

**AMENDED AND RESTATED BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 5950, INC.**

PREAMBLE

Rotary International District 5950, Inc., a Minnesota non-profit corporation, (“Corporation”) has adopted these “Bylaws.” The Corporation is an association of Rotary clubs in the geographical areas of central, western and Minneapolis Minnesota, only within the area covered by Rotary International (“RI”) District 5950 (the “District”), as may be amended from time to time by RI.

Article 1 - Offices

1.1 The principal office of the Corporation at the time of adoption of these Bylaws is located at 54 Birnamwood Drive, Burnsville, Minnesota 55337. The Corporation may have offices at such other place either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Article 2 - Nonprofit Purposes

2.1 Corporation is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(4) of the Internal Revenue Code (“IRC”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the IRC.

2.2 The specific objective and purpose of this corporation shall be (a) to provide structure for RI clubs within the District as assigned by RI; (b) to provide support to RI clubs within the District in their pursuit of programs and activities that promote RI’s four stated objectives; (c) to encourage, promote, extend and supervise RI clubs throughout the District; and (d) to conduct District conferences. The purposes and powers of Corporation are limited to the purposes and powers consistent and in conformity with Section 501(c)(4) of the IRC, as amended, and further limited to being consistent with the objectives designated by RI for Rotary districts as outlined in the Rotary Code of Policies, as amended.

Article 3 – Members, Dues, and Meetings of the Members

3.1 MEMBERS. The Members of Corporation (herein “District Club” or “District Clubs”) shall be comprised of and limited to all Rotary clubs designated by RI from time to time to be in the District. The addition or removal of a club from the District by RI shall immediately and automatically result in a corresponding change in the membership of the Corporation (For clarity, individual members of a District Club shall hereinafter be referred to as “Individual District Members”).

3.2 DUES. Each District Club shall pay annual per capita dues to Corporation at the rate established at the Annual Meeting (described below) immediately before the year in which

the dues are payable. These dues are payable in June and July of each year. The per capita dues are based shall be the total membership census of the District Club on July 1st and January 1st of the year in which they are due. Each District Club shall certify its membership census annually on the 15th day of May and December. Dues shall be due and payable thirty (30) days after the billing statements are emailed or otherwise sent to the District Clubs.

3.3 ANNUAL MEETING. Corporation's "Annual Meeting" shall be held during the last quarter of District's fiscal year. The Board of Directors shall establish the time and place for the Annual Meeting. The Board shall send to the District Clubs official written or electronic notice of the time and place of the Annual Meeting at least thirty (30) days, but not more than sixty (60) days, before the date of the meeting. All resolutions to be submitted to the Annual Meeting shall be originated by a District Club, the District Governor, the District Governor-Elect, the District Governor-nominee or the Board of Directors. All resolutions shall be approved by the Board for recommendation to the Annual Meeting.

3.4 VOTING AT ANNUAL MEETING.

3.4.1 Delegates. Each District Club shall select, certify, and send to the Annual Meeting at least one delegate. Any District Clubs with a membership of more than twenty-five (25) shall be entitled to one additional delegate for each additional twenty-five (25), or major fraction thereof, of its Individual District Members. Such membership shall be determined by the number of Individual District Members in the respective voting District Clubs as of the date of the most recent semi-annual payment which precedes the date on which the vote is to be held. However, any District Clubs whose membership in RI has been suspended by the RI shall *not* be entitled to any delegates. Each Individual District Member delegate must be a member of the District Clubs. A delegate must be present at the Annual Meeting to vote or submit a written proxy in the form approved by Corporation. Attendance at the Annual Meeting is restricted solely to Individual District Members who are members in a District Club.

3.4.2 Voting Procedures at Annual Meeting.

3.4.2.1 Delegates Only. The following issues shall be voted on only by delegates: (1) the election of the District Governor-nominee; (2) the election of a member of the nominating committee for RI director-nominee; (3) the composition and terms of reference of the nominating committee for District Governor-nominee; (4) the election of the District's Representative and Alternate Representative to the Council on Legislation; and (5) the decision as to the amount of the District dues. For the election of the District Governor-nominee, all votes from a District Club with more than one vote shall be cast for the same candidate.

