

# ROTARY DISTRICT 5450 BYLAWS



Approved and Adopted by the Executive Committee on the  
22<sup>nd</sup> day of January, 2019

**ROTARY INTERNATIONAL DISTRICT 5450, INC.  
BYLAWS**

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## **ARTICLE 1. GENERAL**

**1.1 Name.** As provided in the Articles of Incorporation filed with the Colorado Secretary of State, the name of the corporation is “ROTARY INTERNATIONAL DISTRICT 5450, INC.” (hereinafter Corporation or District).

**1.2 Controlling Laws and Instruments.**

**a.** These Bylaws are controlled by and must always be consistent with the Colorado Revised Nonprofit Corporation Act, the Constitution and The Bylaws of Rotary International, and the Articles of Incorporation of this Corporation, as each may be amended or supplemented from time to time.

**b.** This Corporation is intended to qualify as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (Code); and it is intended that contributions made to this Corporation are to be deductible under Section 170(c) of the Code. The purposes and powers of this Corporation are specifically restricted (or expanded, as necessary) so that this Corporation is so qualified and contributions to this Corporation are so deductible.

**1.3 Purpose.** The Corporation is organized exclusively for charitable and educational purposes. Within such purpose, the Corporation is to support its Members by assisting them to fulfill their obligation to educate and train individual Rotarians to follow Rotary’s Guiding Principles, including the Object of Rotary, The Four-Way Test, and the Avenues of Service as described in the RI Manual of Procedures.

**1.4 Definitions.** The following acronyms are used throughout this document and are explained below:

- a.** AG - Assistant Governor
- b.** CTW - Club Training Workshop or District Training Assembly
- c.** DDF - District Designated Funds
- d.** DG - District Governor
- e.** DGE - District Governor-Elect
- f.** DGN - District Governor Nominee
- g.** DGND - District Governor Nominee Designate
- h.** DRFC - District Rotary Foundation Committee
- i.** ExComm - Executive Committee
- j.** FC – Finance Committee
- k.** LG - Lieutenant Governor
- l.** OpsComm - Operations Committee
- m.** PDG - Past District Governor
- n.** PE - President-Elect of Members
- o.** PEN - President-Elect Nominee of Members
- p.** PETS - Presidents-Elect Training Seminar
- q.** RI - Rotary International

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**1.5 Principal Office.** The principal office of the Corporation is to be located as ExComm may fix from time to time. ExComm may establish other offices at other places within or outside of Colorado.

**1.6 Registered Agent.** The initial registered agent and registered office of the Corporation are specified in the Articles of Incorporation but may be changed by the Corporation at any time, by filing proper documentation with the Secretary of State of Colorado.

**1.7 District Service.** As provided in the Articles of Incorporation, only Rotarians who are members of a qualified Member may serve the Corporation in any official capacity.

**1.8 Insurance.** The Corporation is to provide such insurance and bonding, beyond that provided by Rotary International, as recommended by the FC and approved by ExComm.

**1.9 Vacancies.** Vacancies in the District Leadership, excluding the DG, DGE, DGN, and DGND shall be filled by the DG, in consultation with the DGE, DGN and DGND, and approved by ExComm if required by the original appointment.

**1.10 Decorum.** These Bylaws are intended to serve as a guide, which will provide structure and continuity to the operation of The Corporation. They are intended to provide for the protection and proper use of the funds which have been provided by Members, other individuals and entities. It should be kept in mind by all who are concerned with these Bylaws or who have occasion to use them to run the day-to-day operations of the Corporation, ours is a voluntary organization and that tolerance is to be exercised in all matters. The guiding principles should always be the Object of Rotary, as incorporated in Article III of the Constitution of Rotary International, and the things we think, say, and do should be measured against the Four-Way Test.

**ARTICLE 2.  
MEMBERS**

As provided in the Articles of Incorporation, the Members of the Corporation will be comprised of and limited to all the Rotary Clubs considered part of RI District 5450 by RI and not delinquent in the payment of District dues (Qualified Member).

