

# Rotary International District 5340 Bylaws



As amended and Restated on June 25, 2021

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## Rotary International District 5340 Bylaws

### Article 1 Name, Description, Membership and Purpose

1.010 Name and Description. The name of this organization is “Rotary District 5340” (hereinafter referred to as “District 5340 or District”). District 5340 is a California nonprofit unincorporated association. District 5340 is a group of Rotary clubs within a geographical boundary established by the Rotary International (“RI”) board for RI administrative purposes. District 5340 may establish an office within the established geographical boundary and/or contract for postal services as required.

1.020 Membership. Membership in District 5340 is limited to the Rotary clubs designated to be in District 5340 by RI. The addition or removal of a Rotary club from District 5340 by RI shall immediately and automatically result in a corresponding change in the membership of District 5340.

RI currently includes the following counties of the State of California in District 5340:

San Diego County  
Imperial County  
Part of Riverside County

District 5340 has divided itself into sixteen geographic areas, each consisting of 2 to 5 clubs, to assist with administrative responsibilities.

1.030 Purpose. The purpose of District 5340 is to support Rotary clubs within the District in their pursuit of programs and activities that promote the Object of Rotary, and to encourage, promote, extend and supervise clubs within the District.

### Article 2 District Leadership Team, District Advisory Council, Appointed Offices, Staff and Service Providers.

2.010 District Leadership Team (DLT). The District Leadership Team is composed of the District Governor, District Governor-Elect, District Governor-Nominee, District Governor-Nominee-Designate, Chief Aide, Chief Assistant Governor, Assistant Governors, Vice Governor (when serving in the role of acting District Governor), District Treasurer and the chairs of the District’s Membership, Public Image, Training, and Rotary Foundation Committees. The District Governor may add others to the DLT as needed. The purpose of the DLT is to advise and support the District Governor. The DLT must establish a District Leadership Plan as required by the Rotary Code of Policies and should review it annually. Each member of the DLT will serve a term of one year or until their successors have been duly elected. The term of District Governor, District Governor-Elect, District Governor-Nominee, District Governor-Nominee-Designate will begin on July 1 of the year that they advance to office. The term of all other members will begin on July 1 of the year next following their appointment to the office.

2.020 District Governor (DG). The District Governor is the officer of Rotary International in the District, functioning under the general control and supervision of the RI Board of Directors. The DG advances to the office of DG from the office of District Governor-Elect immediately upon expiration of their term as DGE without any additional formal action. The DG’s qualifications for office, term in office, and duties and responsibilities are specified in the RI Bylaws and Code of Policies. The DG must meet the qualifications for the office of DG at the time of advancement. The DG may be removed from office for cause as specified in the RI Bylaws. The DG is a member of the District Advisory Council. Subject to limitations imposed by RI, the

DG has general control over and manages the activities of the District. The DG has the authority to sign binding agreements for goods and services on behalf of District 5340. The DG is authorized to act only as set forth in the RI Constitution and Bylaws and the Rotary Code of Policies. The DG does not have authority to negotiate or contract on behalf of RI and/or The Rotary Foundation.

The DG is an ex-officio member of all District committees with full voting rights with the exception of the Finance Committee where the DG is a non-voting member.

The outgoing DG will pass on to the DGE any and all information that will help the DGE carry out the duties of DG in the best interests of Rotary in the District. The outgoing DG will transfer all continuing District files to the DGE. The DG will supply the DGE, 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.

2.030 District Governor-Elect (DGE). The District Governor-Elect advances to the office of District Governor at the expiration of their term as DGE without any additional formal action. The DGE must meet the qualifications for the office of DG at the time of advancement and must successfully complete the Governors-Elect Training Seminar, attended the RI International Assembly, and completed all other preparation as required by Rotary International and District 5340. The DGN advances to the office of DGE from the office of DGN immediately upon expiration of their term as DGN. The DGE is responsible for planning, supervising and conducting the Presidents-elect Training Seminar (PETS) and the District Training Assembly. The DGE will have such other duties and responsibilities as may be assigned by the DG. The DGE is a member of the District Advisory Council.