3.4.2.2 Individual District Members in Good Standing. Every Individual District Member of a District Club who is present and in good standing, whether or not a delegate, shall be entitled to vote on all other matters submitted to a vote at such Annual Meeting. However, any delegate shall have the right to

demand a poll upon any matter presented to the Annual Meeting. In such case, voting shall be restricted to delegates.

3.4.3 Quorum. With respect to votes by delegates at the Annual Meeting, a quorum shall exist if delegates of a majority of the District Clubs are in attendance at the Annual Meeting.

3.5 Special Meetings. The Board of Directors may call a special meeting of the District Clubs. The Board of Directors shall send written or electronic notice of the time and place of any special meeting at least thirty (30) days, but not more than sixty (60) days, before the date of such special meeting.

3.6 Annual Meeting Business. Subject to the restrictions set forth in Section 3.4, the business that may be conducted at the Annual Meeting shall include all business necessary to manage the affairs of Corporation in accordance with the policies of RI.

Article 4 - Board of Directors

4.1 The Board of Directors is responsible for the business and affairs of the corporation and shall consist of the following persons:

4.1.1 District Governor

4.1.2 District Governor-Elect

4.1.3 District Governor-Nominee.

4.1.4 Three immediate past District Governors, provided those three are willing to serve and remain active Individual District Members of a District Club; but if any of the three immediate past District Governors is not willing to serve or is no longer an active member of a Member club, then that person's position on the Board of Directors may remain vacant or may, at the discretion of the Board of Directors, be filled by any other past District Governor designated by the Board of Directors who does meet such qualifications.

4.1.5 District Secretary

4.1.6 District Treasurer

4.1.7 Three at-large Directors representing each of small (44 and under), medium (45-74) and large (75+) clubs

Individual District Members who are active members of a District Club in good standing and who have served as President of a District Club, but who are not past District Governors.

The three at-large Individual District Members shall be selected annually by the Board to serve one-year terms. But the at-large Board members may be reappointed to the Board, subject to the below limitation on consecutive terms. In selecting the at-large Board members, the Board shall give due consideration to representation of small, medium and large District Clubs as well as representation from both densely and thinly populated areas.

The Three at-large representatives shall serve staggered terms to ensure no turnover of no more than one at-large member during the same year. Starting in the year that these Bylaws become effective (estimated to be May 2019), the at-large Individual District Member from the large club

shall be replaced. The following year the - club representative shall be replaced. Two years following small club representative shall be replaced. This process shall ~~then~~ continue, so long as the District remains in operation.

Upon his or her nomination by the nominating committee, the District Governor-nominee-designate shall be invited to all Board meetings as a non-voting member.

The one-year term of all directors shall begin on July 1st and end on the following June 30th (the "Rotary Year"). The persons designated in paragraphs 1 through 6 shall serve on the Board ex officio, with the exception stated in Paragraph 4. If a vacancy occurs in any Board position in the middle of a Rotary Year, the Board shall select a replacement to serve for the remainder of that Rotary Year. Directors may serve no more than six (6) consecutive full one-year terms.

4.2 REMOVAL OF DIRECTORS. A Director may be removed by a two-thirds (2/3) vote of the directors present and voting; provided, however, that a Director shall not be removed from office unless the notice of the Regular or special meeting at which removal is to be considered states such purpose. When a Director has been removed, a new Director may be elected at the same meeting.

4.3 MEETINGS.

4.3.1 ANNUAL MEETINGS. An annual meeting of the Board shall be held every year on or before January 31 for the purpose of conducting operational business of the District.

4.3.2 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held upon written notice at the registered office of corporation, or at such other place as may be designated, at such time as shall from time to time be determined by the Board of Directors.

4.3.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose or purposes either by the President (District Governor), or during that person's absence, by such person filling the vacancy, after at least five (5) days' notice to each member of the Board of Directors either personally, by mail, by email, by telephone or by fax. Special meetings shall be called by the District Governor in like manner and with like notice on the written request of any two or more members of the Board of Directors.