**ARTICLE 3.  
OFFICERS AND DUTIES**

**3.1 District Officers.** Officers of the Corporation are the: DG, District Treasurer, District Secretary, and DRFC Chair. An officer shall be at least 18 years of age and a Rotarian of a Qualified Member.

**3.2 District Governor (DG).** The DG shall perform his/her duties as pursuant to the Constitution, Bylaws of RI, Manual of Procedures of RI, and these Bylaws.

**a.** The DG shall serve as Chair of ExComm, OpsComm, and President of the Corporation, except as provided otherwise herein. The Chair is entitled to vote on matters before ExComm and OpsComm only in the event there is a tie vote.

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**b.** Only the DG or ExComm can engage the District Ombudsman on a matter determined by the DG or ExComm to warrant involvement of the District Ombudsman.

**c.** A vacancy in the office of DG shall be filled as specified in the Bylaws of RI.

**3.3 District Treasurer.** A District Treasurer shall be nominated by the DGE and confirmed by ExComm. When nominating the District Treasurer, the DGE shall consult with the DG, DGN, DGND, and the District Operations Manager.

**a.** The term of the District Treasurer shall be at least three (3) years and not more than five (5) consecutive years.

**b.** The District Treasurer may be removed for cause by the DG provided the DGE, DGN, and DGND give their consent.

**c.** The District Treasurer reports directly to the DG. The District Treasurer shall be responsible for documenting and monitoring all District Funds including District Operating Funds, District Reserve Account, District Conference Account, District Meeting Accounts, and other accounts as may be created. In addition, the District Treasurer shall be responsible for documenting and monitoring the District Governor Allotment.

**d.** The District Treasurer is authorized to make disbursements that are provided for in the District Budget pursuant to the District Financial Policy.

**e.** The District Treasurer, with approval of the DG, may appoint Assistant Treasurers whose duties are as directed by the District Treasurer.

**f.** The District Treasurer shall submit monthly financial reports including any activity with respect to funds raised for special purposes (example: Disaster Relief) to ExComm or OpsComm prior to its meeting and other committees or individuals as directed by the DG.

**g.** Upon request from the FC, the District Treasurer shall timely provide a disbursement and income journal of any District account.

**3.4 District Secretary.** A District Secretary shall be nominated by the DGE and confirmed by ExComm. When nominating the District Secretary, the DGE shall consult with the DG, DGN, DGND, and the District Operations Manager.

**a.** The term of the District Secretary shall be at least three (3) years and not more than five (5) consecutive years.

**b.** The District Secretary may be removed for cause by the DG provided the DGE, DGN, and DGND give their consent.

**c.** The District Secretary reports directly to the DG. The duties of this position include, but are not limited to, taking minutes of meetings of ExComm, OpsComm, and the District Business Meeting held at the District Conference.

**d.** The responsibilities of the Secretary may be, from time to time, delegated to the District Operations Manager as directed by the DG.

**3.5 District Rotary Foundation Committee Chair (DRFC Chair).** A DRFC Chair shall be nominated by the DGE and confirmed by ExComm. When nominating the DRFC Chair, the DGE shall consult with the DG, DGN, and DGND.

**a.** The DRFC Chair selection shall be reported to RI.

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- b.** The term of the DRFC Chair shall be at least three (3) years and not more than five (5) consecutive years.
- c.** The DRFC Chair may be removed, for cause, by the DG provided the DGE, DGN, and DGND give their consent.
- d.** The DRFC Chair shall have significant knowledge of, commitment to, and experience with the activities and function of The Rotary Foundation.
- e.** The DRFC Chair reports directly to the DG. The duties of the DRFC Chair are as outlined in the Rotary Foundation's Code of Policies.

**ARTICLE 4.  
STANDING COMMITTEES**

**4.1 Executive Committee (ExComm).** An Executive Committee shall govern the Corporation. The ExComm shall be a permanent committee and meet regularly.