2.040 District Governor-Nominee (DGN). The District Governor-Nominee advances to the office of District Governor-Elect at the expiration of their term as DGN without any additional formal action. The DGN is nominated by the District 5340 Nominating Committee as specified in these Bylaws. The DGN must meet the qualifications for the office of DGE at the time of advancement. The DGND advances to the office of DGN from the office of DGN immediately upon expiration of their term as DGND. The DGN's duties and responsibilities are specified in the RI Code of Policies. The DGN will have such other duties and responsibilities as may be assigned by the DG. The DGN will serve as Chief of Staff to the DG and in that capacity will coordinate the activities of the standing committees by meeting with committee chairs on a regular basis and communicating with the DG and DGE as necessary to carry out the business of the District. The DGN is a member of the District Advisory Council.

2.050 District Governor-Nominee-Designate (DGND). The District Governor-Nominee-Designate advances to the position of District Governor-Nominee at the expiration of their term as DGND. The DGND is nominated for the office of DGN by the District 5340 Nominating Committee as specified in these Bylaws. After election, the person elected assumes the office of DGDN until the following July 1 when the DGND advances to the office of DGN without any additional formal action. The DGND must meet the qualifications for the office of DGN at the time of advancement. The DGND will have such other duties and responsibilities as may be assigned by the DG. The DGND is a member of the District Advisory Council.

2.060 Chief Aide (CA). The Chief Aide is appointed by the DG and assists the DG in a variety of advisory, administrative and liaison functions. The CA must have successfully completed a full term as local club president and have served in several District offices, committees, and related activities. The CA will have such duties and responsibilities as may be assigned by the DG.

2.070 Chief Assistant Governor (CAG). The Chief Assistant Governor is appointed by the DG and assists the DG in a variety of advisory, administrative and liaison functions. The CA must have successfully completed a full term as local club president, have completed a full term as an Assistant Governor and have served in other District positions. The CAG will have such duties and responsibilities as may be assigned by the DG.

2.080 Assistant Governors (AG's). The Assistant Governors are appointed by the DG. They assist the DG in a variety of advisory, administrative and liaison functions. One AG will be appointed to assist in the administration of local clubs located within each of the District 5340 16 geographic areas. Each AG must have been a member in good standing in a club in the District for at least three years and have successfully completed a full term as local club president. AG's are appointed to serve during the term of the DG who appointed them but may be appointed by succeeding DG's for up to 2 additional terms. The AG's will have such duties and responsibilities as may be assigned by the DG.

2.090 Vice Governor (VG). The District 5340 Nominating Committee may appoint a currently active past District governor of the District, proposed by the DGE, to be Vice Governor. If the Nominating Committee makes no selection, the DGE may select a past District governor to be VG. The role of the VG is to replace the Governor in case of a temporary or permanent inability to perform the Governor's duties. The VG may participate as an observer to District committees but shall have no vote unless serving in the role of acting Governor. The VG may continue to hold other positions within the District while not serving in the role of DG.

2.100 District Treasurer (DT). The District Treasurer is responsible for all financial matters of the District including the preparation of all financial reports and tax returns. The DT administers the District Fund with oversight and direction by the District Finance Committee. The DT is appointed by the DG with concurrence of the DGE and DGN. The DT works with the DGE and the Finance Committee in creating the budget for the upcoming year. The DT is appointed to serve during the term of the DG who appointed them but may be appointed by succeeding DG's for one additional term. The DT is ex-officio member of the Finance Committee with voting power.

2.110 Vacancies. Except for the DG, who is provided for in the RI Bylaws, a vacancy in the District Leadership Team shall be deemed to occur in the event of (1) the death or resignation of a Team member; (2) when the Team member no longer resides in the District; (3) a declaration that Team member is incompetent or permanently disabled; (4) a Team member is convicted of a felony; (5) a Team member fails to carry out the duties of office as determined by the DG; (6) a Team member breaches a fiduciary duty relating to the holding, administration or distribution of charitable assets; or (7) a Team member makes any public statement or engages in any conduct that is disparaging to District 5340, Rotary or its reputation (except for any truthful statement made under oath). In the event a vacancy is established in any Team position, the DG or District Nominating Committee, as appropriate, will appoint a qualified Rotarian to fill the vacancy.

