



BYLAWS
Amended April 22, 2018



Rotary District 5750 BYLAWS
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Introduction

The Rotary District 5750 Bylaws shall derive their authority from the “Official” documents, rules, procedures and authority as prescribed by Rotary International, as pertaining to the most current versions available.

- Rotary International Manual of Procedure
- Rotary International Code of Policies
- Rotary International Official Directory

Additional references and guidelines for duties, instruction, training and implementation shall come from other Rotary International handbooks, manuals, pamphlets, guidelines and resources as pertinent to specific offices and committees.

District and Club officers are encouraged to utilize the full power of electronic media, including video, slide shows, e-mail, web meetings, internet and other digital media in supplementing the Bylaws.

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ARTICLE 1: Membership and Purpose

Section 1 Composition and Name

The membership consists of Rotary Clubs assigned by Rotary International and shall be named Rotary International District 5750.

Section 2 Purpose

The purpose of the District is to encourage, promote and administer the Object of Rotary as outlined by Rotary International's policies; and all organization and activities shall exist solely to help individual Clubs.

Section 3 Interpretation

Relationship to the Constitutional Documents – These Bylaws shall be subject to all current constitutional and policy of Rotary International. In the event of a conflict between the provisions of the constitutional documents of Rotary International and the provisions of these Bylaws, constitutional documents of Rotary International take precedence and thereby modify the conflicting provisions of this document. None of these Bylaws can alter in any way the Bylaws of Rotary International.

Severability – The articles, sections and subsections of these Bylaws are severable. If any article, section or subsection of these Bylaws is declared invalid by the judgment of any court or other agency of competent jurisdiction, such invalidity shall not affect any of the remaining articles, section or subsections of these Bylaws.

Document Conventions – Throughout these Bylaws, pronouns of masculine gender shall include the feminine. Grammatical inconsistencies in the text or format shall not be cause for invalidation of the Bylaws, and may be corrected prior to printing or publishing without having to amend the Bylaws, as long as the corrections do not change the approved intent of the document. Any such change shall be made by the District Governor or by a committee appointed by the District Governor.

ARTICLE 2: District Officers

The method of selection, term of office, duties and responsibilities of all District officers are as designated in the constitution and Bylaws of Rotary International, and as prescribed by Rotary International, and described in the Rotary District 5750 Manual of Procedure.

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 shall 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, the District Governor will follow the detailed description of the Governor's responsibilities in *Duties of a Governor* of the Rotary International Bylaws.

Section 1.1 Selection of District Governor

The position of District Governor, known as District Governor Nominee Designate when first chosen is selected by the District Nominating Committee. The committee shall follow the guidelines as detailed in the District Manual of

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Procedure, Section 3.6.3, Selection of District Governor Nominee Designate. The Nominating Committee shall follow the directives set forth in the Bylaws of Rotary International.

Section 2 District Governor Elect

The District Governor Elect shall be nominated following the procedure of the Rotary International Bylaws. The District Governor Elect is elected by the annual Convention of Rotary International one year prior to their year of service as District Governor and shall take office as District Governor Elect on July 1 of the year following that Rotary International Convention. The District Governor Elect shall work with the District Governor, and has duties as outlined in the District Manual of Procedure.

Section 3 District Governor Nominee

The District Governor Nominee shall be nominated following the procedure of the Rotary International Bylaws and shall assume office as District Governor Nominee on July 1 of the year of nomination. District Governor Nominee shall work with the District Governor, the District Governor Elect and other District leaders assisting as necessary, and preparing for their year of service. District Governor Nominee 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 Rotarian selected by the procedure of the Rotary International Bylaws shall be called the "District Governor Nominee Designate" prior to their year of service as District Governor Nominee.

Section 5 Assistant District Governor

As provided in the Rotary International "District Leadership Plan", District Assistant Governors (Assistant Governors) shall be appointed by the District Governor to serve a term of one year to coincide with the term of the District Governor. The District Assistant Governor may continue in the same capacity if asked by the next incoming District Governor to serve a second year in succession, but may not serve more than three (3) one-year terms.

