

Rotary International District 5520 Bylaws



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By a vote of the Clubs in attendance at the Roswell 2023 District Conference

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Rotary International District 5520 Bylaws

Article 1 Name and Description

The name of this Organization is “Rotary International District 5520, Inc.” It is incorporated in the State of New Mexico as a not-for-profit entity. Membership in this Corporation is limited to the Rotary Clubs designated to be in District 5520 as defined by Rotary International (RI). The addition or removal of a Club from District 5520 by Rotary International shall immediately and automatically result in a corresponding change in the membership of this Corporation.

Currently, Rotary International has designated District 5520 as consisting of the entire state of New Mexico and that portion of Texas west and south of the western and southern boundaries of the counties of Reeves, Ward, Crane, Crockett, and Terrell and including the municipality of Farwell, Texas.

District 5520 has divided itself into five geographic regions to assist with administrative responsibilities. The purpose of this Organization is to encourage, promote, extend, and assist the Rotary Clubs within District 5520, and provide for the administration of Rotary International policies and all organizational activities.

Clubs may from time to time be reassigned within the regions to assist with the administration of the District. Regions are established by geographic needs and restrictions and not based on the number of Rotarians or Rotaractors (hereafter referred to as Rotarians or Rotary members) in each region. If a vote by regions is ever required, a weighted voting procedure can be established based on membership.

Voting will be in accordance with Rotary International Bylaws. Where there is no method specified, the Elector Method specified in RI Bylaws Article 15.050 will be used.

None of these Bylaws can alter in any way the Bylaws of Rotary International.

Article 2 Officers, Leadership Team, and Contracted Services

The officers of District 5520 shall be Governor, Governor-Elect, Governor-Nominee, the two immediate Past District Governors, and District Treasurer. The officers of District 5520 shall be the officers and directors of “Rotary International District 5520, Inc.” The District Leadership Team will be composed of Lieutenant Governors, Assistant Governors, standing Committee chairs, other Committee chairs, and any others as designated by the District Governor. The Vice Governor is a member of the leadership team. District contracted services support the District Governor and other District 5520 Leadership Team members as needed.

2.010 District Governor (DG)

The District Governor is the officer of Rotary International in the District functioning under the general control and supervision of the Rotary International’s Board of Directors and is the Corporation’s Chief Executive Officer. The District Governor is selected by the District Nominating Committee as provided by these bylaws. The qualifications, duties and responsibilities of the District Governor are detailed in the Rotary International Manual of Procedure. The District Governor is also expected to adhere to Rotary International’s Code of Ethics for District Governors and the bylaws of District 5520 and shall perform such other duties and responsibilities as are inherent in the administration of the District. The District Governor is an ex-officio member, with full voting rights, of all committees.

2.020 District Governor-Elect (DGE)

The District Governor-Elect shall assume the position of District Governor on July 1st following his or her Governor-Elect year, provided he or she has successfully completed all preparation as required by Rotary International and District 5520. The Governor-Elect is also responsible for convening, planning, and conducting Presidents-Elect training (PETS), District assembly, District leadership team training seminar (AG/LG), and District Long Range planning. The District Governor-Elect is an ex-officio member, with full voting rights, of all committees.

2.030 District Governor-Nominee (DGN)

The selection of the District Governor-Nominee shall be made by the District Nominating Committee not more than 36 months, but not less than 24 months, prior to the day of taking office (July 1). The selection process shall be conducted in accordance with these bylaws and conform to the procedure detailed in the current version of Rotary International's Manual of Procedure. At the time of selection, a Governor-Nominee must meet the minimum qualifications of Rotary International. The responsibilities of the District Governor-Nominee are detailed in the Rotary International Manual of Procedure, and District bylaws. Upon selection, the District Governor-Nominee becomes an ex-officio member of all district committees without voting rights, except on the District Finance Committee and the District Nominating Committee where he or she is a voting member. Following his or her selection, the District Governor-Nominee will not chair any committee or hold any other office within the District or their Club. The District Governor-Nominee should be copied on all District and committee correspondence.