4.3.4 MEETINGS BY REMOTE COMMUNICATION. Any Director may attend any meeting (and any meeting among Directors may be conducted) by means of telephone conference or by one or more such other means of remote communication through which all of the Directors may communicate with each other during the meeting. Participation in a meeting by remote communication constitutes presence at the meeting.

4.3.5 VOTING. At all meetings of the Board of Directors, each Director shall have one (1) vote.

4.3.6 NOTICE OF MEETINGS. Except as otherwise provided in these Bylaws or by law, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors, but any member of the Board of Directors may, in writing, either before or after the meeting, waive notice thereof, and without notice, any member of the Board of Directors, by their attendance at any meeting shall be deemed to have waived notice thereof.

4.3.6 QUORUM. At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. But if less than a quorum is present, those members of the Board of Directors present may adjourn the meeting from time to time until a quorum is present.

4.4 ACTIONS OF THE BOARD.

4.4.1 ACTION AT MEETING. The Board of Directors shall take action by the affirmative vote of a majority of the minimum a quorum.

4.4.2 ACTION WITHOUT MEETING. Any action required by RI's Code of Policies to be approved at a District Conference may be taken without a meeting if authorized by a writing or writings signed or consented to , by all of the directors on the Board of Directors. If the action is not required by RI's Code of Policies to be approved at a District Conference then the action may be taken by written action signed, or consented to by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or such other effective date as is set forth therein.

4.6 COMPENSATION. The Board of Directors shall not be compensated for their duties as Directors. Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of the corporation as allowed in the RI Code of Policies.

4.7 NO LOANS TO DIRECTORS. Corporation shall not lend any of its assets to any Director. If any such loan be made, the officers and Directors on the Board of Directors who make loans, or assent thereto, shall jointly and severally indemnify the Corporation for any loss resulting.

Article 5 - Officers

5.1 DESIGNATION AND ELECTION. The officers of the corporation shall be a Past District Governor, District Governor, a District Governor-Elect, a District Governor-Nominee, a District Secretary, and a District Treasurer and such other officers as the District Governor may appoint. Only active Individual District Members, who belong to one of Corporation's District Clubs, shall be eligible to serve as an officer. No person may hold the offices of District Governor and District Governor-Elect or District Governor and District Secretary at the same time. But any person may hold any other two offices at the same time.

5.2 DUTIES OF DISTRICT GOVERNOR. District Governor shall be elected for a one (1) year term in the manner set forth by the Bylaws and Policies of RI, by these Bylaws, and Corporation's Policies and Procedures in effect from time to time. District Governor shall serve as the President of Corporation and shall have the powers and perform the customary duties of a president a corporation and those assigned by the Bylaws and Policies of RI, by these Bylaws, and Corporation's Policies and Procedures, any and all of which may be amended from time to time. District Governor shall serve as a member of all District Committees and shall perform such additional duties as may be assigned by resolution of the Board of Directors.

5.3 DUTIES OF DISTRICT GOVERNOR-ELECT. District Governor-Elect shall assume this office in the manner set forth by the Bylaws and Policies of RI, these Bylaws, and Corporation's Policies and Procedures. The District Governor-Elect shall serve as first Vice-President of Corporation and have the powers and perform the customary duties of a vice-president (including assuming the powers and performing the customary duties of the president during the absence or inability of District Governor to act as president) and those assigned by the Bylaws and Policies of RI, by these Bylaws, and Corporation's Policies and Procedures, any and all of which may be amended from time to time. District Governor-Elect shall serve as an ex-officio member of all District Committees, except the Nominating Committee for the District Governor-nominee-Designate, and shall have such additional powers and perform such additional duties as may be assigned to this person by the District Governor.

5.4 DUTIES OF DISTRICT GOVERNOR-NOMINEE. The District Governor-Nominee shall assume this office in the manner set forth by the Bylaws and Policies of RI, these Bylaws, and Corporation's Policies and Procedures. District Governor-Nominee shall serve as the second Vice-President of Corporation and have the powers and perform the customary duties of a vice-president (including assuming the powers and performing the customary duties of the president during the absence or inability of District Governor and District Governor-Elect to act as president) and those assigned by the Bylaws and Policies of RI, by these Bylaws, and Corporation's Policies and Procedures, any and all of which may be amended from time to time. If District Governor-Elect is unable to fulfill the duties of office or to assume the position of District Governor, the District Governor-Nominee may, when possible, upon certification by District Governor and with notice to all District Clubs, assume the position of District Governor-Elect. The District Governor-Nominee shall have such additional powers and perform such additional duties as may be assigned to this person by the District Governor.