**a.** The Members of ExComm shall be: DG, DGE, DGN, DGND, District Treasurer, District Secretary, three most recent PDGs willing to serve, DRFC Chair, Membership Chair, LG(s), District Operations Manager, District Learning and Leadership Development Chair, Service Resource Chair, Public Relations Chair, Youth Services Chair, District Logistics Chair, and two at-large members. The at-large members shall be appointed by the DGE prior to his/her assuming the office of DG. At-large members shall serve for one Rotary Year or portion of a Rotary Year if appointed during the Rotary Year. In the absence of the DG, the meeting shall be presided over by the DGE, or if unavailable, by a member of ExComm designated by the DG.

**b.** ExComm shall have control and general management of the affairs, property, and business of the Corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings. ExComm may delegate general management of District affairs to OpsComm.

**c.** ExComm shall meet quarterly in the first month of each calendar quarter and shall establish, in advance, the time and place for such regular meetings. No prior notice of any regular meeting need be given.

**d.** Special meetings of ExComm shall be preceded by at least seven (7) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the meeting unless otherwise required by law.

**e.** ExComm shall receive reports from its members and any other source it may deem necessary.

**f.** Vacancies in ExComm shall be filled for the unexpired term by the DG in consultation with the DGE, DGN, and DGND.

**e.** After consideration of the annual report from the Strategic Planning Committee presented by the DGE, ExComm may direct the Strategic Planning Committee to change the District Strategic Plan.

**4.2 Operations Committee (OpsComm).** The Corporation shall have an Operations Committee. The OpsComm shall be a permanent committee and meet regularly.

- a.** Members of OpsComm shall be: DG, DGE, DGN, DGND, District

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Treasurer, District Secretary, the most recent PDG willing to serve, DRFC Chair, Membership Chair, LG(s), District Operations Manager, District Logistics Chair, and, at the discretion of the DGE, one at-large member. The at-large member shall be appointed by the DGE prior to his/her assuming the office of DG. The at-large member shall serve for one Rotary Year or portion of a Rotary Year if appointed during the Rotary Year. In the absence of the DG, the meeting shall be presided over by the DGE or if unavailable, another OpsComm member designated by the DG. The individual presiding over the meeting shall be entitled to vote on matters before the OpsComm only in the event of a tie.

**b.** OpsComm shall be responsible for directing the month-to-month operations of the Corporation.

**c.** OpsComm shall meet monthly except for those months when ExComm is meeting.

**d.** OpsComm shall receive reports from its members and any other source it may deem necessary.

**e.** Minutes of OpsComm meetings shall be taken and provided to members of ExComm at least one week prior to the next ExComm meeting. ExComm, at their quarterly meeting, shall review and adopt minutes of OpsComm meeting since the previous ExComm Meeting.

**4.3 Finance Committee (FC).** The Corporation shall have a Finance Committee. The FC shall be a permanent committee and meet regularly.

**a.** Members of the FC shall be: the most recent PDG willing to serve, DG, DGE, DGN, DGND, District Treasurer and, at the discretion of the DGE, one at-large member. The at large member shall be appointed by the DGE prior to his/her assuming the office of DG. The at large member shall serve for one Rotary Year or portion of a Rotary Year if appointed during the Rotary Year. The most recent PDG who is a member of the committee shall be the Chair. The Chair shall be entitled to vote on matters before the FC only in the event of a tie vote. In consultation with the Committee, the committee Chair may appoint an additional PDG to the FC.

**b.** The FC shall prepare, and timely present, a draft budget for the District to the DGE for the upcoming Rotary Year (District Budget.) The FC shall review District financial matters, requests for funding from District Committees, financial expenditures of the District for previous years, and any other source of information deemed necessary to prepare the District Budget.

**c.** The District Budget prepared by the Finance Committee shall include a recommendation concerning adjustment of District dues for the upcoming Rotary Year (District Dues Recommendation). The District Dues Recommendation may be for an increase, a decrease, or no change.