2.035 Vice Governor

The nominating committee for Governor will select a Vice-Governor from a list of past governors that have remained active in the district and have expressed a willingness to serve as acting governor during a period of temporary or permanent inability of the Governor. The Vice Governor shall be proposed by the Governor-Elect and selected for a one-year term, no less than 45 days prior to the year of service, by the same process as the Governor-Nominee. The Vice Governor may hold other positions within the District while not serving in the role of acting Governor.

2.040 District Treasurer

The District Treasurer is the keeper of the District Fund with oversight and direction by the District Finance Committee. The District Treasurer is responsible for all financial matters of the District including the preparation of all financial reports and tax returns. The District Treasurer works with the District Governor-Elect and the Finance Committee in creating the budget for the upcoming year. The District Treasurer serves a three-year term and can be reappointed for one additional three-year term. The District Treasurer is appointed by the District Governor with the concurrence of the District Governor-Elect and District Governor-Nominee. The concurrence of the District Governor, Governor-Elect and Governor-Nominee is required for the removal of the District Treasurer.

2.050 Corporate Secretary

The District Governor appoints the Corporate Secretary annually. The District Executive Secretary may serve as the Corporate Secretary if appointed by the Governor.

2.060 District Executive Secretary

The position of District Executive Secretary is authorized. The position may be a paid contract position; however, all funding must be budgeted and approved by the Finance Committee before the position is filled. The Executive Secretary will work with the District Governor, officers, and Leadership Team to coordinate communications, maintain records, and perform other duties as directed by the District Governor.

The Executive Secretary reports to the District Governor, who is responsible for supervision and performance evaluation. The District Finance Committee is responsible for reviewing the performance evaluation conducted by the District Governor, as well as hiring and terminating the Executive Secretary and setting compensation.

2.065 District Bookkeeper

The position of District Bookkeeper is authorized. The position may be a paid contract position; however, all funding must be budgeted and approved by the Finance Committee before the position is filled. The District Bookkeeper may perform duties that would normally be performed by the District Treasurer, but the District Treasurer shall retain all fiscal responsibility for the District's finances.

The District Bookkeeper reports to the District Governor, who is responsible for supervision and performance evaluation. The District Finance Committee is responsible for reviewing the performance evaluation conducted by the District Governor, as well as hiring and terminating the District Bookkeeper and setting compensation.

Article 3 Removal from Office

Any member of the District Leadership Team may be removed from office and replaced due to the following circumstances.

- Upon resignation from the position.
- When he or she no longer resides in the District.
- When he or she resigns from Rotary.
- When the member fails to carry out the duties of his or her office.
- When the member is no longer effective, is physically incapable, or dies.

Article 4 The District Fund

4.010 Definition: The District Fund shall consist of all monies owed or collected for the benefit and operation of District 5520 and its programs. Such funds will be deposited in accounts bearing the name of Rotary District 5520. Fiduciary responsibility for these funds is vested in the District Finance Committee, which has oversight responsibility for all funds held for any purpose in support of District activities.

4.020 District Budget: The District budget shall be prepared by the District Treasurer and District Governor-Elect with the advice and approval of the District Finance Committee. The proposed budget must be in balance and will be submitted to all Rotary Clubs, all sitting governors and all District Committee Chairs at least 30 days prior to the requested approval by the Clubs. Approval, by a majority vote of the Clubs in attendance, may take place at any meeting in which all Clubs, as detailed in Article 1, are invited to attend, provided that notice of such a vote is announced with submission of the budget.

4.030 Dues and Levies: Annual per capita dues shall be recommended by the Finance Committee and presented to the Clubs for approval at the same time as the District budget.

The annual District dues are based on the Club's membership as of July 1st and payable by the Club to the District no later than July 31st. All Clubs in District 5520 must pay the per capita dues and levies. Any Club that fails to pay its approved dues and levies to the District Fund within 60 days is subject to termination of service by District 5520; failure to pay approved dues and levies for six months may result in suspension or termination by Rotary International, in which case a reinstatement fee will be assessed.

From time to time, events may signal the need for a special levy to support the operations of District 5520 or one of its programs. In such a case, and with approval of the District Finance Committee, the District Governor shall cause a special notice to be forwarded to all Clubs with a minimum of 30 days' notice before majority approval is sought, and the levy takes effect.