5.5 DUTIES OF DISTRICT GOVERNOR-NOMINEE-DESIGNATE. The minimum qualifications for serving as District Governor-Nominee-Designate include Individual District Membership for at least three (3) continuous years and at least one (1) year of service as a District Club president. District Governor-Nominee-Designate shall be elected for a one (1) year term in the manner set forth by the Bylaws and Policies of RI, these Bylaws, and Corporation's Policies and Procedures. District Governor-Nominee-Designate shall serve as the third Vice President of Corporation. District Governor-Nominee-Designate shall perform the duties outlined in the Bylaws and Policies of RI, by these Bylaws, and Corporation's Policies and Procedures, any and

all of which may be amended from time to time, and such other responsibilities as may be assigned from time to time by the District Governor.

5.6 DUTIES OF DISTRICT SECRETARY. The Board of Directors shall appoint the District Secretary to a three (3) year term. District Secretary shall be responsible for keeping the District's permanent historical records including record of all votes and minutes for all proceedings. District Secretary shall give or cause to be given, notice of all meetings of the various Committees and of the Board of Directors.

5.7 DUTIES OF DISTRICT TREASURER. The Board of Directors shall appoint the District Treasurer to a three (3) year term. District Treasurer shall be responsible for and have custody of Corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, including the billing and collection of Member dues. The District Treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the District Governor. For the purpose of such deposits, any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order the Corporation.

5.8 DUTIES OF VICE-GOVERNOR. The Vice-Governor shall be selected by the Board of Directors at a meeting of the Board of Directors and shall serve as District Governor in the event a sitting District Governor is unable or unwilling to perform his/her duties.

5.9 REMOVAL OF OFFICERS. Any officer, except District Governor, may be removed for cause by a majority vote of the Board of Directors.

5.10 SPECIAL POWERS. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with these Bylaws, and Corporation's policies and procedures.

5.11 NO LOANS TO OFFICERS. The Corporation shall not lend any of its assets to any officer of Corporation. If any such loan be made to an officer, the Directors and/or officers who make such loan or assent thereto shall jointly and severally indemnify the Corporation for any loss resulting.

Article 6 – District Committees

6.1 GENERAL. The District Governor may, from time to time, establish standing committees and/or special committees to support the development and growth of effective clubs in the Corporation and to assist the successful administration of the Corporation and its District Clubs in addressing the objectives of RI.

6.2 AUDIT COMMITTEE. The Audit Committee shall be comprised of a Past District Governor and at least two other Individual District Members, none of whom may be members of any other District Committee, with the exception of the Advisory Council. The committee shall review the books of accounts of the District Treasurer for the preceding year ending June 30th. The chairperson shall submit the audit report to the District Governor by September 1 following the

close of the Rotary year. The District Governor shall send a copy of the report along with a copy of the year-end financial statement to each club president by the following October 1.

6.3 DISTRICT CONFERENCE COMMITTEE. The District Conference Committee shall: (i) plan and implement the necessary arrangements to ensure a successful District Conference with maximum attendance, having particular emphasis on new Rotarians, all Individual District Members of newly-organized clubs, and representation from every District Club; (ii) develop a comprehensive and balanced program that includes innovative, timely, and educational presentations on subjects of RI and local interest; (iii) select the District Conference venue and coordinate all related logistical arrangements; (iv) coordinate the finances of the conference to ensure maximum attendance; (v) promote the District Conference to external audiences, such as the media, community leaders and beneficiaries of Rotary's programs, and (vi) coordinate, in cooperation with the District Trainer, a District Leadership Seminar to be held in conjunction with the District Conference, all of which must conform to RI content guidelines. The District Governor may appoint a District conference Treasurer to receive and disburse all funds associated with the District Conference. If a District Conference Treasurer is appointed, the District Conference Treasurer shall, by virtue of the appointment, be a member of the committee. A full statement of income and expenses will be provided to the District Treasurer no later than sixty (60) after the District Conference.

