

**BYLAWS OF ROTARY**  
**INTERNATIONAL DISTRICT 5730**  
**AS OF JULY 1, 2020**

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ARTICLE I. **Purpose.**

The purpose of Rotary District 5730 shall be to help individual Rotarians and Rotary clubs advance the Object and Principles of Rotary. All Rotarians and Rotary clubs of District 5730 shall be governed by the Constitution and Bylaws of Rotary International and these Bylaws of Rotary International District 5730.

ARTICLE II. **Definitions.**

As used throughout this document, the following terms have the following meaning:

“COL” .....The Council on Legislation.

“COR” .....The Council on Resolutions.

“District” .....Rotary International District 5730.

“District Bylaws” .....The duly adopted and current Bylaws of Rotary International District 5730.

“Governor” .....The duly elected and serving District Governor of Rotary International District 5730.

“Governor Elect” .....The duly selected District Governor Elect of Rotary International District 5730 who will become District Governor on July 1 of the next Rotary year.

“Governor Nominee” ....The duly selected District Governor Nominee of Rotary International District 5730 who will become District Governor Elect on July 1 of the next Rotary year.

“RI” .....Rotary International.

“RI Board” .....The Board of Directors of Rotary International.

“RI Bylaws” .....The duly adopted and current Bylaws of Rotary International.

“Treasurer” .....The duly selected District Treasurer of Rotary International District 5730.

“TRF” .....The Rotary Foundation.

“Vice Governor” .....The duly selected and serving District Vice Governor of Rotary International District 5730.

For additional reference, see also the following RI governance documents:

-- RI Bylaws

-- Rotary Code of Policies

-- Rotary Foundation Code of Policies

... available at: <https://my.rotary.org/en/learning-reference/about-rotary/governance-documents>

**ARTICLE III. *Nominations Committee – Selection of Governor Nominee Candidate.***

**Section 1. Responsibility of Nominations Committee.**

The Nominations Committee responsibilities include:

- (a) conduct a selection process in a dignified, responsible manner in accord with the principles of Rotary;
- (b) seek out and propose the most qualified candidate;
- (c) interview all candidates for Governor Nominee, whether they are suggested by clubs or by the Nominations Committee itself, with each interview satisfying the minimum requirements specified in the Rotary Code of Policies (see *Section 19.030; RI Code of Policies*); and
- (d) ensure that no member of the Nominations Committee is eligible to be nominated for the office of Governor Nominee (*refer to RI Bylaws*).

*[Note that the Nominations Committee also is charged with the following responsibilities: selection of the Vice Governor (see Article III-A of the District Bylaws); and selection of the District's representative(s) to the RI Council on Legislation and RI Council on Resolutions (see Article III-B of the District Bylaws).*

**Section 2. Composition.**

(a) Subject to Sections 2(b) and 2(c) of this section, the Nominations Committee shall be composed of:

- (1) the two Past District Governors who have most recently served as Governor who are living in the District and who are willing to serve;
- (2) one current Assistant District Governor appointed by the Governor; and
- (3) two Past Club Presidents appointed by the Governor.

(b) No Rotarian shall serve on the Nominations Committee for more than three consecutive years.

(c) Each member of the Nominations Committee must be a member of a different Rotary club in the District.

**Section 3. Convener and Chair.**

The Past District Governor who has most recently served as Governor shall be convener and Chair of the Nominations Committee.

Section 4. Publication of Names of Members.

The names of Nominations Committee members shall be posted on the District website or published in the District Directory, as the Governor may elect.

Section 5. Required Resignations.

(a) In the event a member of the Nominations Committee is nominated and has agreed to be considered as Governor Nominee, that member shall immediately resign from the Nominations Committee.

(b) In the event a Rotarian who is serving on the Nominations Committee is a member of the same Rotary club as a Rotarian who has agreed to be considered as Governor Nominee, that committee member shall immediately resign from the Nominations Committee.

Section 6. Vacancies.

(a) In the event a Past District Governor member of the Nominations Committee is required to resign or becomes unable or unwilling to continue to serve, the Past District Governor not already serving on the Nominations Committee who has most recently served as Governor, who is living in the District, and who is willing to serve shall fill the vacancy.

(b) In the event the Assistant Governor or a Past Club President member of the Nominations Committee is required to resign or becomes unable or unwilling to continue to serve, the Governor shall appoint another Assistant Governor or Past Club President to fill the vacancy.

Section 7. Quorum.

Three members of the Nominations Committee shall constitute a quorum.

Section 8. Nomination of Governor Nominee.

(a) The Governor shall invite clubs to submit their suggestions for nominations for Governor Nominee. The deadline for suggestions is at least two months before the Nominations Committee meeting. The suggestions shall be submitted by a resolution adopted at a regular club meeting and certified by the Secretary naming the suggested candidate. A club shall only suggest one of its own members. On all forms suggesting candidates to elective office, candidates shall sign a declaration that they have read, understand, accept, and agree to be bound by the provisions of the RI Bylaws.

(b) Such invitation shall outline the status, qualifications, and responsibilities of the Governor.

(c) In submitting suggestions, clubs shall comply with the requirements of the RI Bylaws.

(d) The Nominations Committee shall consider all suggestions received from clubs so long as the suggestions reach the Nominations Committee by the date established and announced by the Governor; however, the Nominations Committee is not limited in its selection to those Rotarians suggested by clubs.

#### Section 9. Selection of Governor Nominee.

(a) The Nominations Committee shall interview each qualified prospective nominee and their spouse/partner.

(b) The Nominations Committee shall select the best qualified Rotarian at the time of the selection. The candidate must:

(1) be a member in good standing of a functioning club in the District;

(2) have full qualifications for club membership including the classification requirements;

(3) have served as club President for a full term or as charter President for at least six months;

(4) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a Governor, as referenced in Section 13 herein;

(5) demonstrate knowledge of the qualifications, duties, and responsibilities of Governor as further prescribed in the RI Bylaws; and

(6) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of Governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

(c) If the Nominations Committee cannot agree upon a candidate, the Governor Nominee shall be elected in a club ballot procedure or at the District Conference, as provided in Article 12 or Article 15, respectively, of the RI Bylaws. In either case, only those candidates suggested to the Nominations Committee may be considered for selection.