Section 6 District Treasurer

The District Treasurer shall be an active Rotarian and shall be appointed by the District Governor to serve a term of one year but no longer than three consecutive one-year appointments that coincides with the term of the District Governor. The District Treasurer shall assist the District Governor as requested and shall carry out the duties set out in District Manual of Procedure.

Section 7 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 their stead.

Section 8 District Secretary

The District Secretary shall be an active Rotarian and shall be appointed by the District Governor to serve a term of one year but no longer than three consecutive one-year appointments that coincides with the term of the District Governor. The District Secretary shall assist the District Governor as requested and shall carry out the duties set out in District Manual of Procedure.

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Section 9 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 their stead.

Section 10 District Trainer

The District Trainer shall be an active Rotarian and shall be appointed by the District Governor to serve a term of one year but no longer than three consecutive one-year appointments that coincides with the term of the District Governor. The District Trainer shall assist the District Governor as requested and shall carry out the duties set out in District Manual of Procedure.

Section 11 Representative to The Council on Legislation

The Representative and an Alternate to the Council on Legislation shall be elected at the Rotary District Conference or District Assembly two years preceding the year in which the Council on Legislation is to meet. The election shall be held in accordance with 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 12 District Office

An office shall be established and maintained as a centralized permanent office to:

- a) provide continuity and safekeeping for District records and data base information;
- b) aid in the efficient storage and dissemination of Rotary International forms, documents, and materials for the use of District Clubs and Rotary officers; and
- c) to assist each successor Governor with the availability of an experienced District Administrator responsive to the needs and desires of the District Governor.

Section 13 District Administrator

The District Administrator is the only salaried employee position in the District should the District determine the need for this position. The person holding this position is required to be a Rotarian, and is not an officer of the District. The Administrator is hired by the District Governor. The duties of the Administrator are as assigned by the District Governor, with their day-to-day operations directed and supervised by the District Governor. Funding for the position is provided through the District Fund. The purpose of the staff position is to provide, with continuity, the services required for efficient, timely and comprehensive communications, information, reports and historical and current records of and for the District. The District Administrator shall serve, advise, and assist the District Governor as requested by the District Governor and perform other duties as may be assigned by the District Governor and as outlined in the job description.

ARTICLE 3: 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 District Governor deems appropriate.

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Section 2 District Governor Advisory Council

This Council shall be composed of 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 their 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

District leadership, oversight, and coordination between Rotary years will be provided by a District Executive Committee that is chaired by the District Governor; and is comprised of the District Governor, District Governor Elect, District Governor Nominee, Immediate Past District Governor, District Secretary and District Treasurer. Persons serving the said positions on July 1, the start of the Rotary year shall constitute the committee for one year. The Executive Committee will serve as an official advisory committee to the District Governor, and shall meet at the call of the District Governor or at the call of any two of the other members.

Section 4 Assistant District Governor

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*.

ARTICLE 4: 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 chairperson.

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 or District Conference, whichever has been declared a business meeting. Adoption of the budget at the District Assembly or District Conference 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.

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Section 5 Annual Statement and Report of District Finances

The District Governor shall provide an annual statement of the District finances to each Club in the District within three months of the completion of the District 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 a 30-day 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.

ARTICLE 5: Committees

Section 1 Purpose

District committees are charged with carrying out the goals of the District as formulated by the Governor with the advice of the Assistant District Governors and District leadership team. Committees shall be appointed to address ongoing administrative functions, such as: Membership, Finance, The Rotary Foundation, District level programs that are ongoing, such as RYLA, Wings of Rotary, Youth Exchange, District Conference, and Rotary International Convention Promotion. Information regarding the specific purpose, duties and responsibilities, additional qualifications, and additional training requirements for these committees can be found in the Rotary Code of Policies and in the District Manual of Procedure.

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 3 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 6: District Meetings

The details of all District meetings are described in the District Manual of Procedure.