2.120 District Advisory Council (DAC). The District Advisory Council is composed of the DG, DGE, DGN, DGND and all past District governors of District 5340 and all past District governors that are members of a club within the District. The purpose of the DAC is to allow the DG to update, advise, and seek counsel from existing past District governors and discuss other issues that relate to the District. The DAC will meet at least once a year. At the discretion of the DG, additional meetings can be scheduled.

2.130 Appointed Offices. In addition to the District Leadership Team, the DG may establish other offices,

define the scope of duties and responsibilities of such offices, and appoint club members to head such offices.

2.140 Administrative Staff and Service Providers. The DG may, with the concurrence of the DGE and DGN employ administrative staff persons and contract with outside persons and/or companies to perform necessary services for the District. Staff persons may be paid compensation fixed by the DG with the advice and consent of a majority of the District Leadership Team. Staff persons need not be a member(s) of a Rotary clubs and may be removed from their position(s) at any time by the DG when their services are no longer required or are believed to be not in the best interests of the District.

### **Article 3 District Committees**

3.010 District Committees. District committees are charged with carrying out the goals of District 5340 as formulated by the DG with the advice of the District Leadership Team. The standing Committees of the District are as follows:

- Nominating Committee
- Finance Committee
- Membership Committee
- Public Image Committee
- Rotary Foundation Committee
- Training Committee
- Community Service Committee
- Youth Service Committee
- International Service Committee
- Club Service Committee
- Vocational Service Committee
- Audit Committee

The general duties and authority of the standing committees are defined below. The DG may assign additional duties and authority from time to time as may be in the best interests of the District. Except as specified herein, the DG will determine the number of members on each committee. Except as specified herein, committee members will serve during the term of office of the DG. No committee shall have or exercise the authority of the DG in the management of the District.

Except as specified herein, the DG will appoint, during their term as DGE, the chair of each committee. The DG cannot serve as chair of a District committee. It is recommended that District committee chairs be past District governors, governor-nominees, past assistant governors or effective past District committee members. All committee chairs should be selected and reported to RI by December 31 in the year before taking office on July 1. The chair of each committee will appoint the members on each committee, subject to the approval of the DG. Committee chairs must receive all training required by RI within 60 days of taking office. Standing committees will continue from year to year without reauthorization of the DG but the incoming DG may appoint a new chair.

The DG may also establish subcommittees. The DG will specify the duties and authority of each subcommittee. The DG will appoint the chair of each subcommittee. The chair of each subcommittee will appoint the members on each subcommittee, subject to the approval of the DG. Subcommittees must be reauthorized each year by the current DG. Subcommittee members will serve during the term of office of the DG. If funding is required for any subcommittee, they will not commence work until necessary budgeting and approval have been secured.

The DG may establish from time to time one or more ad hoc committees. The DG will specify the duties and authority of each ad hoc committee. If funding is required for such ad hoc committees, they will not commence work until necessary budgeting and approval have been secured.

No committee or subcommittee will have the authority to do any act reserved elsewhere in these Bylaws to an officer, District Leadership Team member or Rotary entity, or to do any act which is in contravention of any law, rule or regulation promulgated by any governmental authority having jurisdiction over the affairs of the District.

Committees and subcommittees will meet at such times and places and upon such notice as may be determined by the chair of the committee or subcommittee. A majority of the membership of the committee or subcommittee will constitute a quorum, provided however, that ex-officio members will not be counted in determining a quorum. The vote of a majority of the members present at a meeting at which a quorum is present is required to pass any resolution of the committee or subcommittee

3.020 Nominating Committee. If the District has not adopted a process for selection of the DGN by July 1 of each year as required by RI Bylaw Section 12.020, the District will use the nominating committee procedure provided in that Section of the RI Bylaws. The committee selects and presents nominees for DGN in accordance with the timetables and procedures contained in the RI Bylaws. Members of the committee include the DG (ex-officio), DGE, DGN, the immediate past District governor of District 5340, and up to three additional members appointed by the immediate past District governor of District 5340. The immediate past District governor is the chair of the committee. The Nominating Committee Chair fills committee vacancies. The Nominating Committee will actively seek and recruit the best possible candidates for DGN and assure that the selection process is conducted in the manner prescribed by RI. Members of the committee should not serve more than three consecutive terms.