(d) The chair of the Nominations Committee shall notify the Governor of the candidate selected within 24 hours of the adjournment of the Nominations Committee. Within three days of the receipt of the notice, the Governor shall notify the clubs in writing of the name and club of the nominee.

(e) The Governor shall certify the name of the Governor Nominee to the RI General Secretary within 10 days of declaring the nominee.



(f) If there is no valid challenging candidate per Sections 12.030.7 through 12.030.9 of the RI Bylaws, the Governor shall declare the Nominations Committee's candidate as the Governor Nominee. The Governor shall notify all clubs in the District of the nominee within 15 days.

(g) If a challenge is made in accordance with the requirements of Article 12 of the RI Bylaws, the procedure set out therein shall be followed.

(h) The District shall select a nominee for Governor between 24 and 36 months before taking office. The nominee shall become the Governor Nominee Designate upon selection and the Governor Nominee on 1 July two years before taking office as Governor. The RI Board shall have the authority to extend the date under this section for good and sufficient reason. The nominee will be elected at the RI Convention held in the year before the nominee will attend the International Assembly, if such an election is needed under the provisions of Section 6.010, RI Bylaws.

#### Section 10. Election Review Procedures for Complaints.

In accordance with Article 13 of the RI Bylaws, a complaint about the selection process for an RI elective office or the result of an RI election shall be considered by the RI Board only if it is:

(a) made by a club with the concurrence of at least five other clubs or a current officer of RI; or by the RI President's Representative to a District or Zone meeting;

(b) made in writing; and

(c) filed with the RI General Secretary within 21 days after the election results are announced.

#### Section 11. Campaigning.

Rotarians shall not campaign, canvass, or electioneer for any elected position in RI, including for the selection of Governor Nominee, or allow any such activity, either on their own behalf or on behalf of another. All Rotarians shall observe the letter and spirit of the RI Bylaws concerning campaigning, canvassing and electioneering. (*for details, see Section 13.010, RI Bylaws*)

#### Section 12. Governors.

(a) Unless excused by the RI Board, a Governor, when taking office, must have attended the International Assembly for its full duration, have been a Rotarian for at least seven years, and continue to possess the qualifications in Section 9(b) herein.

(b) The Governor is the officer of RI in the District, functioning under the general control and supervision of the RI Board. The Governor shall inspire and motivate

the clubs in the District. The Governor shall ensure continuity within the District by working with past, current and incoming District leaders. The Governor is responsible for:

- (1) organizing new clubs;
- (2) strengthening existing clubs;
- (3) promoting membership growth;
- (4) working with District and club leaders to encourage participation in a District leadership plan as developed by the RI Board;
- (5) furthering the Object of Rotary by providing leadership and supervision of the clubs in the District;
- (6) supporting TRF;
- (7) promoting cordial relations among the clubs and Rotaract clubs, and between the clubs, Rotaract clubs, and RI;
- (8) planning for and presiding at the District Conference and assisting the Governor Elect in planning and preparing the PETS and the District Training Assembly;
- (9) conducting an official visit to each club, individually or in multi-club meetings, that maximizes the Governor's presence to:
  - i. focus attention on important Rotary issues;
  - ii. provide special attention to weak and struggling clubs;
  - iii. motivate Rotarians to participate in service activities;
  - iv. ensure that the club constitution and bylaws comply with the constitutional documents, especially following Councils on Legislation; and
  - v. personally recognize the outstanding contributions of the Rotarians in the District.
- (10) issuing a monthly communication to each club;
- (11) reporting promptly to RI as may be required by the RI President or the RI Board;
- (12) providing the Governor Elect, before the International Assembly, full information about the condition of clubs and recommended action to strengthen them;

- (13) assuring that District nominations and elections comply with RI's constitutional documents and RI's established policies;
- (14) inquiring regularly about the activities of Rotarian organizations in the District;
- (15) transferring District files to the Governor Elect; and
- (16) performing any other duties as are inherent of an RI officer.

**ARTICLE III-A. *Vice Governor – Selection, Role, and Responsibilities.***

Section 1. Role and Selection.

(a) The role of the Vice Governor is to replace the Governor in case of temporary or permanent inability to continue in the performance of the Governor's duties. (See *Article IX herein for procedures when there is a permanent vacancy in the office of Governor.*)

(b) The Nominations Committee established by Article III will select one available Past District Governor to be named as Vice Governor. Selection of the Vice Governor shall be based upon the following:

(1) The Vice Governor shall be a Past District Governor who is the best available candidate and who is deemed to have current knowledge, experience, and involvement in RI and District policies and procedures.

(2) The Vice Governor shall be recommended by the Governor Elect who has, prior to the meeting of the Nominations Committee, asked and received confirmation of acceptance from the recommended Past District Governor.

(3) A Vice Governor may serve no more than three (3) terms consecutively. If a Vice Governor fills a vacancy in the office of Governor, he or she shall not serve again as Vice Governor.

(4) A Vice Governor shall not be a member of the same club as the Governor.

(c) The Vice Governor is not an officer of RI.

Section 2. Responsibilities.

(a) The Vice Governor is authorized to attend and participate in all meetings of District committees on a non-voting basis. The Vice Governor will be a contributing member of at least one District committee, per prior arrangement with the Governor Elect at the time of the Vice Governor's appointment.

(b) The District will provide funds for the Vice Governor as allocated in the District budget.

**ARTICLE III-B. *RI Council on Legislation and RI Council on Resolutions – Selection, Role and Responsibilities.***

Section 1. Term, Qualifications, and Duties.

The District shall select one representative and one alternate representative to represent the District on the RI Council on Legislation (COL) and the RI Council on Resolutions (COR) — (as used in this Article, collectively, the “Council”).

(a) The representative and the alternate representative shall serve a term of three years, or until a successor has been selected and certified, with the representative’s term on the Council beginning on July 1 in the year following the year in which they are selected.

(b) The qualification criteria for and the duties of the District’s representative on the Council shall be those set forth in the RI Bylaws.

(c) The role of the alternate representative is to serve as the District’s representative on the Council only in the event the duly selected representative is unable to serve.

(d) The COL representative will serve as the District Bylaws Committee chair the year immediately following the COL conference to update the District Bylaws, if needed due to new legislation. The COL representative also will report on the current legislative action of the COL and COR at the District Conference.