4.040 Disbursement of Funds: The District Finance Committee will ensure that funds sought for any specific purpose (i.e., Youth Exchange or RYLA) will be used only for that purpose and will be included as separate items in the District budget.

Invoices are required for reimbursement of budgeted items and must be promptly submitted to the District Bookkeeper.

4.050 Reserve Account: The District will maintain a reserve account. The amount and use of that reserve will be determined by the District Finance Committee. The District Governor, with the advice of the District Finance Committee, will ensure adherence to established financial management and stewardship policies.

4.060 Reporting: An annual statement of income and expenditures will be presented by the District Governor to the Clubs and District Leadership within three months after the end of the fiscal year. The annual review of all financial statements will be completed and distributed to the District and the General Secretary of Rotary International in accordance with Rotary International Policy. The District Governor will promote complete financial transparency and ensure compliance with Rotary International's policies and all local and national laws relating to financial management of The District Fund.

Article 5 Committees of the District

District committees are charged with carrying out the goals of District 5520 as formulated by the Governor with the advice and support of the Lieutenant Governors, Assistant Governors, and Leadership Team.

The standing Committees of the District are as follows:

District Finance Committee	District Community Service Committee
Internal Financial Review Committee	District Youth Programs Committee
Nominating Committee	Youth Protection Committee
Strategic Planning and Innovation Cadre	Crisis Management Committee
District Training Committee	District Contract Review Committee
Long Range Planning Committee	District Conference Committee
District Membership Committee (DMC)	Council of Governors
District Rotary Foundation Committee (DFRC)	RYLA Foundation Board/Committee
District Public Image Committee (DPIC)	Policies and Procedures Committee

Other District committees may be created when the District Governor identifies a specific need or function. See Article 5.2, below.

5.010 General Committee Information

Committee Composition Committee chairs are appointed by the District Governor under whose leadership they will serve, unless otherwise provided in these bylaws. Committee members are appointed by the committee chair with the concurrence of the District Governor. Except as otherwise provided in these bylaws, the chair and members serve a one-year term and may be reappointed to serve no more than two additional years.

5.020 District Finance Committee (DFC)

The District Finance Committee oversees the operations of the District Fund, approves the District budget and committee or program sub-budgets; approves all dues, fees, and levies; arranges for an annual independent review, as defined by Rotary International, of the District Fund; and ensures dues and levies have been collected from the Clubs. The District Finance Committee is also responsible for management and disposition of all District property and for the engagement and termination of contracts for the District Executive Secretary and the District Bookkeeper, setting compensation, and reviewing the performance evaluations prepared by the District Governor. All expenditures not included in the district budget must be approved in advance by the Committee.

5.025 Internal Financial Review Committee

The Internal Financial Review Committee (District Audit Committee) conducts the Annual Independent Review of the prior year's District finances and makes its report to the clubs at the following year's PETS or District Conference. The Committee will provide to each club, each sitting governor and each District Committee Chair a written copy of the report at least 30 days prior to the event at which clubs will receive the Audit Committee's oral report.

Composition The Internal Financial Review Committee shall consist of three active and financially literate Rotary members appointed by the District Governor-Elect during the business meeting at the annual conference. At least one member must be a PDG. No sitting governor, immediate past governor, treasurer, signatory of district bank accounts, or member of the District finance committee may serve on the Financial Review Committee. Members of the Financial Review Committee shall elect the chair of the Committee.

Term Members are appointed to serve a one-year term and may be appointed for additional terms, provided however, that no member may be appointed to serve for more than three consecutive years.

5.030 Nominating Committee

District 5520 uses the Nominating Committee for the selection of the District Governor-Nominee. The policies, procedures, and timetable for this process have been established by the Board of Directors of Rotary International and are detailed in the Rotary International Manual of Procedure.

Composition This committee will consist of the District Governor, District Governor-Elect, the District Governor-Nominee, the two immediate Past District Governors, and a Past President from each of the District's geographical regions. It is strongly recommended that the Past Presidents selected have served as Assistant Governors. If either of the two immediate PDGs is unavailable to serve on the committee, the third immediate PDG (and proceeding in rank until filled) will be asked to serve on a one-time basis. However, excepting the District Governor, District Governor-Elect, District Governor Nominee and the Immediate Past District Governor, no Club shall be represented on the committee by more than one member. The Chair may request that the spouses of the PDGs and DG attend the deliberations and ask questions of the candidate's spouse. The spouses shall have no vote.