3.030 Finance Committee. The Finance Committee oversees the operations of the District Fund, reviews and approves the District budget and committee or program sub-budgets; reviews and recommends all dues, fees and levies; ensures dues and levies have been collected from clubs within the District, and assures that all financial records, statements and tax returns are accurate and are prepared and filed as required. The Finance Committee also makes recommendations regarding hiring and termination of administrative staff and service providers, compensation of administrative staff, the use of service providers and associated costs. All extra budget considerations must be approved by the committee. There are nine members of the Finance Committee. They include the DG (ex-officio), DGE, DGN, DGND, DT (ex-officio), the immediate past District governor of District 5340, and three at-large members who are currently active Rotarians within the District who have financial and/or accounting experience, The DT is the chair of the committee. The Finance Committee will meet at least quarterly during the year.

3.040 Membership Committee. The Membership Committee identifies, promotes and implements membership strategies that will result in membership development and growth as well as the formation and support of new Rotary and Rotaract clubs within the District. The DG will appoint the chair and members of the committee with the advice and consent of the DGE and DGN who should continue the appointments to allow continuous service of members for 3 years, subject to review. Any removal for cause must have the prior approval of all the DG's involved for each of the full 3 years. The committee chair must attend all training required by RI. In selecting committee members, preference should be given to club Membership Chairs and Rotarians who have actively been involved in recruiting new members and implementing membership development activities.

3.050 Public Image Committee. The Public Image Committee promotes Rotary and fosters understanding, appreciation, and support for the programs of Rotary. It also promotes awareness among Rotarians and Rotaractors that effective publicity, favorable public relations and a positive image are desirable and essential

goals for Rotary. The DG will appoint the chair and members of the committee. In selecting committee members, preference should be given to those who have experience as a club public image chair and to Rotarians with media, public image or marketing skills. As many committee members as possible should attend a training meeting conducted by the Rotary Public Image Coordinator as appropriate.

3.060 Rotary Foundation Committee. The Rotary Foundation Committee assists the DG in educating, motivating, and inspiring Rotarians to participate in Rotary charitable programs and fundraising activities. The committee serves as liaison between The Rotary Foundation (TRF) and Rotarians. The committee promotes the programs of, and fundraising for, TRF, educates individual clubs and Rotarians in the programs and operations of TRF, plans, coordinates, and evaluates the operations of District 5340 associated with TRF. The committee manages District grants and allocates funds in compliance with TRF policies. The DG will appoint the chair and members of the committee with the advice and consent of the DGE and DGN who should continue the appointments to allow continuous service of members for 3 years, subject to review. Any removal for cause must have the prior approval of all the DG's involved for each of the remaining 3 years. The DG is a non-voting member of the Rotary Foundation Committee.

3.070 Training Committee. The Training Committee supports the DG and DGE by facilitating training of club and District members on leadership and other matters as required by RI. The DG will appoint the chair and members of the committee with the advice and consent of the DGE. Preference should be given to Rotarians with training, education or facilitation experience.

3.080 Community Service Committee. The Community Service Committee assists the District in encouraging club members to engage in community service which is one of RI's five Avenues of Service. The DG will appoint the chair and members of the committee. Preference should be given to Rotarians with experience in planning and implementing local, sustainable service efforts of varied sizes. The committee promotes programs, activities and resources related to the community and offers support to Rotary, Rotaract and Interact clubs within the District.

3.090 Youth Service Committee. The Youth Service Committee assists the District in encouraging club members to participate in youth service which is one of RI's five Avenues of Service. The committee will foster safe operations across all youth programs in District 5340. The DG will appoint the chair and members of the committee. Preference should be given to Rotarians with experience in planning and implementing local youth services. The committee will support and encourage its clubs to undertake projects that support the fundamental needs of youth including health, human values, education, and self-development. The committee should include the District's Youth Protection Officer and a Rotarian from each geographic area in the District.