6.4 FINANCE COMMITTEE. The Finance Committee shall: (i) prepare a budget of income and expenses of the Corporation for the forthcoming year and submit it to the Board of Directors and at the Annual Meeting for review and approval; (ii) send a copy of the proposed budget to each District Club president-elect and to the Advisory Council at least thirty (30) days before the Annual Meeting; and (iii) carry out such other duties as the District Governor assigns from time to time. The Finance Committee shall be comprised of the District Governor, the District Governor-Elect, the District Governor-Nominee, the District Treasurer (CFO), the District Secretary and the two most recent and available past District Governors residing in the District. The District Governor shall serve as chairperson of the committee.

6.5 MEMBERSHIP DEVELOPMENT COMMITTEE. The District Membership Development Committee shall: (i) work directly with District Clubs' membership committees, particularly with those District Clubs that are showing a decrease or little or no increase in membership; (ii) conduct a District membership development seminar each year; (iii) provide information about District membership development progress at all District meetings; (iv) provide programs about membership development at District and District Club meetings; and (v) undertake other activities appropriate to accomplishing the committee's objectives. The District Membership Development Committee shall consist of five or more Individual District Members appointed by the District Governor.

6.6 NOMINATING COMMITTEE FOR DISTRICT GOVERNOR. The Nominating Committee shall seek out and propose the best available candidates for the office of District Governor-nominee and for the office of District Governor-elect, if necessary. The District Governor-nominee shall be nominated by the committee before the Annual Meeting in accordance with the Bylaws and Policies of Rotary International, these Bylaws, and any resolutions of the Corporation. The Nominating Committee shall consist of at least seven (7) individuals, of which

not less than four (4) of the individuals shall be from the three (3) most recent and available past District Governors in order of succession, one additional past District Governor at-large, plus additional District Club past presidents representing one third (1/3) each of the membership in the District, with consideration for representation from small, medium and large size clubs. This committee should also consist of representation from rural and urban District Clubs. No two (2) members of this committee should be from the same District Club.

6.7 PUBLIC IMAGE COMMITTEE. The Public Image Committee shall: (i) encourage District Clubs to prioritize the promotion of RI's public image and promote awareness among Rotarians that effective external publicity, favorable public relations and a positive image are desirable and essential goals for Rotary; (ii) promote RI to external audiences, such as the media, community leaders, and beneficiaries of Rotary programs and foster understanding, appreciation and support for the programs of RI; (iii) contact the media with newsworthy stories of projects and events within the District and by District Clubs; (iv) keep in touch with the District Governor and the chairpersons of key committees to stay informed about projects and activities within the District; (v) share RI public image materials with District Clubs; (iv) seek opportunities to speak to District Clubs about the importance of club public image; and (vii) produce the District Newsletter.

6.8 DISTRICT ROTARY FOUNDATION COMMITTEE. The District Rotary Foundation Committee shall meet at least quarterly to discuss matters relating to The Rotary Foundation, Global Grants Committee, District Grants Committee and Polio Plus efforts.

SPECIAL COMMITTEES/NEW STANDING COMMITTEES. When the District Governor establishes a special committee or a new standing committee, the District Governor shall appoint its chairperson and members and define the committee's scope, duties, duration, and budget, if any.

6.9 CHAIRPERSONS. The District Governor shall appoint the chairperson of the District committees and subcommittees except for those committees for which these Bylaws specify a different method. The District Governor is encouraged to make these appointments before the District Leadership Training that precedes his or her term as District Governor. Whenever possible, chairpersons should be asked to serve for at least two years subject to the right of the next District Governor to choose a different chairperson. In addition, the District Governor is encouraged when practical to reappoint chairpersons who have only completed one year in that position. Appointment of a vice chairperson is strongly encouraged as this practice promotes continuity.