(e) The Council representative will assist clubs in proposing legislation to the COL or proposing resolutions to the COR. Proposals may be made by a club or at a District Conference. Club-proposed enactments and/or resolutions must be endorsed by its District at a District Conference or by other procedures authorized by Article 7, RI Bylaws.

Section 2. Selection.

(a) The selection of the District’s Council representative and alternate representative shall be conducted and completed in the year that is two years preceding the COL on which the District’s Council representative will serve.

(b) Selection by the Nominations Committee:

(1) If possible, the Council representative and the alternate representative shall be selected by the Nominations Committee established in Article III of the District Bylaws.

(2) Unless otherwise provided in Section 2(c) herein, the procedure for selection of the District’s Council representative and alternate representative shall be based on the Nominations Committee’s procedure for selection of the Governor Nominee, as provided in Article III of the District Bylaws.

(3) In the event a Past District Governor who is a member of the Nominations Committee is proposed and has agreed to be considered as the District's representative or alternate representative on the Council, that Past District Governor shall immediately recuse himself or herself and not be present in the room for any discussion or vote of the Nominations Committee regarding the selection of a representative or alternative representative.

(c) Selection by election at the District Conference:

(1) If the Nominations Committee has not selected a Council representative and an alternate representative at least 30 days prior to the District Conference, the selection shall be made by an election held at the District Conference.

(2) For such an election, any club in the District may nominate a qualified member of any club in the District where such member has indicated a willingness and ability to serve. The nominating club shall certify such nomination in writing, with the certification including the signatures of the club's President and Secretary. The nomination shall be delivered to the Governor at least five (5) business days prior to the first day of the District Conference for presentation to the electors of the clubs at the District Conference.

(3) In conducting the election, each club shall designate one elector to cast all of the club's votes. The candidate receiving a majority of the votes cast shall be the representative to the Council. The candidate receiving the second highest number of votes shall be the alternative representative. If only one candidate is nominated, the Governor shall declare the nominee as the District's representative on the Council without conducting a ballot, and the Governor then shall appoint a qualified Rotarian who is a member of a club in the District as the alternate representative.

#### ARTICLE IV. ***Governor's Advisory Council.***

##### Section 1. Members.

All Past District Governors residing in the District shall be members of the Governor's Advisory Council (as used in this article, the "Council").

##### Section 2. Purpose.

Except as otherwise provided in the District Bylaws, the sole purpose of the Council is to advise the Governor as the Governor may request.

Section 3. Meetings.

- (a) There shall be at least one meeting of the Council during each Rotary year, preferably within the month following the end of the International Assembly, to allow the Governor Elect to inform current and past Governors about the issues debated and presented at the International Assembly.
- (b) Subject to Section 4, the Governor shall act as Chair of the Council and select the time and place of each meeting.
- (c) The Governor may call additional meetings as deemed necessary.
- (d) In meetings called by the Governor, a quorum shall consist of the members present.
- (e) The Governor shall invite the Governor Elect and Governor Nominee to attend the meetings of the Council.
- (f) No person, other than those named herein, shall attend meetings of the Council unless such person is requested to make a report to the Council or is invited by the Governor to attend.

Section 4. Special Meetings Called by Council Members.

- (a) Any five members may call a special meeting of the Council by giving five (5) days advance notice in writing or by electronic, telephonic or digital means to all other members of the Council.
- (b) Such notice shall include the purpose of the meeting.
- (c) At the special meeting, five members shall constitute a quorum.
- (d) At a special meeting, the Council may advise the Governor as determined by majority vote of the members attending and voting.

ARTICLE V. ***Governor's Cabinet.***

Section 1. Composition.

The following officers shall constitute the Governor's Cabinet:

Vice Governor	Chair of the District Finance Committee
Governor Elect	District Secretary
Governor Nominee	Treasurer
Governor Nominee Designate	Assistant District Governors
Governor's Line	

Section 2. Authority.

The Governor may delegate such authority and responsibility to the Cabinet as the Governor deems necessary and appropriate.

Section 3. Meetings.

The Cabinet shall meet at such times and places as the Governor deems necessary.

ARTICLE VI. ***District Committees.***

Section 1. District Standing Committees.

All District committees are expected to:

- Work with the Governor, Governor Elect, Governor Nominee, and Assistant District Governors to plan strategies for achieving goals.
- Promote and attend District and, if possible, Zone training meetings and the District Conference.
- Relay information between RI, the District, and club members.
- Work closely with club leaders to provide support and guidance.
- Share materials received from the RI Secretariat, RI committees, and the regional and Zone support teams with clubs.

The committee chairs are expected to attend, and as many committee members as possible are encouraged to attend, training conducted by the Rotary Regional and Zone Coordinators in the area of their responsibilities.

The following committees are standing committees and subcommittees of the District:

(a) **Convention Promotion.** This committee promotes attendance at the annual RI Convention to Rotarians throughout the District. Responsibilities:

- (1) Attend club and District meetings to promote the Convention.
- (2) Serve as a local resource for Convention materials and information.
- (3) Communicate with and assist the zone-level RI Convention promotion committee member assigned to the District.
- (4) Contact potential registrants.

(5) Contribute Convention articles and information to District newsletters, publications, and directories.

(6) Translate important Convention information into local languages, if necessary.

(7) Create or expand a District website with links to the Convention information at [riconvention.org](http://riconvention.org).

**(b) District Conference and District Legislation Meeting.** This committee plans, promotes, and coordinates with the Governor the annual District Conference (as used in this subsection, the “Conference”) and helps achieve maximum attendance. Responsibilities:

(1) Recommend the Conference venue and make all related logistical arrangements.

(2) Coordinate Conference finances to achieve maximum attendance.

(3) Promote Conference attendance, with particular emphasis on new Rotarians, new clubs, and representation from every club.

(4) Publicize the District Conference to external audiences, such as the media, community leaders, and beneficiaries of Rotary’s programs.

(5) In cooperation with the District Trainer, arrange a District leadership seminar to be held in conjunction with the Conference.

(6) Consider including time in the agenda to report on Rotary Foundation activities if no report has been or will be provided at another District meeting.

(7) Adopt recommendations on matters important to the District in accordance with the RI Constitution and RI Bylaws and the spirit and principals of Rotary. Each Conference and Legislation meeting shall consider and act on all matters submitted.