3.100 International Service Committee. The International Service Committee assists the District in encouraging club members to participate in international service which is one of RI's five Avenues of Service. The committee supports clubs with their international service projects and helps enhance the quality of the District's humanitarian efforts by identifying resources and experts to advise on international service projects and global grants. The DG will appoint the chair and members of the committee. Preference should be given to past District governors and past regional Rotary Foundation coordinators and past assistant regional Rotary Foundation coordinators. Committee appointments should allow continuous service of members for 3 years, subject to review. Any removal for cause must have the prior approval of all the DG's involved for each of the remaining 3 years.

3.110 Club Service Committee. The Club Service Committee assists the District in encouraging club members to participate in club service which is one of RI's five Avenues of Service.

3.120 Vocational Service Committee. The Vocational Service Committee assists the District in encouraging club members to participate in vocational service which is one of RI's five Avenues of Service. The committee promotes the highest ethical standards in all occupations, including faithfulness and fidelity to employers, employees, and associates, and fair treatment of them and of competitors, the public, and all those with whom one has any business or professional relationships. It also promotes the recognition of the worthiness to society of all useful occupations, not just one's own or those pursued by Rotarians. It assists clubs in the development of vocational and ethical programs and projects.

3.130 Audit Committee. The Audit Committee determines when audits of District financial books and records will be done, the type of audit (internal or external), and the person(s) or entity(ies) who will perform the audit(s). The audit committee must:

- (a) have at least three active members selected in accordance with established District procedures;
- (b) include at least one member who is a past governor or an independent, financially literate person; and
- (c) not include any current governor, treasurer, signatory of District bank accounts, or member of the finance committee.

The committee will review and report to the DG and the DLT as appropriate on District 5340 financial reports, external audits, the system of internal controls, internal audits, and related matters.

#### **Article 4 District Meetings and Training**

4.010 District Conference. District 5340 may hold a District Conference annually at a time and place determined by the DG as required by the RI Bylaws. The purpose of the conference is to further the Objects of Rotary through fellowship, inspirational addresses, and the discussion of matters related to the affairs of the clubs and the District. The District Conference will also conduct any elections required by RI or the District and consider and vote on any resolutions and other matters properly brought before the conference. In regard to resolutions, the Conference will be considered to also be a District Resolutions Meeting as defined in the RI Bylaws. The District Conference will be planned and conducted in accordance with RI Bylaws and other governing documents. Attendance is open to all club members within the District. Each club in District 5340 will select, certify and send at least one elector to the District Conference as specified in the RI Bylaws. The District Conference must approve the per capita levy, if not approved previously at the District training assembly or District presidents-elect training seminar.

Any club may submit suggested resolutions relating to matters to be considered at a District Conference at such times and in such a manner as determined by the District Leadership Team. Any such resolution must also be adopted at a regular board meeting of the club and the resolution must be properly certified by the club secretary.

4.020 District Training Assembly. A District Training Assembly will be held annually, preferably in March, April, or May, to develop club leaders who have the necessary skills, knowledge, and motivation to: sustain and expand their membership base; implement successful projects that address the needs of their communities and communities in other countries; and support TRF through both program participation and financial contributions. The DGE will plan, conduct, direct, and supervise the District Training Assembly. Every DGE is encouraged to attend a District Training Assembly prior to serving in office. The specific date, time, location, content, format, topics covered, and costs of the District Training Assembly will be determined by the DGE and the District Leadership Team. All officers of Rotary clubs within District 5340 should attend a District Training Assembly, preferably early in their term.

4.030 Presidents-elect Training Seminar (PETS). A Presidents-elect Training Seminar will be held annually, preferably in February or March, to orient and train presidents-elect in the District as required by RI. The DGE shall plan, conduct, direct, and supervise the PETS. Every President-elect of Rotary clubs within District 5340 must complete the PETS prior to taking office unless excused by the DGE.

4.040 Special Assemblies, Workshops, Seminars, Conferences. Special assemblies, workshops, seminars and conferences may be called or conducted by the DG or the DGE. If there are non-budgeted expenses involved, they should be approved by the District Leadership Team in advance.