6.10 COMMITTEE MEMBERS. All committees should be comprised of at least three (3) individuals who represent a cross section of District Clubs in the District. The District Governor or the chairperson of a committee shall appoint the new members to the committee except for those committees for which these Bylaws require a different method. Ideally, each member should be asked to serve a three-year term with first year as "in training," second year as "chairperson," and third year as "mentor" to new chairperson and committee members.

6.11 QUORUM. A quorum shall consist of a majority of the committee members.

6.12 COMMITTEE BUDGET. All committees should submit their recommended budget request to the District Finance Committee prior to February 1 to be considered for the following Rotary year District Budget expenditures.

6.13 COMMITTEE EXPENSES. Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments are reimbursable from the Corporation's funds when the expenses are included in the budget, substantiated, and submitted through the prescribed District reimbursement process.

6.14 EX-OFFICIO MEMBERS OF COMMITTEES. Ex-officio members of committees shall have all the rights of committee members, except the right to vote, unless specifically stated otherwise. Ex-officio committee members shall not count toward any required quorum.

Article 7 – Advisory Council

7.1 RESPONSIBILITIES. The Advisory Council shall: (i) advise and counsel the District Governor, the District Governor-Elect and the Board of Directors; (ii) as directed by the District Governor, nominate a qualified representative and alternate who would serve if the representatives were unable to serve to the Rotary International Council on Legislation two years before the year that the Rotary International Council on Legislation meets; (iii) as directed by the District Governor, nominate a qualified member to represent the Corporation on the Nominating Committee for Directors of Rotary International, all pursuant to the Bylaws and Policies of Rotary International; (iv) provide in-depth discussion and practical solutions to various subjects or topics of concern in the operation of the Corporation that have been identified by the District Governor, the Board of Directors, other district officers, Committee Chairpersons or committee members; and (v) provide other assistance as requested by the Board of Directors to assure smooth operation of the District.

7.2 COMPOSITION. The Advisory Council shall be comprised of: (i) the members of the Board of Directors; (ii) all past District Governors of the Corporation who are active members of a District Club; and (iii) other Individual District Members appointed by the District Governor. The most recent Past District Governor serving as a member of this committee shall serve as chairperson of the committee.

Article 8 – Representative to the Council on Legislation

8.1 RESPONSIBILITIES. The Representative to the Council on Legislation shall: (i) prepare a summary of the Corporation's proposals to be considered by the Council on Legislation; and (ii) obtain opinions about the proposals from any interested District Clubs. It is recommended that the Alternate Representative to the Council on Legislation serve as the next Representative to the Council on Legislation and that the most recent past Representative to the Council on Legislation train and mentor the Alternate Representative to the Council on Legislation.

8.2 ELIGIBILITY. Only past District Governors shall be eligible to serve as a Representative to the Council on Legislation or as an Alternate Representative to the Council on Legislation.

8.3 NOMINATIONS. The Advisory Council and any Member that has eligible candidates may submit nominations. Nominations shall be sent to the Chairperson of the Advisory Council at least forty-five (45) days before the Annual Meeting. Nominations shall be certified by the chairperson of the advisory council or the president of the District Club making the nomination and shall state the willingness and ability of the nominee to serve in this capacity.

8.4 ELECTION. Two (2) years before the year in which the Rotary International Council on Legislation meets, the Corporation shall elect at its Annual Meeting a Representative to the Council on Legislation and an Alternate Representative to the Council on Legislation. Election shall be in accordance with the Bylaws and Policies of Rotary International.

Article 9 – Indemnification of Officers, Directors, Employees and Agents

9.1 INDEMNIFICATION. To the full extent permitted by Minnesota Statutes, the Corporation shall indemnify each member of the Board of Directors, officers, committee members, employees, or agents of the Corporation, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her to the fullest extent to which such person may be indemnified under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.

9.2 INSURANCE. The corporation may purchase and maintain insurance and/or bonds on behalf of any person who may be indemnified to the extent of his/her right to indemnity under this Article.