(8) Within 30 days after the Conference, the Governor or acting chair, along with the Secretary, shall prepare a report of the Conference proceedings and send it to the RI General Secretary and each club Secretary in the District.

(9) The Governor Nominee may begin planning the District Conference when selected and certified to the RI General Secretary.

**(c) District programs.** These committees promote District groups, programs, and activities, are established as needed to promote District operations, and provide guidance to Interact, Rotaract, and Rotary clubs. The following are the District programs committees:



- (1) Community Service
- (2) International Service
- (3) Vocational Service
- (4) Interact / Rotaract
- (5) Rotary Youth Exchange (RYE)
- (6) Rotary Youth Leadership Awards (RYLA)
- (7) Rotarian Action Groups
- (8) Rotary Community Corps
- (9) Rotary Fellowships
- (10) Rotary Friendship Exchange

The responsibilities of the District program committees include: coordinate districtwide efforts related to the program; promote program participation through regular contact with Assistant District Governors and clubs; promote successful programs at District meetings and during club visits by inviting program participants to speak and encouraging clubs to get involved; consult with Rotary coordinators to identify program expertise in your region; assist club program committee chairs in carrying out their responsibilities; encourage clubs to determine whether the program can address local needs; identify potential areas of cooperation between District programs and local non-Rotary service organizations; and encourage participants of one program to participate in others offered in the District.

(d) **Finance.** This committee supervises District funds by reviewing and studying the amount of per capita levy and District administration expenses. It also prepares annual reports on the District's finances. The structure and responsibilities of the Finance Committee are specified in Article VII of the District Bylaws.

(e) **Membership Attraction and Engagement.** This committee identifies, markets, and implements membership development strategies that are appropriate for the District and will result in membership growth. The committee chair shall be appointed for a three-year term, subject to review, with documented agreement of the Governor, Governor Elect, and Governor Nominee for the chair's term of service. Responsibilities:

- (1) Plan, market, and conduct a District membership development seminar in consultation with the Governor and/or Governor Elect and District Trainer.

- (2) Work with clubs to enter and reach membership goals in Rotary Club Central.
- (3) Work and communicate regularly with the Governor and club leaders to ensure that the District achieves its membership goals.
- (4) Coordinate districtwide membership development activities.
- (5) Encourage clubs to participate in Rotary or presidential membership development and recognition programs.
- (6) Assist club membership committee chairs in carrying out their responsibilities.
- (7) Visit clubs to speak about innovation, flexibility, diversity, and ways to engage members.
- (8) Work with the Rotary coordinator to plan membership activities in the District.
- (9) Ensure that each club committee has a copy of Strengthening Your Membership: Creating Your Membership Development Plan and is aware of resources on [Rotary.org](http://Rotary.org).
- (10) Work with the Governor to check online membership leads, assign them to clubs, and follow up with clubs to make sure they are taking action on the leads.
- (11) Promote Membership and New Club Development month in August.

(f) **New Club Development.** This committee develops and implements plans to organize new Rotary clubs within the District. Responsibilities:

- (1) Identify communities without Rotary clubs that have a population capable of meeting the requirements for chartering a new club.
- (2) Find communities where additional Rotary clubs could be established without detracting from service provided by existing clubs.
- (3) Assist in organizing and establishing new clubs.

(g) **Youth Service.** This committee develops, implements, and supports New Generations activities in the District and coordinates with other committees to engage youth and young leaders. The Governor may determine the best structure for the committee and its relationships with other District committees. Responsibilities:

- (1) Promote Youth Service Month (May).

(2) Coordinate with the District Interact, Rotaract, RYLA, Youth Exchange, Community Service, International Service, and Vocational Service committees to share expertise across the District, lead cross-promotion between programs, promote service opportunities, and coordinate efforts between District committees.

(3) Emphasize service in each of Rotary's programs for young leaders (Interact, Rotaract, RYLA, and Youth Exchange).

(4) Encourage and facilitate relationships with other organizations to expand opportunities for young people.

(5) Encourage and facilitate young people's transition from one program or activity to another, and offer progressively increasing responsibility as they acquire leadership skills.

(6) Engage with former Youth program participants to maintain their contact with Rotary.

(h) **Nominating.** This committee nominates the most qualified Rotarian who is available to serve as Governor. Composition and procedures for the nominating committee are specified in Article III of the District Bylaws. *(Note: See also Article III-A regarding the nominating committee's role in the selection of a Vice Governor, and Article III-B regarding the selection of the District's representative on the RI Council on Legislation and RI Council on Resolutions.)*

(i) **Public Image.** This committee promotes Rotary to external audiences and fosters understanding, appreciation, and support for the organization's programs. It also helps Rotarians understand that effective external publicity, favorable public relations, and a positive image are goals for Rotary. The committee chair shall be appointed for a three-year term, subject to review, with agreement of the Governor, Governor Elect, and Governor Nominee. Responsibilities:

(1) Maintain contact with the Governor and key committee chairs to stay informed about District projects and activities that can be promoted — particularly those that are of interest to the public.

(2) Promote Rotary to external audiences, such as the media, community leaders, potential partner organizations, program beneficiaries, and the general public.

(3) Contact the media with newsworthy stories of District projects and events, and share District and club stories via social media.

(4) Share Rotary public relations materials with clubs and encourage them to make public outreach a priority, using both traditional and social media.

(5) Seek opportunities to speak with individual clubs about developing content on their websites that appeals to the general public.

(6) Promote Rotary initiatives, such as PolioPlus, grant successes, alumni activities, and awards, to other districts and the Rotary community.

(7) Committee members should attend public relations workshops held in conjunction with Rotary training meetings whenever possible, as well as the regional seminar held by the Rotary Public Image Coordinator.

(j) **Rotary Foundation.** This committee assists the Governor in educating, motivating, and inspiring Rotarians to participate in Foundation programs and fundraising activities. It serves as a liaison between the Foundation and club members. The Governor is a member of the committee and has voting privileges. The chair (the “DRFC”) of the District Rotary Foundation Committee shall be appointed for a three-year term (in accordance with the 2019 Rotary Foundation’s Code of Policies, Section 25.010.4). The Governors scheduled for each of the years of the three-year term of the DRFC will participate in the selection of the DRFC. This selection shall take place and be reported no later than 31 December before taking office on 1 July of the following calendar year.