**d.** The FC is responsible for a regular review of requests for reimbursement by the DG from the DG Allotment. The FC shall adopt RI guidelines to consider and determine DG reimbursable expenses. The FC Chair (or Representative) shall direct the District Treasurer to disburse funds from the District Governor's allotment and shall, if required, report those disbursements to RI.

**e.** The FC shall annually review District insurance and bonding needs and recommend any changes to the ExComm for adoption at its January quarterly



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meeting.

f. The FC shall review the balance to be held in the District Reserve Fund and report its recommendation to ExComm at its January quarterly meeting for consideration and adoption.

g. The FC shall develop and recommend District Financial Policies including a District Expense Policy to ExComm for consideration and adoption.

h. The FC shall review the District Conference Budget and make recommendations to ExComm at its October quarterly meeting.

i. Except for the District Conference, a written budget shall be prepared by the event chair for each District event as pursuant to the District Financial Policy and submitted to the FC for review at least thirty (30) days prior to the event. The FC shall review all such budgets.

j. The FC shall meet as necessary to carry out its duties.

**4.4 District Rotary Foundation Committee (DRFC).** The District shall have a District Rotary Foundation Committee headed by the DRFC Chair. The DRFC shall be a permanent committee and meet regularly.

a. The DRFC shall assist in educating, motivating, and inspiring Members and Rotarians to participate in The Rotary Foundation grant and fundraising activities in the District. This Committee shall be the liaison between The Rotary Foundation, Members and Rotarians in the District.

b. The DRFC Chair in consultation with DG, DGE, DGN, and DGND shall appoint chairs of the subcommittees of the DRFC.

c. DDF is under the administration and control of the DRFC Chair. The DRFC Chair shall, quarterly and/or as requested, provide a regular report on income and expenditures of DDF to ExComm.

d. Authorization for disbursement of DDF to support District and Global grants shall be as pursuant to The Rotary Foundation Bylaws and Code of Policy.

e. The DRFC Chair shall be responsible for monitoring and implementing the Rotary Foundation Grants Program and District and Club qualification to participate in the Rotary Foundation Grants Program.

f. The duties of the DRFC Chair and organization and function of DRFC subcommittees shall be as described in The Rotary Foundation Code of Policies. Additional subcommittees may be created as needed by the DRFC Chair in consultation with the DG, DGE, DGN and DGND.

**4.5 Strategic Planning Committee.** The District shall have a Strategic Planning Committee chaired by the DGE. The Strategic Planning Committee shall be a permanent committee and meet regularly.

a. Members of the Strategic Planning Committee shall be: DG, DGE, the two most recent PDGs (willing to serve), and, at the discretion of the DGE, up to three at-large members. The at-large members shall be appointed by the DG. The at-large members shall serve for one Rotary Year or portion of a Rotary Year if appointed during the Rotary Year. The DGE shall be entitled to vote on matters before the Strategic Planning Committee only in the event of a tie.

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b. Annually, the Strategic Planning Committee shall review the District Strategic Plan and provide to the DGE any recommended changes for the following five (5) Rotary Years.

c. The Strategic Planning Committee shall formally meet at least twice in the Rotary Year, the last of which shall be no later than thirty (30) days prior to the final ExComm meeting of the Rotary Year.

**4.6 Additional Committees.** In addition to the Standing Committees, the District may have Additional Committees, including but not limited to: District Learning and Leadership Development, District Service Resource, District Public Relations, District Youth Services, District Membership and District Logistics. Additional Committees may have subcommittees as deemed necessary.

a. Additional Committees may be constituted, eliminated or terminated at the discretion of the DG in consultation with the DGE, DGN, and DGND and with approval from ExComm.

b. In consultation with the DG, DGN, and DGND, the DGE shall annually nominate the Chair of each Additional Committee to serve during his/her tenure as DG.

c. Each Additional Committee Chair, in consultation with the person appointing such Chair, may add members to the Chair's Committee.

d. Each Additional Committee Chair shall not serve more than five (5) consecutive years.

e. Leadership of all Committees of the District should transition to Rotarians who have served as a member of the Committee whenever possible. All Committees are responsible to the DG or a Rotarian designated by the DG.