Article 10 - Restricted Funds

10.1 TRUST INDENTURE. In the event funds are received for restrictive purposes with the requirement that principal shall remain intact, the Board of Directors and/or District Treasurer may provide for the designation of an outside corporate trustee to receive the funds and shall authorize the proper officers within the Corporation to execute a trust indenture governing the use of these funds in such form as may be approved by the Board of Directors.

10.2 GIFTS. Persons contemplating making gifts to the Corporation for restricted purposes may place the gifts into a trust. The trust indenture may be in such forms as may be approved by the Board of Directors with appropriate changes in the rights and duties of the settlor as recommended by the person contemplating making the gift.

Article 11 – Employees and Independent Contractors

11.1 The Corporation may employ such employees and independent contractors as the Board of Directors deems necessary from time to time. Employees may be current members of the Board of Directors, officers or Committee members.

Article 12 - Dissolution

12.1 This Corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds (2/3) of its District Clubs at an Annual Meeting or upon directive of the RI Board of Directors. The District Governor shall provide the Board of Directors of Rotary International with notice of a decision by the District Clubs to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of RI. This Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon the dissolution of this Corporation, any remaining assets shall be distributed to organizations which shall at the time qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code, and in accordance with the relevant provisions of the Articles of Incorporation of this Corporation.

Article 13 - Amendment.

13.1 VOTE. These Bylaws may be amended: (i) at the Annual Meeting by a majority vote of those District Clubs present and voting, provided that no amendment shall be considered unless it has been submitted in writing to the District Governor at least sixty (60) days before the Annual Meeting, and provided further that the District Governor shall have given notice of such proposed amendment to all District Clubs at least thirty (30) days before the Annual Meeting; or (ii) by ballot-by-mail of the District Clubs if a majority of the votes are cast in favor of the proposed amendment. Each District Club shall have that number of votes as otherwise set forth in Section 3.4 of these Bylaws as if delegates were voting at the Annual Meeting. If a District Club has more than one (1) vote, it must cast all of its votes in the same manner. Notwithstanding the foregoing, the Board of Directors may amend these Bylaws without a vote of the District Clubs for those matters that are determined to be typographic or are required to conform to the Articles of Incorporation, Bylaws or RI Policies.

13.2 PROPOSAL OF AMENDMENTS. An amendment to these Bylaws may only be proposed by the District Governor, the District Governor-Elect, the Board of Directors or a District Club of Corporation.

13.3 EFFECTIVE DATE. Amendments to the Bylaws shall be effective on July 1 following the Annual Meeting at which they were adopted, unless otherwise specifically stated in the amendment or in a resolution adopting the amendment.

13.4 LIMITATION. Unless Minnesota or federal law requires it to do so, this Corporation may not adopt any amendment to these Bylaws that is in conflict with the Articles of Incorporation or RI Policies.

Article 14 - Legislation Activities

14.1 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 15 - Fiscal Year

15.1 The fiscal year of the Corporation shall begin on the first day of July in each year.

Article 16 - Corporate Seal

16.1 The Corporation shall not have a corporate seal.

Article 17 - Conflict of Interest Policy

17.1 Any Director, officer or employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board of Directors or committee acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation's interest.

The body which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, the abstention from voting and participation.

Article 18 – Conformity with Rotary International

18.1 These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of Rotary International. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or Policies of Rotary International, as amended, then the terms of the Constitution, Bylaws, or RI Policies shall prevail, except as required by Minnesota or federal law, in which case the provisions required by law shall prevail.

Article 19 – Articles and Bylaws Supersede Previous Documents

19.1 The Articles of Incorporation, filed on February 18, 2010 and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire governing documents related to the administration of District 5950 and shall therefore, replace any and all documents previously in force or adopted by the District Clubs.

Article 20 – Parliament

20.1 ROBERT’S RULES OF ORDER. The most recent edition of Robert’s Rules of Order that is then currently sanctioned by the Roberts’ Rules Association governs this Corporation in all procedural situations that are not otherwise provided for by law, these Bylaws, or adopted rules.

These Bylaws were adopted as and for the Bylaws of Rotary International District 5950, Inc., a Minnesota non-profit corporation, by a majority of District Clubs on this 17th day of May, 2019.

By: Irene M. Kelly
Its: District Governor