that such person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the District by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made

either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the court may order the fees and

expenses to be paid directly to the attorney or other person, although not a party to

the proceeding. Notice of the application for such indemnity shall be served upon the

District, and upon the plaintiff and other parties to the proceeding.

The District may purchase and maintain such Directors and Officers coverage and

liability coverage as the District Executive Committee deems appropriate.

ARTICLE NINE Fiscal Year

The fiscal year of the District shall be July 1 through June 30.

ARTICLE TEN Parliamentary Authority

The most current revision of "Robert's Rules of Order" shall govern District 5750 in all

cases to which it is applicable and in which it is not inconsistent with the Constitution

and Bylaws of Rotary International.

ARTICLE ELEVEN Amendments

The Bylaws of District 5750 may be amended by a two-thirds vote of those present and

voting at the District Conference or at any District meeting to which all clubs are entitled

to send a representative, provided the proposed amendments have been sent to the

clubs 30 days prior to the District Conference or any other District meeting as described above.

Approved at the District 5750 Annual Business Meeting held March 7, 2014 in Oklahoma City, Oklahoma, during the 2014 President Elect Training Seminar.

This updated our last full revision of 2007.