## **Article 5. Financial**

5.010 District Fund. District 5340 has established a District Fund (Operating account) for financing District-sponsored projects and administering and developing Rotary in the District. The District Fund shall consist of all monies owed or collected for the benefit and operation of District 5340 and its programs. Such funds will be deposited in accounts bearing the name of Rotary District 5340. 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. Authority to open accounts and to sign checks and other instruments is vested in the DG and others authorized by the DG. All expenditures must be approved by the DG and one other person selected from the group of the DGE, DGN, and the immediate past District governor.

5.015 District Reserve Fund. The District will maintain a District Reserve Fund for unplanned contingencies, operating budget shortfalls, emergencies, natural disasters and for any other unforeseen needs. The fund should not exceed 75% of annual dues.

5.020 District Budget. The District budget is prepared by the District Treasurer in consultation with the DGE. The proposed budget must be in balance and must be submitted to all Rotary clubs in the District at least four weeks prior to requested approval. The proposed budget may be approved at any meeting in which each club in the District is invited to attend and notice of such a vote is announced with submission of the proposed budget. The proposed budget must be approved by a majority vote of the clubs in attendance.

5.030 Per Capita Levy. RI requires District 5340 to charge a per capita levy (also called District annual dues) on members in the District. The District has elected to have the amount of the levy set by the District Conference by a majority of the electors present and voting or by other methods specified in Section 4.010 above. The proposed amount of the levy is determined by the DG, DGE, DGN and DGND. Once a levy has been set according to this section, it remains the same until changed as provided in this section. The levy is deposited in the District Fund and is used to cover District expenses.

5.040 Annual Statement and Report of District Finances. Within one year of serving as DG, the immediate past District governor must provide each club an independently reviewed annual statement and report of District finances. The immediate past District governor must provide the statement and report and have it discussed and adopted at a District meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given. Alternatively, within one year of serving as DG, the immediate past District governor may ask the DG to conduct a club ballot for adoption of the statement and report. The statement and report shall be sent at least 30 days before the club ballot. The DG shall start this process within 30 days of receiving the request from the immediate past District governor.

The review may be conducted by either a qualified accountant or a District audit committee.

The annual statement shall include, but not be limited to, all:

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

5.050 Annual Review. An annual review of District financial books and records will be conducted by the District audit committee or a qualified accountant.

## **Article 6 District Elections**

6.010 District Elections. Every member in good standing of a club in the District who is present at the District Conference or District legislative meeting (if held) is entitled to vote on all matters submitted to a vote at such Conference or meeting except for the following which may only be determined by a vote of electors: (a) selection of a governor-nominee; (b) election of a member and alternate of the nominating committee for director; (c) composition and terms of reference of the nominating committee for governor; (d) election of the representative and alternate to the council on legislation and council on resolutions; and (e) amount of the per capita levy. Electors will be selected and voting done in accordance with Section 15.050 of the RI Bylaws.

6.020 Electors. The clubs will select, certify, and send to the annual District Conference at least one elector. A club of more than 25 members may send one elector for each additional 25 members or major fraction thereof subject to the provisions of the RI Bylaws. Each elector must be present to vote.

## **Article 7 Indemnification**

7.010 Indemnification. To the fullest extent of the law, the District may indemnify and hold harmless any officer, member of the District Leadership Team, employee or agent of the District against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any legal action or proceeding by reason of the fact that he or she is or was acting as an officer, member of the District Leadership Team, employee or agent of the District, provided that such person acted in good faith, in a manner the person believed to be in the best interests of the District.

## **Article 8 Miscellaneous**

8.010 Electronic Records and Electronic Transmission. To the fullest extent permitted by law, the District may generate, keep, receive, maintain or store all writings, including minutes, books or records in any way relating to or evidencing the District, or any other matter related thereto, in one or more "electronic records" (which means information inscribed on a tangible medium or stored in an electronic or other medium and which is retrievable in perceivable form other than a record inscribed or stored on paper or a paper equivalent).