Term The Past Presidents serving as committee members are appointed to three-year staggered terms. The first Immediate Past District Governor appoints any incoming committee members and fills committee vacancies.

Chair The first immediate Past District Governor will chair the Nominating Committee and guide the selection process. If the first immediate PDG is unable to serve as Chair, the Chairmanship will pass to the next PDG serving on the committee.

Meeting The committee will meet to select the DGN at a time that allows the entire selection process, including the challenge process, to be completed no later than twenty-four months prior to the date the DGN takes office as Governor and no earlier than three years prior to that date.

Process The District Governor and the Nominating Committee will actively seek and recruit the best possible candidates, assuring that the selection process is conducted in the manner prescribed by the policies established by the Board of Directors of Rotary International and detailed in the Rotary International Manual of Procedure, including challenges to the Committee's selection and the notification of Rotary International. If no suitable candidate is presented, the Committee may reopen the nominating process, as long as the selection is completed within the prescribed time frame.

5.045 Strategic Planning and Innovation Cadre

The Cadre is composed of Rotary members throughout the District who have experience in guiding a strategic planning process. The Chair of the Cadre, appointed by the District Governor-Elect, is responsible for confirming Rotary members to participate in the Cadre and for matching Cadre members with Rotary and Rotaract clubs who seek support in creating and updating their own strategic plans.

5.050 District Training Committee

The District Governor, with a recommendation from the Governor-Elect, appoints a District Trainer annually to chair the District's Training Committee. Committee members will be confirmed by the District Trainer for a one- year term and may be appointed to additional one-year terms upon the approval of the District Governor. The committee should consist of, but not be limited to, two Rotarians who are knowledgeable in the programs of Rotary International and District 5520. Committee Members should also have experience with training, education, or facilitation. The District Training Committee is responsible for supporting the District Governor and Governor-Elect in training Club and District Leadership.

5.060 Long Range Planning Committee

The Long-Range Planning Committee, whose composition will change annually with the composition of the District Leadership Team, is convened by the District Governor-Elect, and is charged each year with reviewing and updating the District's Strategic Plan. The current approved District 5520 Strategic Plan will be posted by the District Governor-Elect and the District Executive Secretary on the District web site home page.

5.070 District Membership Committee (DMC)

The District Membership Committee will identify and implement membership recruiting, retention and new club development strategies within the District. The District Membership Chair will serve as the liaison between the Governor, Rotary International, and the Clubs in the District. The duties, responsibilities and composition of the Membership Committee are set forth in Article 12 of the District's Policies and Procedures Manual.

5.080 District Rotary Foundation Committee (DRFC)

The District Rotary Foundation Committee (DRFC) assists the Governor in educating, motivating, and inspiring Rotarians to participate in Foundation programs and in coordinating fundraising activities by Rotary members. The Committee is charged with:

- Promoting the programs of, and fundraising for, The Rotary Foundation (TRF).
- Educating individual Clubs and Rotarians in the programs and operations of TRF.
- Planning, coordinating, and evaluating the operations of District 5520 associated with TRF.

District Rotary Foundation Committee Chair The DRFC Chair is appointed by the District Governor for a three-year term, subject to removal for cause. The District Governors scheduled to serve each year of the Chair's three-year term will jointly select the Chair, pursuant to section 25.010.4 of The Rotary Foundation Code of Policies.

5.090 District Public Image Committee (DPIC)

The District Public Image Committee will support Clubs' communication practices (internal and external), promote Rotary to external audiences, and foster understanding, appreciation, and support for the programs of Rotary. The District Public Image Committee will also promote awareness among District Rotarians that effective external publicity, favorable public relations, and a positive image are essential goals for Rotary and the Committee will support Rotary clubs in achieving those goals.

5.100 District Community Service Committee

Community Service provides an opportunity for every Rotarian to exemplify "Service Above Self." The

District Community Service Committee provides guidance and leadership in Rotary Clubs' Community Service activities. The Committee encourages and fosters the ideal of service in each Rotarian's personal, business, and community life and supports Clubs in all aspects of community service projects, including development, planning, implementation, and evaluation.