**ARTICLE 5.  
ORGANIZATIONAL STRUCTURE**

The DGE for his/her term as DG shall prepare an organizational chart to be reviewed and approved by ExComm no later than the April meeting. The District Organizational Chart sets forth the lines of communication and reporting responsibilities of those managing the District and shall conform to the following guidelines:

**5.1 District Governor Elect (DGE).** The DGE's major role is training of his/her leadership team for the coming Rotary Year.

a. The DGE shall oversee Additional Committee Chairs as designated by the DG.

b. The DGE shall be the Chair of the Strategic Planning Committee.

c. At the final ExComm Meeting of the Rotary Year, the DGE shall present a review of the Strategic Plan and any recommendations for change as developed by the Strategic Planning Committee.

**5.2 District Governor Nominee (DGN).** The DGN shall oversee Additional Committee Chairs as designated by the DG.

**5.3 District Governor Nominee Designate (DGND).** The DGND shall be a member of all District Committees and is encouraged to attend all meetings.

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**5.4 District Operations Manager.** An office of the Corporation shall be established to provide support for the District operations and events to ensure continuity and safe keeping of District records and database. The District Operations Manager shall administer this office.

**a.** The District Operations Manager shall assist with all District events and meetings, and ensure District publications and notices are timely and properly disseminated.

**b.** The District Operations Manager shall aid in the storage and dissemination of RI information and forms for use by District Officers, Members, and District Rotarians.

**c.** The District Operations Manager shall assist successive DGs as an experienced administrative secretary.

**d.** The District Operations Manager may be removed for cause only by ExComm.

**5.5 Lieutenant Governor (LG).** The Corporation may have one or more LGs appointed by the DGE for his/her term in consultation with the DG, DGN and DGND. The role of the LG is to support the DG. The LG reports directly to the DG.

**5.6 Assistant Governors (AGs).** The Corporation shall have Assistant Governors; the number and jurisdiction of AGs shall be determined by the DGE making the appointments. AGs shall assist the DG to administer the District. The AGs shall serve at the pleasure of the DG. Duties for AGs are outlined in the Manual of Policies of RI. When there is no LG appointed, the AGs report directly to the DG.

**5.7 Chairs of Additional Committees.** The DG, in consultation with the DGE, DGN and DGND, shall appoint the chair to manage and control each Additional Committee.

**5.8 Additional Administrative Positions.** Additional administrative positions that serve the Members may be established by the DG from time to time, including but not limited to: District Ombudsman, Abuse and Harassment Coordinator and RI President's Dinner Chair.

**ARTICLE 6.  
FINANCES**

**6.1 District Fund.** A District Fund shall be established for the administration and development of activities that serve the Corporation. The source of funds for the District Fund shall be per capita dues of the Members, interest or return on investment of District funds, proceeds from District meetings or events, District sponsorships, and contributions. Monies in the District Fund may be deposited in various accounts as recommended by the FC and authorized by the ExComm. Funds provided by RI such as the District Governor's Allotment or DDF are not part of the District Fund and shall be maintained in separate bank accounts.

**6.2 Payment of District Dues.** All Members of the Corporation shall pay the semi-annual District per-capita dues to the District Treasurer. The amount of the dues shall be based on the total number of active members as recognized by RI on July 1 and January 1 of each Rotary year. Dues based on the July 1 membership number shall

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be paid no later than September 30 and dues based on the January 1 membership number shall be paid no later than March 31 of each Rotary Year. Payment of the dues is mandatory. If a Member has not paid dues by the required dates, that Member shall be considered delinquent and therefore no longer qualified as a Member. Full payment of past dues shall restore that Member's qualification, provided the disqualification was for the failure to pay dues.

**6.3 District Budget and Dues.** The District Budget and District Dues Recommendations for the following Rotary Year shall be prepared in draft by the FC as described in these Bylaws.

**a.** The DGE shall review and finalize the District Budget and District Dues Recommendation received from the FC and present them to ExComm for review, comment and acceptance at the January quarterly ExComm meeting. In the District Budget presented to ExComm by the DGE, the revenue shall match or exceed expenditures.