(1) Subcommittees:

i. The members of the District Rotary Foundation Committee serve as chairs of the following four subcommittees:

a. Fundraising — Coordinates with the Governor the District’s fundraising goals for the Annual Fund, PolioPlus Fund, and the Endowment Fund, soliciting gifts and educating Rotarians about their gift options.

b. Grants — Assists clubs in applying for Rotary grants and encourages participation in District grants, global grants, and the Rotary Peace Centers program.

c. PolioPlus — Supports Rotary’s commitment to polio eradication and encourages participation in PolioPlus activities.

d. Stewardship — Oversees the qualification of clubs and is responsible for ensuring the careful management of Rotary grant funds and educating Rotarians on proper and effective grant management.

ii. Additional subcommittees, such as the Annual Fund, Endowment/Major Gifts, Rotary Peace Fellowships, Scholarships, Paul Harris Society, and Vocational Training Team, may be established to support specific District activities and goals.

- (2) The responsibilities of the DRFC include:
- i. Assist the Governor in presenting a District Rotary Foundation seminar for club Presidents, Presidents Elect, club Foundation committees, and other Rotarians.
  - ii. Help the District training committee conduct Foundation sessions each year at the Presidents Elect training seminar (PETS) and District Training Assembly.
  - iii. Encourage clubs to offer at least two programs on the TRF annually, paying special attention to November, which is Rotary Foundation Month.
  - iv. Promote high levels of financial support for TRF programs by encouraging regular contributions to the Annual Fund, PolioPlus Fund, and the Endowment Fund.
  - v. Coordinate all District Foundation fundraising and program participation.
  - vi. Encourage clubs to find current TRF information at My Rotary.
  - vii. Work with the Governor and Governor Elect to decide how to use the District Designated Fund.
  - viii. Help the Governor Elect gather input from club-level Rotarians before establishing District Foundation goals for the upcoming year.
  - ix. Manage the District Designated Fund distribution process and work with the Governor to authorize the use of the fund for program, grant, and fundraising purposes.
  - x. Ensure that satisfactory final reports on District-sponsored programs and activities are submitted to TRF on time.
  - xi. Serve as a member of all subcommittees, maintain contact with them to stay informed of their progress, and directly support them as needed.
  - xii. Help the Governor select qualified recipients for Foundation awards.
  - xiii. Qualify the District and its clubs to use Rotary grants.
  - xiv. Ensure that all clubs interested in participating in Rotary grants are able to qualify.
  - xv. Help organize grant management seminars to qualify clubs.
  - xvi. Confirm that clubs applying for global grants are qualified.

(k) **Training.** This committee supports the Governor and Governor Elect in training club and District leaders and overseeing the District's overall training plan. The District trainer shall be appointed for a three-year term, subject to review, with documented agreement of the Governor, Governor Elect, and Governor Nominee, and serves as the chair of the training committee, assigning responsibility for training meetings and functions as necessary. Responsibilities:

(1) Work with the Governor Elect, who has final approval on the program, speakers, training leaders, evaluations, and logistics for PETS, District Training Assembly, and District team training seminar, which includes Assistant District Governor training. If the District participates in a multidistrict PETS, the District should have a training committee member selected by the Governor Elect to develop and conduct training at the seminar.

(2) Work with the Governor, who has final approval on the program, speakers, training leaders, evaluations, and logistics for the District leadership seminar, club-level and Rotaract leadership training, and other training and leadership development programs, as appropriate.

(3) Consult on training issues for the District Rotary Foundation seminar and District membership seminar. (These seminars are the primary responsibility of other District committees.)

(4) Support club trainers as needed.

(5) Work with the Governor and the District Rotary Foundation committee chair to plan, organize, and promote the District Rotary Foundation seminar and the grant management seminar.

(l) **Bylaws.** This committee reviews and makes recommendation for updates, if deemed necessary, to the District Bylaws. The Chair will be the current COL / COR representative. The committee will include the Chair, Governor, Governor Elect, and Governor Nominee. The Governor, in consultation with the Chair, Governor Elect and Governor Nominee, will select additional members to serve on the committee. Committee members shall be representative of the District.

Responsibilities:

(1) meet every three years, during the Rotary year just following the year that the RI Council on Legislation meets, or more often if deemed necessary, to review and propose appropriate updates to the District Bylaws, per changes to the RI Bylaws, the Rotary Code of Policies, and the Rotary Foundation Code of Policies; and

(2) follow the guidelines and procedures for amending the District Bylaws that are provided in Article XIII of the District Bylaws.

(m) **District Strategic Planning.** This committee provides direction for the District through the consultation, formulation, implementation, and evaluation of a District

Strategic Plan. Members of the committee include the Governor, Governor Elect, Governor Nominee, the immediate past Governor, the Vice Governor, and two members at large who are appointed by the Governor. Responsibilities:

- (1) formulate the District Strategic Plan for three- and five-year periods, determine the District's strategic objectives, select the strategies to be employed in carrying out the District's policy and mission statement, and implement the District's strategic objectives;
- (2) review periodically the effectiveness and execution of the District Strategic Plan; and
- (3) modify the District Strategic Plan as necessary to ensure accomplishment of the District Strategic Plan's objectives.

(n) **District Training Assembly.** A District Training Assembly shall 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 Governor Elect shall plan, conduct, direct, and supervise the District Training Assembly. In special circumstances, the RI Board may authorize a District Training Assembly at a date other than those specified herein. Those specifically invited shall include incoming club Presidents and club leaders.

(o) **Presidents-Elect Training Seminar (PETS).** A District PETS shall be held annually to orient and train Presidents Elect in the District. The Governor Elect shall plan, conduct, direct, and supervise the PETS training program.

## Section 2. Chairpersons of Standing Committees.

- (a) Except as otherwise provided in the District Bylaws, the Governor Elect shall appoint a chairperson for each standing committee.
- (b) Such chairperson shall serve for one year coterminous with the year the Governor Elect serves as Governor.

## Section 3. Other Committees.

- (a) The Governor or Governor Elect may establish such other committees as deemed necessary or as required by RI.
- (b) Any committee established by the Governor Elect shall begin its term of service when the Governor Elect takes office as Governor.

Section 4. Publication of Names of Chairpersons.

The Governor or Governor Elect shall cause the names of Chairpersons of standing and other committees to be published on the District website or otherwise as the Governor or Governor Elect may chose.