5.110 District Youth Programs Committee

Rotary's Youth Programs recognize that positive change can be effected by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that foster world peace and world understanding.

It is the responsibility of each Rotarian in District 5520 to prepare the new generations — all young people up to the age of 18 — by improving their life skills to ensure a better future while recognizing the diversity of their needs. District 5520 will support and encourage Rotary Clubs to undertake projects that support the fundamental needs of the new generations: Health, human values, education, and self-development.

Programs Rotary International's Youth Programs implemented in District 5520 are Interact, Rotary Youth Leadership Awards (RYLA), Rotary Youth Exchange, and the Four Way Test Essay Contest. Guidance for the operation of these programs is provided in the Rotary International Manual of Procedure and in Article 15 of the District's Policies and Procedures Manual.

5.120 Youth Protection Committee

The District Governor appoints the Youth Protection Officer to foster safe operations across all youth programs in District 5520. The Youth Protection Officer will assemble a group of Rotarians to serve as District resources on abuse, harassment, crisis response and other risks.

Failure to Comply with Youth Protection Laws – It is the responsibility of each club to assure the safety of all young people involved in Rotary youth programs. The Club president, or other club representative, must immediately notify the District Governor and the District Youth Protection Officer of any alleged violations of youth protection laws and policies by Rotary members or other volunteers, and must ensure that any such allegations are appropriately addressed in a timely manner. Any club that fails to comply with these requirements may have its charter suspended or terminated by the Rotary International Board of Directors.

Any Rotarian, Rotarian spouse, partner, Rotaractor or other volunteer having one-on-one contact with participants of Rotary Youth programs shall be asked to complete a criminal background check at District 5520's expense prior to participating in any District 5520-sponsored youth program. District 5520 strongly encourages each club to adopt a similar policy.

International Travel by Youth - No individual Rotarian or Club in the District shall undertake an alternative program structure to send minors abroad that circumvents RI youth protection policies, Youth Exchange policy, or the immigration and travel policies of any nation or government. Clubs may not send or receive Youth Exchange students outside of the structure of the District's Youth Exchange program. District 5520's Youth Protection Policies and Procedures covering Abuse and Harassment Prevention and Travel Policies are published on the home page of the District's website, www.rotary5520.org.

5.130 Crisis Management Committee

The District Governor-Elect is charged with appointing and overseeing the District's Crisis Management Team. The Team reviews, updates and implements the District's Crisis Plan, providing training in its application to District leaders and conducting an annual test of the plan. The District's Crisis Management Plan is published on the home page of the District website. All District leaders are expected to be familiar with the plan and how to implement it in crisis situations.

5.140 District Contract Review Committee

The District Contract Review Committee is responsible for reviewing and commenting on all contracts prior to the District Governor executing said contracts on behalf of District 5520.

5.150 District Conference Committee

A conference of Rotarians and Rotaractors is held annually at a time and place determined by the District Governor. The dates of the conference must not conflict with the District Assembly, International Assembly, or Rotary International Convention. The District Conference Budget The District Conference is self-sustaining and does not receive funding from the District Budget.

5.160 Council of Governors

The Council is made up of all Past District Governors in the District, the District Governor, District Governor-Elect, District Governor-Nominee, and District Governor-Nominee Designate.

The District Governor will convene a meeting of the Council at least once per year. Information about the purposes and function of the District's Council of Governors may be found in Article 19 of the District's Policies and Procedures Manual.

5.170 RYLA Foundation Board/Committee

The District has created a separate foundation to support the funding of RYLA. Rotary members who serve on the RYLA Foundation's board of directors are designated in the Foundation's bylaws, which are posted on the District's website. The Board is charged with oversight of fund-raising, investment and expenditure of RYLA Foundation funds and is responsible to the District Governor.

5.180 Policies and Procedures Committee

The Policies and Procedures Committee, advisory in nature, is charged with ensuring that the District's Policies and Procedures Manual is accurate and up-to-date, and with receiving proposed changes and recommending to the District additions to the manual as appropriate.