**b.** After the District Budget and District Dues Recommendations have been accepted by ExComm, the DGE shall submit them for approval by the Members.

**1)** The District Budget and District Dues Recommendations shall be submitted to the Members by the DGE for review and questions. To facilitate such review and questions, the DGE may schedule an electronic meeting of all Member PEs. Each Member shall decide to adopt or reject the presented Recommendations.

**2)** Each PE, as representative of its Member, shall vote upon the District Budget and District Dues Recommendations. When possible, this vote shall take place during PETS. Approval must be by a three-fourths (3/4) vote of the votes cast.

**3)** Alternatively, the vote on the District Budget and District Dues Recommendations by the Member PEs may occur by a "Ballot By Mail" as outlined in the Bylaws of RI no later than thirty (30) days after the conclusion of PETS.

**4)** In the event the District Budget and District Dues Recommendations are not approved by the Members as set forth above, the DGE shall present the District Budget and District Dues Recommendations at the District Conference for approval as provided in the Bylaws of RI.

**c.** The voting procedures pursuant to the Bylaws of RI shall govern any vote required in this Paragraph.

**6.4 District Reserve Fund.** A District Reserve Fund shall be established and maintained in a separate account by the District in an amount sufficient to defray unexpected expenses of the District.

**a.** After consideration of a recommendation from the FC, ExComm shall at its January meeting establish the minimum balance of the District Reserve Fund for the following Rotary Year.

**b.** During the Rotary Year, upon recommendation from the FC, ExComm may adjust the minimum balance of the District Reserve Fund.

**c.** The DG, with concurrence of two-thirds (2/3) of the members of ExComm, shall determine if an emergency exists within the Corporation, or within its operations or activities, that warrants an expenditure from the District Reserve Fund.

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**6.5 District Fund Expenditures.** Expenditures from the District Fund may be made by the District Treasurer up to the individual line item budgeted amounts pursuant to the District Financial Policy.

- a. District Funds shall not be under the control of a single individual.
- b. Rotarians authorized to approve expenditures shall include the DG, DGE, and the District Treasurer. Such authorization shall be established annually.
- c. At the DG's discretion, the District Budget may be adjusted on a line-item basis and funds transferred from one line item to another to satisfy the changing monetary needs of the District. Restrictions on such transfers are as outlined in the District Financial Policies. The DG shall promptly notify the District Treasurer, FC, and any affected Committee of any such adjustments. These changes must be specifically noted in the next financial report. Such adjustments shall not alter or modify the total budget numbers of the District Budget without approval from ExComm.
- d. All District-wide meetings or events, including the District Conference, shall be financed through registration fees, donations, sponsorships, or distributions from the District Fund. All such meetings and events are intended to and shall be planned to have a neutral financial effect on the District. PETS, PDG Luncheon, AG and District Leadership Training (which are specifically included in the District Budget) are specifically exempted from the neutral financial effect on the District. It is the intent to operate at the lowest possible registration fee to encourage the widest possible attendance and still cover costs. Any profit or excess funds, including sponsorship monies or donations, from any event shall accrue to the District Fund.
- e. The Chair of each District Committee or chair or organizer of any District event (excluding the District Conference) with either income or expense shall provide an itemized financial report to the District Treasurer within thirty (30) days of the finish of each event.
- f. The Chair of the District Logistic Committee shall provide an itemized final financial report on the District Conference to the District Treasurer within sixty (60) days after the conclusion of the District Conference.

**6.6 Annual Review and Report of District Finances.** The DGE, with the assistance of the District Treasurer, shall contract for an independent financial review of the Corporation's finances as required under Bylaws of RI. This need not be an audited review and shall cover the period of the preceding Corporation Fiscal Year.