ARTICLE VII. ***Finance Committee.***

Section 1. Purpose.

The Finance Committee (for the purposes of Article VII, the "Committee") shall review, study, and plan for the financial administration of the District and its programs and projects.

Section 2. Composition.

(a) The Committee shall be composed of eight Rotarians, to include seven (7) voting members and the non-voting Treasurer, all of whom shall be members in good standing of a Rotary club of the District, and each shall be appointed or designated and shall serve as provided in this Section.

(b) Each Governor Elect, prior to taking office as Governor, shall appoint two members for a three year term beginning July 1 of the year in which the Governor Elect shall serve as Governor. With respect to these appointments:

(1) The Governor Elect is encouraged to consider any District Rotarian who has experience and knowledge in financial and budgetary matters, including candidates such as a Past District Governor, a past President of a club, a current or former active participant in other District committees, and any other District Rotarian who demonstrates financial and budgetary skills that are coupled with the ability and the commitment to work cooperatively with the other members of the Committee.

(2) If a Committee member appointed under this Subsection resigns from the Committee or ceases to be a member of a Rotary club in the District, the officer who made the initial appointment to the vacated position shall, within 30 days, appoint a replacement to serve the remaining term of the member who vacated the Committee position.

(c) The most recent Chair of the Committee whose term as an appointed member of the Committee has ended shall serve an additional one-year term on the Committee.

(d) The seven members of the Committee appointed or designated under the provisions of Subsections 2(b) and 2(c) shall have full voting rights on any matter considered by the Committee.



(e) The Treasurer shall serve as a non-voting member of the Committee for the year this person serves as the Treasurer.

(f) Each member of the Committee must be a member of a different Rotary club.

(g) No Governor nor anyone in the Governor line of succession shall be a member of the Committee.

(h) If a currently serving member of the Committee is elected into the Governor line of succession, the vacancy created on the Committee shall be filled within 30 days in the manner provided in Subsection 2(b)(2) of this Article. The replacement Committee member shall immediately step into the slot of the outgoing member and shall complete the remaining term of the outgoing member. Immediately upon election into the Governor line of succession, the outgoing member shall have no voting rights on the Committee.

### Section 3. Chair and meetings of the Committee.

(a) The Chair shall be a member of the Committee who is appointed by the Governor Elect based upon the selection of the Committee. The Chair shall be appointed to a one year term. To be eligible for selection and appointment as the Chair, the member must be a voting member who is in the second or third year of the member's three-year term on the Committee. Other than as provided herein, any member of the Committee may be elected as Chair. A Chair may serve one additional, consecutive one-year term.

(b) If, during the Chair's term of office, the Chair becomes unable to fulfill the duties of the Chair, the members of the Committee shall select another voting member of the Committee for the Governor to appoint as the Temporary Chair until such time as the Chair becomes able to fulfill the duties of the Chair.

(c) The Chair shall schedule and convene meetings of the Committee. A called meeting of the Committee may be convened by the other members of the Committee upon delivery of a joint written notice, which notice may be given by electronic means, executed by at least four voting members that is provided to all members of the Committee at least five days prior to the date of the called meeting.

### Section 4. Treasurer.

(a) With the approval of the Governor Elect, the Committee shall appoint a certified public accountant to serve as Treasurer.

(b) The Treasurer shall be a non-voting member of the Committee.

### Section 5. Preparation and Submission of District Budget.

(a) Not later than 60 days prior to the District Training Assembly, each District committee that intends for the District's annual operating budget to provide funding

for said committee's programs or activities during the coming year shall submit to the Governor Elect and the Committee a proposed budget for such activity or program during the coming year, setting out estimated income and expenses of such committee and reporting any and all funds such committee has on deposit or otherwise available.

(b) Budget recommendations:

(1) The Governor Elect shall prepare and submit to the Committee a proposed annual operating budget that sets forth the estimated income and expenditures for the District for the next succeeding Rotary year. The Committee and the Governor Elect shall jointly review the proposed budget and reach agreement on a recommended budget that is acceptable to the Governor Elect and the Committee.

(2) If the Governor Elect and the Committee are not able to agree upon a recommended budget, the Governor Elect and the Committee shall each prepare their own respective versions of a recommended budget for distribution to the clubs, as provided in Subsection 5(e).

(c) The recommended budget shall provide for a per capita levy on clubs of the District. The per capita levy finances the District Fund (Budget). The amount of the levy shall be set by the District Training Assembly by three-fourths of the incoming club Presidents or their designated representatives in attendance and voting.

(d) The recommended budget shall provide adequate funds to ensure the effective operation of District activities, programs, and projects.

(e) At least four weeks prior to the District Training Assembly, the Governor Elect, with prior notification to the Committee, shall submit the recommended budget to the clubs in the District by distributing a copy to the appropriate officers of each club and by posting a copy on the District's website. If the Governor Elect and the Committee are proposing different versions of a recommended budget, the Governor Elect shall submit both versions to the clubs in the District as specified herein.

#### Section 6. Adoption of Budget.

(a) During consideration of the budget at the District Training Assembly, amendments to the budget may be proposed by:

(1) the Governor Elect;

(2) a member of the Committee; or

(3) any voting delegate (a President Elect or the designated representative of a President Elect) of a club in the District who is present at the District Training Assembly.

(b) The budget, including any amendments adopted in accordance with Subsection 6(a) and with the per capita levy specifically indicated, shall be the adopted budget (“adopted budget”) if approved by three-fourths (3/4) of the club Presidents Elect or their designated representatives present and voting at the District Training Assembly.

(c) In order for a designated representative to exercise the vote of a club President Elect who is not in attendance at the District Training Assembly, the Governor Elect must receive, prior to a vote on the budget, a notification in writing in which the club President Elect certifies the identity and authority of the designated representative.

#### Section 7. Rejection of Budget.

If a budget is not approved by the club Presidents Elect as provided in Section 6, the Governor Elect and members of the Committee who are present at the District Training Assembly shall meet with the club Presidents Elect or their designated representatives to discuss objections to the budget. The Governor shall preside over such a meeting.

#### Section 8. Submission of Amended Budget.

(a) After the discussion as provided in Section 7, the budget may be amended and submitted for approval by a subsequent vote.

(b) An amended budget shall be the adopted budget if approved at the subsequent vote by the club Presidents Elect or their designated representatives as set out in Section 6.