5.200 Additional Committees

The District Governor may designate from time to time one or more additional ad hoc committees, the composition, duration, and authority of which shall be noted in the Governor's statement of purpose for the committee; provided that, if funding is required, budgeting and approval have been secured. No committee thus established shall have the authority to do any act reserved elsewhere in these Bylaws or at law to another officer or Rotary entity, or any act which is in contravention of any law, rule or regulation promulgated by any governmental authority having jurisdiction over the affairs of the corporation. These additional committees operate by the same rules and regulations that govern standing committees and will be disbanded at end of the Rotary year unless extended by the incoming District Governor.

Article 6 Recognition and Awards

District 5520 recognizes the value in celebrating the accomplishments of Rotary members and clubs. The District Conference is an ideal venue for public recognition of these accomplishments. Recurring recognitions and awards are detailed In Article 24 of the District's Policies and Procedures Manual.

Article 7 District Representative to the Council on Legislation

The Council on Legislation is the legislative body of Rotary International and has the authority to amend the RI constitutional documents. The Council meets every three years. In the Rotary year two years prior to the next Council meeting, District 5520 will select a representative and alternate in accordance with the provisions of Rotary International Bylaws. Each candidate must have served as an officer of Rotary International, be suggested by his or her Club, and meet all other qualifications established by Rotary International. The duties of the representative include, but are not limited to, the following:

- Help Clubs prepare their proposals for the Council.
- Discuss proposed legislation at the District Conference or other meetings.
- Know the existing viewpoints of Rotarians within the District.
- Critically consider all legislation proposed to the Council and communicate those views to the Council effectively.
- Act as an objective legislator of RI.
- Attend the meeting of the Council for its full duration.
- Report on the Council's deliberations to the Clubs of the District after the Council meets.

Article 8 District Files/History/Archives

The District Historian/Archivist shall be responsible for collecting, safeguarding, and storing the historical documents of District 5520. The safekeeping of these documents shall be in a place approved by the District Governor and accessible to the Governor and the Executive Secretary.

The outgoing Governor is expected to pass on to the Governor-Elect any and all information that will help the Governor-Elect carry out the duties of Governor in the best interests of Rotary in the District. The outgoing Governor is expected to transfer all continuing District files to the Governor-Elect. The Governor is responsible for supplying the Governor-Elect, as soon as possible following his or her election and before the International Assembly, full information as to the condition of Clubs within the District with recommended action for strengthening the Clubs.

Article 9 Manner of Conducting Business

District 5520 may conduct official business by any means available if reasonable notice has been provided to the participating Members or Clubs.

Any action that a District Committee is permitted or required to take may be taken without a meeting if all members of the Committee consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Committee. All such consents shall be filed with the minutes and proceedings of the Committee.

Article 10 Insurance

The U.S. Rotary Club & District Liability Insurance Program provides directors and officers (D&O)/employment practices liability (EPL) insurance to District 5520 and its Clubs. Complete information regarding this coverage is available at www.rotary.org.

Article 11 Record Retention and Disaster Recovery Policy

The District shall keep correct and complete books and records of all financial accounts, minutes of the proceedings of all District, Committee, and Program meetings, a directory of its members, and any other documents required for the period of time recommended by the District Treasurer or required by any governing agency. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

A backup copy of all digital files and District records will be maintained by the District Executive Secretary monthly and stored at a remote location.

Article 12 Amendments

12.010 Vote Necessary

These Bylaws may be amended at any District-wide meeting to which all District Clubs have been invited, provided that 30 days' notice of the proposed amendment has been given to the Club Presidents. Two-thirds vote of the Clubs in attendance is necessary to amend the Bylaws.

12.020 Proposals for Amendments

Any Rotarian, Club, Committee/ Program, or Council of Governors in District 5520 may propose amendments to these Bylaws. A proposal for amendment must be in harmony with Rotary International's Constitution, Bylaws, and Manual of Procedure. Proposals must be submitted by mail or e-mail to the District Governor and to the Clubs at least 30 days prior to the District-wide meeting at which the vote shall be taken.

12.030 Distribution

The District Governor shall notify each Club of such proposals for amendment in writing at least 30 days prior to the date of the District-wide meeting at which the vote shall be taken. Notification shall be by mail, e-mail, posting on the District website, or in the District Newsletter.