- a. The Annual Review and Report of District Finances shall be completed within a reasonable time following the close of the Corporation's Fiscal Year and submitted to the Finance Committee for review and comment. The Finance Committee shall submit the Annual Review and Report of District Finances with its comments to ExComm for review and comment no later than its January meeting.
- b. The Immediate Past District Governor, or his or her representative, shall submit the Annual Review and Report of District Finances to the Members as pursuant to the Bylaws of RI.

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**ARTICLE 7.  
MEETINGS**

**7.1 Annual Meeting.** An Annual Meeting of the Corporation shall be held at the District Conference of District 5450. It shall conduct such business as may come before it, including but not limited to:

- a.** Review and discussion of the District Budget for the coming Rotary Year including any District Dues change that was earlier adopted by a vote of the Member PE's.
- b.** Review, discussion, and adoption of the Annual Review and Report of District Finances of the prior Rotary year, if not previously adopted by the current Member Presidents.
- c.** Selection of District's "Council on Legislation" delegate and alternate, when required.
- d.** Selection of District's "Zone Director Nominating Committee" representative, when required.
- e.** Any other District business as may be required.

**7.2 Required Educational Programs.** There shall be three (3) official District educational programs held annually: Presidents-Elect Training Seminar (PETS), District Conference, and Club Training Workshop (CTW). Required District Educational Programs shall be guided by the Bylaws of RI.

**a. Presidents-Elect Training Seminar.** PETS shall be held annually shortly after International Assembly but no later than April 15. The purpose of PETS is to orient, inform, train, and prepare Member PEs for their upcoming year. In addition, PENs, AGs, and District Leaders may be included in aspects of PETS. The meeting shall be organized and conducted by the DGE with cooperation from the DG, DGN and the DGND.

**b. District Conference.** District Conference shall be a meeting for all Rotarians, spouses, partners, guests, and others. The program and activities of the District Conference shall be concerned with Rotary information, District business matters, and educational and training programs on developing leadership, fundraising, project selection and administration, and may include inspiration, celebration, fellowship, and acquaintance.

**c. Club Training Workshop.** The CTW (formerly District Training Assembly) shall occur on the date determined by the DGE. The content shall be directed towards training incoming officers, directors or board members, and committee chairs/members of the Members. All Rotarians are welcome to attend and participate, and Rotarians who have shown inclination to be Club leaders should be particularly encouraged to attend. Should the CTW occur in the beginning of the following year, the current DG will preside.

**7.3 Other District Meetings.** The District may hold other District educational programs such as The Rotary Foundation Seminar, Grants Seminar, Membership Seminar, Club Qualification etc., which shall be held with the approval of the DG or as required by RI.

**7.4 Special Meetings.** Special Meetings of the Corporation may be called by

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ExComm or by any Member of the Corporation pursuant to Colorado Law.

**7.5 Notice of Meetings.** Notice of meetings, whether annual, regular or special shall include location, date, and time and shall be made by written or electronic means. Such notification shall occur no less than seven (7) nor longer than sixty (60) days or as previously defined in these Bylaws.

**7.6 Meetings.** Any business meeting, special meeting, or any action taken by any committee or subcommittee of the Corporation may occur in-person, by conference call, or by other electronic means.

**ARTICLE 8.  
VOTING**

**8.1 Member Electors.** Each qualified Member shall be entitled to vote in any election or other matter to be voted on by the Corporation.

**8.2 Members' Votes and Proxies.** Each qualified Member will be entitled to vote as pursuant to the Bylaws of RI. The President of each Member may act on behalf of that Member and cast that Member's vote in matters concerning the Corporation except where it is specifically indicated that the PE is to cast the vote.

**a.** For any election conducted by the Corporation, a Member not represented by its President may assign a proxy to any Rotarian that is a member of a qualified Member to cast its vote.

**b.** In those circumstances when the Member's representative must be the PE, the proxy may be that Member's PEN, the PE of any other Member, or the AG for the Member as determined by the PE.

**c.** All proxies must be certified by the Operations Manager.

**8.3 Quorum and Vote.** For any meeting where a vote is to be taken, a quorum is established when a simple majority of those Members eligible to vote immediately prior to the meeting are present in person or electronically. Any measure will be carried by an affirmative vote of a simple majority of those present, in person or electronically, unless otherwise stipulated in these Bylaws.