#### Section 9. Supplemental Fund Raising.

The Governor may supplement budgeted funds by auctions, drawings, District Conference registration fees, or other voluntary fund raising activities that do not constitute a levy on the clubs in the District.

#### Section 10. Adjustments to Budget.

(a) The Governor may make adjustments to the adopted budget that was adopted at the District Training Assembly without the approval of the Committee, subject to the following limitations:

(1) The combined total decrease(s) in one or more line items, matched by corresponding increase(s) in one or more other line items, shall not exceed 5% of the amount budgeted for any of the line items involved.

(2) The cumulative total of budget adjustments made during the year under the authority of this Subsection shall not exceed 5% of the total adopted budget.

(3) Each budget adjustment made by the Governor during the year under the authority of this Subsection shall be reported to the Committee at the time the adjustment is made.

(b) For a budget adjustment that is not approved under the authority of Subsection 10(a):

(1) the Governor may submit to the Committee a request for an adjustment to the adopted budget; and

(2) the Committee may approve any such proposed budget adjustment the Committee deems necessary and appropriate.

(c) Any overall increase or decrease in the total adopted budget shall require the approval of the Governor and the Committee.

#### Section 11. Operating Fund.

(a) The Committee shall establish a "District Operating Fund".

(b) Payments from the per capita levy shall be deposited into the operating fund.

(c) Monies in the operating fund may be used to pay budgeted expenses.

(d) Any excess funds in the operating fund shall be transferred to the Contingency Fund established by Section 12.

#### Section 12. Contingency Fund.

(a) The Committee shall establish a "District Contingency Fund".

(b) Monies in the contingency fund may, upon approval of the Governor and a majority of the Committee, be used to pay expenses in unusual or emergency conditions.

(c) Excess monies in the contingency fund may be deposited into the reserve fund.

#### Section 13. Reserve Fund.

(a) The Committee shall establish a "District Reserve Fund".

(b) The reserve fund shall be maintained in an amount equal to the average of the last three years actual expenditures of the final approved budget.

(c) Monies on deposit in the reserve fund may only be used to pay expenses in unusual or emergency conditions when there are no funds to pay such expenses in the contingency fund and only after approval by a three-fourths (3/4) vote of the

members of the Advisory Council present and voting at a meeting called by the Governor to consider such expenditure.

(d) The per capita levy, as provided for in Subsection 5(c), may be increased in the budget for the following Rotary year in an amount necessary to maintain the balance of the reserve fund as required by Subsection 13(b).

(e) Interest earned on the monies deposited in the reserve fund shall be deposited into the contingency fund.

#### Section 14. Dedicated Funds.

(a) The Committee may establish one or more District Dedicated Funds.

(b) Monies on deposit in such funds may be used only for the purpose to which the fund is dedicated.

(c) Interest earned on any monies in such funds shall remain in such funds.

#### Section 15. Depositories.

All funds shall be held in the name of the District in one or more bank accounts in any financial institution whose deposits are insured by FDIC and which are approved by the Committee.

#### Section 16. Signatories.

The Committee Chair, one other member of the Committee, and the Treasurer, shall be authorized signatories on such accounts, with any one signature required on an instrument drawn on such accounts.

#### Section 17. Investment Committee.

(a) The Committee shall be the investment committee for the reserve fund and any dedicated funds.

(b) The Committee shall determine the type, length, and place of investments.

(c) Such investments shall be fully insured by FDIC or be held in U.S. bonds, bills, or notes of not longer than five years maturity.

#### Section 18. Records and Reports.

(a) The Treasurer shall keep careful, accurate and detailed records of all receipts and expenditures of District funds.

(b) The Treasurer shall prepare and submit such reports to the Governor and the Committee as may be requested by the Governor or the Committee.

(c) At least once each quarter, the Treasurer shall submit to the Governor an itemized report on the condition of the annual budget.

(d) Not later than August 1 of each year, the Treasurer shall submit to the Committee a final report on the condition of all District accounts ending on June 30.

(e) The Treasurer shall prepare and timely file all returns and reports required by the Internal Revenue Service or RI.

(f) Annual Statement and Report of District Finances.

(1) The Governor must provide each club an independently reviewed annual statement and report of District finances within three months of the end of the Governor's term. The review may be conducted by either a qualified accountant or District audit committee, as decided by the District Conference. An audit committee must:

- i. have at least three active members;
- ii. have at least one member who is a Past Governor or an independent, financially literate person;
- iii. not include any current Governor, Treasurer, signatory of District bank accounts, or member of the District Finance Committee; and
- iv. be selected by the District in accordance with District procedures.

(2) The annual statement and report shall include, but not be limited to, details of all:

- i. sources of the District's funds (RI, TRF, District, and club);
- ii. funds received by or on behalf of the District from fundraising activities;
- iii. grants received from TRF or TRF funds designated by the District for use;
- iv. financial transactions of District committees;
- v. financial transactions of the Governor by or on behalf of the District;
- vi. expenditures of District funds; and
- vii. funds received by the Governor from RI.

(3) The annual statement and report shall be presented, after at least 30 days notice, for discussion and adoption at the next District meeting where all clubs

may send a representative, but no later than at the next District Conference. If the statement is not adopted after presentation, it shall be discussed and adopted within three months after the District Conference at the next District meeting where all clubs may send a representative, after at least 30 days notice. If such a District meeting will not take place within the three-month period, the Governor shall conduct a club ballot within 60 days after the District Conference.

Section 19. District Expense Reimbursement Guideline.

- (a) The District will provide expense reimbursement to Rotary volunteers so that the financial burden of District service will not preclude the participation of any Rotarian in good standing.
- (b) To be considered for reimbursement, expenditures must directly serve the District's programs set forth in these Bylaws and be a budgeted and allowable expense.
- (c) All expenses to be reimbursed must accompany a District Expense Report.
- (d) All disbursements shall require the approval of the Governor or Treasurer and follow the *Rotary District 5730 Expense Reimbursement Guidelines*.

Section 20. Committee Financial Accounts.

- (a) No District committee, program or activity shall establish or maintain a financial account unless authorized to do so by the Governor, the Governor Elect, and the Committee.
- (b) Each authorized District committee shall furnish periodic reports of income and expense to the Governor, the Committee, and the Treasurer.
- (c) Any District committee or activity authorized to maintain a separate account, may transfer funds in such account to a subsequent budget year.
- (d) Funds maintained by such an authorized District committee or activity may not be transferred to any other District committee or activity without the authorization of the Governor, the Governor Elect, and the Committee.