8.020 Interpretation. The provisions of these Bylaws shall be interpreted in a reasonable manner to implement the purposes of RI, governing law and the voting members and as follows:

- a) Wherever the context of these Bylaws requires, all words used in the singular shall be construed to have been used in the plural, and vice versa, and the use of any gender specific pronoun shall include any other appropriate gender;

- b) The use of the conjunctive "or" shall mean "and/or" unless otherwise required by the context in which the conjunctive "or" is used;
- c) The term “including” shall mean “including without limitation” and “including but not limited to” unless otherwise required by the context in which the term “including” is used; and
- d) Article, section, and subsection titles and captions contained in these Bylaws are inserted as a matter of convenience and for reference and in no way define, limit, extend or describe the scope of these Bylaws or the intent of any of its provisions.

8.030 Choice of Law. These Bylaws shall be governed by and construed under the laws of the State of California, irrespective of such state's choice-of-law principles.

8.040 Severability. If any term or provision of these Bylaws is determined to be illegal, unenforceable or invalid in whole or in part for any reason, such illegal, unenforceable or invalid provisions or part thereof shall be stricken from these Bylaws, and such provision shall not affect the legality, enforceability or validity of the remainder of these Bylaws. If any provision or part thereof of these Bylaws is stricken in accordance with the provisions of this section, then the stricken provision shall be replaced, to the extent possible, with a legal, enforceable and valid provision that is as similar in tenor to the stricken provision as is legally possible.

8.050 Non-discrimination. The District will not discriminate on the basis of gender, race, color, creed, national origin, or sexual orientation or any other characteristic protected under applicable federal or state law in any of its activities or operations including employment.

8.060 Insurance. The District upon approval of the District Leadership Team may purchase and maintain insurance to the full extent permitted by law on behalf of any person who is an officer, member of the District Leadership Team, employee or agent of the District to cover any liability, claim, expense, loss, or damages asserted against or incurred by such person by reason of the fact that he or she is or was acting for or on behalf of the District. The U.S. Rotary Club & District Liability Insurance Program provides directors & officers (D&O)/employment practices liability (EPL) insurance to District 5340 and its clubs. The District encourages all clubs to obtain adequate insurance, especially for events where alcoholic beverages may be served.

8.070 Policy Manual. District 5340 may establish a Policy and Procedure Manual to provide additional guidance and direction to the administration and operation of the District. The Manual must reflect the policies and procedures of RI and District 5340 and not be inconsistent with their Bylaws. If any variance or inconsistencies with these documents should occur, the policies and procedures of RI will take precedence.

8.080 Resolutions. No resolution or motion to commit the District on any matter shall be considered by the District until it has been considered by the District’s Leadership Team. Resolutions or motions offered at a District meeting by a club member shall be referred to the District Leadership Team without discussion.

8.090 Record Retention. The District will keep correct and complete books and records of all financial accounts, minutes of the proceedings of all District and committee meetings, a directory of clubs within the District, and any other documents required for the period of time recommended by the DT or RI 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 District records will be

made monthly and stored at a remote location. The District may use Cloud based record retention.

8.100 Robert's Rules of Order. Robert's Rules of Order, latest edition, may be, but is not required to be, used as the guiding authority on all questions of parliamentary procedure and parliamentary law not specified in the Rotary International Manual of Procedure. A Parliamentarian may be appointed at the DG's discretion.

8.110 Meeting Attendance. If possible, meetings, conferences, trainings and assemblies should be in a format that allows Rotarians to attend in person. If circumstances (such as a pandemic) do not allow meetings, conferences, trainings or assemblies to be held in that way, Rotarians may attend meetings, conferences, trainings and assemblies virtually through internet or other conferencing means.

## **Article 9 Amendments**

9.010 Bylaw Amendments. These Bylaws may be amended at any District Conference by vote of a majority of the electors present, provided notice of proposed amendments must be sent to all clubs in the District at least 30 days prior to the date of the conference. A proposed amendment to these Bylaws from any club within the District must be submitted in writing to the DG for review and approval at least sixty (60) days preceding the District Conference during which it is to be considered. No amendment or addition to these Bylaws can be made which is not consistent with the Constitution and Bylaws of RI.