**8.4 Ballot By Mail.** When necessary voting may occur by "Ballot By Mail". The procedure for "Ballot By Mail" shall be as pursuant to the Bylaws of RI.

**8.5 Ballot System.** When there are more than two candidates, balloting shall be by a single transferable ballot system as defined in the RI Manual of Procedure.

**8.6 Notification of Vote.** When a vote of the Members is to occur either during a meeting or by other means described above, proper notification of the vote shall occur. Descriptions of the Proposal(s) or Candidates to be voted on shall be sent to each Members' President or PE, when applicable at least thirty (30) days before the vote.

**ARTICLE 9.  
SELECTION OF DISTRICT GOVERNOR**

**9.1 District Governor Nominating Committee.** A District Nominating

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Committee shall select the DGND in the manner pursuant to the Bylaws of RI. The Nominating Committee shall consist of the three (3) most recent District PDGs willing to serve, and two (2) Rotarians at-large, appointed by the Chair of the District Nominating Committee who have served a complete term as a Club President of a Member. The most recent PDG on the Committee shall serve as Chair. The Committee will follow the quorum and voting rules pursuant to these Bylaws.

**9.2 DGND Selection Process and Notification.** The Corporation shall select its DGND during the third year before the year in which he/she will serve as District Governor.

**a.** No later than the first day of November, the DG shall send notification to every Rotary Club President, and every Rotarian in the District announcing the search for nominations for DG. Said announcement shall be repeated monthly, on the first day of the month, for three (3) months. Announcement shall list specific qualifications for any candidate and include the form for submitting said nomination. Nominations shall be submitted to the Chair of the nominating Committee. The deadline for submissions of nominations shall be January 31.

**b.** A letter of endorsement, from the President of the candidate's Rotary Club, must accompany the candidate's application.

**c.** Within two weeks after the deadline for receipt of nominations, the District Nominating Committee shall conduct interviews of candidates and their partner, if possible, and make their selection.

**d.** The DG shall be notified of the Nominating Committee's selection within 24 hours of reaching a decision.

**e.** All persons whose names were submitted will be notified by the Nominating Committee Chair of the decision of the committee.

**f.** The DG shall notify the Members of the name of the nominee and the Rotary Club to which he/she belongs. During a period not to exceed fourteen (14) days after this notification, any Member may submit a challenge to this nominee. The process to challenge a candidate shall be as pursuant to the Bylaws of RI. If no challenge to the candidate is received, the DG shall declare the Nominating Committee's selection as the DGND for the District and notify the General Secretary of RI of the selection.

## **ARTICLE 10. AMENDMENT OF BYLAWS**

**10.1 Executive Committee Action.** ExComm may amend these Bylaws at any time to add, change, or delete a provision unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of membership as to voting, dissolution, redemption, or transfer. Any amendment to Bylaws shall require a two-thirds (2/3) vote of members of ExComm.

**10.2 Membership Action.** The Members may amend these Bylaws by action taken at the Annual Meeting or a Special Meeting. Such Amendment shall require a two-thirds (2/3) vote of the Members.



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ARTICLE 11.  
DISSOLUTION

11.1 Dissolution Upon Directive of Executive Committee. The Corporation shall dissolve upon resolution of ExComm or directive from Rotary International to cease operations of the Corporation and begin dissolution proceedings.

11.2 Dissolution Upon Vote of Members. The Corporation shall dissolve upon the vote of two-thirds of its Members at a properly held vote.

11.3 Procedure for Dissolution. The Chairman of ExComm shall provide the General Secretary and President of Rotary International with a notice of a decision to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International. Dissolution must follow the requirements of the corporate law of the State of Colorado.

Approved and Adopted by the Executive Committee of the Corporation on the 22nd day of January, 2019.

  
\_\_\_\_\_  
District Governor and  
President of the Corporation

  
\_\_\_\_\_  
Secretary of the Corporation