Section 1 District Conference

The District Governor shall plan and implement a District Conference during their term of office as prescribed by the Rotary International Bylaws, at a time and place of their choosing, to provide fellowship, discussion, inspiration and recognition for Rotarians in the District.

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Section 2 District Assembly

A District Assembly, for training of incoming officers and directors of clubs in the District, shall be planned and executed by the District Governor Elect with the assistance of the District Governor, District Trainer and incoming Assistant District Governors, at a place determined by the District Governor Elect, and at a time prescribed the Rotary International Bylaws.

Section 3 President Elects Training Seminar (PETS)

The annual PETS meeting is for orientation and training of Club President Elects and Nominees. It is scheduled after the International Assembly (typically between February and April) and conducted by the District Governor Elect and District Trainer in cooperation with the sitting District Governor. In the case of multi-District PETS, scheduling and operation will be in coordination with the Organizing Committee of the multi-District PETS organization

ARTICLE 7: Voting

Section 1 Electors

Each Club's President shall serve as the Club elector. However, if the Club President is unwilling or unable to serve as elector the Club President may appoint a member of their respective Club as the replacement. Electors are to attend District business meetings, or specially called business meetings, as stated in the Rotary International Bylaws. The number of electors varies with membership size; namely, one elector for each 25 members or major fraction thereof. Any Club with a membership of more than 25 shall be entitled to one additional vote for each additional 25 members, or major fraction thereof (13 or more). For example, a Club with 38 to 50 members would have 2 electors. Such membership shall be determined by the number of members in the Club as of the date of the most recent semi-annual payment preceding the date on which the vote is to be held. For purposes of electors, Clubs in good standing shall include having paid their dues assessment through 9 months prior to the date of the meeting. Only Clubs in good standing may vote, and each Club in good standing shall have at least one elector. No proxies will be allowed. To be counted, the elector must be present at the time of a vote.

Section 2 Voting Procedures

Voting at all District meetings on all District matters shall be conducted as prescribed in the Rotary International Bylaws. Votes upon matters regarding District business such as, but not limited to District officers and representatives, District governance and legislative, such as Amendments to the Bylaws or Manual of Procedure, may be taken at the District Conference, District Assembly or ballot-by-mail/electronic media. Votes on District per capita levy and annual budget may be taken at District Conference, District Assembly or ballot-by-mail/electronic media, when proper and sufficient notice and publication is given. Any member present and in good standing of a Club in the District may vote on other matters; however, any elector shall have the right to demand a poll upon any matter, in which case only electors shall be allowed to vote.

Section 3 Proxies

Voting by proxy is not permitted.

Section 4 Ballot-By-Mail/Electronic Media

Ballot-by-Mail/Electronic Media shall follow Rotary International Bylaws covering same. When voting on matters which require electors, each Club shall have the number of votes based on the size of their membership. Each Club shall be entitled to at least one vote. Any Club with a membership of more than 25 shall be entitled to one

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additional vote for each additional 25 members, or major fraction thereof. Such membership shall be based upon their membership as of their last semi-annual report.

Section 5 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 8: 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 9: Fiscal Year

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

ARTICLE 10: Parliamentary Authority

The most current revision of "Robert's Rules of Order" shall govern the District in all cases to which it is applicable and in which it is not inconsistent with the Constitution and Bylaws of Rotary International.

ARTICLE 11: Amendments

The Bylaws of the District 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 as described above. Enactments for changing the rules for amendments stated in this Section, and any proposed changes related to District funds or fiscal management must be approved by a two-thirds majority of those present and voting. All other enactments amending the District Bylaws must be approved by a simple majority of those present and voting. In Ballot-by-Mail, enactments requiring two-thirds majority must be approved by two-

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thirds of the sum of all votes to which Clubs are entitled to send electors to votes taken at District meetings, and enactment requiring simple majority must be approved by a simple majority of the sum of all votes to which Clubs are entitled to send electors to votes taken at District meeting.