Section 21. Financial Resolutions.

At the District Conference, the Committee may present for adoption appropriate resolutions authorizing the Committee to act with regard to funds in District accounts during the next Rotary year.

## Section 22. Internal Rules.

The Committee may adopt such internal rules as it deems necessary for the efficient completion of its duties.

## Section 23. TRF Grant Funds.

(a) The District Foundation Committee shall establish a District account (the "Account") for TRF District Designated Funds (DDF) for club grants (the "Grant Funds"). The Account may not be an investment account, including, without limitation, mutual funds, certificates of deposit, bonds and stocks.

(b) All monies on deposit in the Account shall be used solely for Grant Funds.

(c) Interest earned on the Grant Funds in the Account shall be deposited/credited to the Account.

(d) A separate designated District bank account must be established for receiving and disbursing DDF Global Grant Funds from TRF for District sponsored Global Grants. Each approved Global Grant shall have its own account.

(e) All grant accounts shall be held in the name of the District in any financial institution whose deposits are insured by the FDIC and approved by the District Foundation Committee.

(f) For additional reference, please refer to TRF document entitled "Terms and Conditions for Rotary Foundation District Grants and Global Grants."

(g) The Governor, the Governor Elect, and the District Foundation Committee Chair shall be authorized signatories on the Account, and the signature of any one of these signatories is required on any instrument drawn on the Account.

## Section 24. Governor Funding.

The RI Board will confirm and notify the Governor Elect in February the amount of Governor funding available to cover basic expenses during the Governor year.

(a) Receiving Funds:

(1) The Committee will submit a completed District payee form by 28 April to enable RI to send the Governor's funding each July.

(2) The District bank account must have at least two Rotarian signatories from the Committee.

(3) One hundred percent (100%) of the Governor funding will be received as a single payment into the District account on 1 July.



(4) Funding will be overseen by the Committee's Chair and members.

(b) Disbursing and Management of Funds:

(1) Funds are distributed to the Governor from the account for eligible expenses such as club visits, training events, office supplies, and other related expenses.

(2) If funds are distributed to the Governor in advance, the Committee will establish a percentage based on total funds provided and previous advancements.

(3) The Committee will determine the process and frequency the Governor will report expenses for reimbursement.

(4) An appropriate recordkeeping system must be maintained.

(5) Any substantiated misuse and mismanagement must be reported to the RI Club and District Support representative.

(c) Reporting:

(1) The Committee Chair will be required to submit a *District Governor Funding Report* to RI no later than July 31, the month following the end of the Governor's term. Expenses incurred as a Governor Nominee, Governor Elect, and Governor may be included.

(2) If the *District Governor Funding Report* does not account for 100% of the funding, the District will be required to return the balance to RI within a reasonable time. Failure to do so will render the Governor ineligible for any future Rotary or Rotary Foundation appointment.

(3) The Committee will cooperate with any audits (financial, Governor funding, or operational).

**ARTICLE VIII. *Assistant District Governors.***

Section 1. Purpose and Responsibilities.

The Governor shall appoint Assistant District Governors (in this article, "Assistant Governor(s)") to serve at the District level and to assist with the administration of their assigned clubs. Each club will be assigned an Assistant Governor who shall serve and carry out his or her duties in a manner consistent with RI guidelines. District responsibilities of the Assistant Governors include, but are not limited to:

(a) assist in developing District goals;

- (b) help in the coordination of the Governor's official club visits;
- (c) promote the District Leadership Plan, the Club Leadership Plan, and all applicable RI online tools and resources;
- (d) communicate to the Governor the goals, strengths, and weaknesses of each club;
- (e) motivate clubs to follow through with the Governor's requests to maximize club effectiveness;
- (f) participate in and promote District meetings and TRF programs, events, and fund raising;
- (g) identify and encourage the development of future District leaders; and
- (h) brief the incoming Assistant Governor on the status of clubs.

Section 2. Selection of Assistant Governors.

- (a) The Governor Elect shall appoint as many Assistant Governors as the Governor Elect deems necessary to serve for one year, coterminous with the year the Governor Elect serves as Governor.
- (b) An Assistant Governor shall not serve fewer than three (3) clubs nor more than eight (8) clubs. The number of Assistant Governors appointed shall be based on the needs of the District, taking into consideration factors such as the balance of strong and weak clubs in each area, the distance to be traveled, the number of clubs an Assistant Governor can reasonably be expected to support, and the RI recommendation from the Rotary Code of Policies.
- (c) An Assistant Governor shall serve no more than three consecutive terms. The Governor Elect is encouraged to foster continuity by reappointing immediate past Assistant Governors who have demonstrated effectiveness.
- (d) Assistant Governors are not officers of RI.
- (e) A Past Governor shall not be appointed as an Assistant Governor.
- (f) To be eligible to be appointed, a Rotarian must have served as a club President for a full one year term, be a member (other than an honorary member) of a club in this District, be a member in good standing in the District for at least three years, have demonstrated outstanding dedication and performance, be willing to accept the duties and responsibilities of an Assistant Governor, and exhibit potential for future District leadership roles.

(g) Vacancies in an Assistant Governor position during the Governor's term shall be filled as the Governor elects, in accordance with the criteria established in this Section.

Section 3. Expenses of Assistant Governors.

Expenses of Assistant Governors will be paid or reimbursed as provided by the District budget.

ARTICLE IX. ***Vacancy in the Office or Incapacity of the Governor.***

Section 1. Initial Notification.

The Vice Governor should be notified immediately by any Rotarian having knowledge that the sitting Governor has become permanently incapacitated or is otherwise unable to continue to serve as Governor for the remainder of the Governor's term.

Section 2. Called Meeting of Advisory Council, Governor Elect, and Governor Nominee.

(a) The Vice Governor shall call a meeting of the Governor's Advisory Council, Governor Elect, and Governor Nominee as soon after the notification as practicable to:

(1) discuss with those in attendance of the Governor's reported inability to continue to serve as Governor; and

(2) consult with the meeting participants regarding the procedure that will be followed to confirm whether the Governor, in fact, has become permanently incapacitated or is otherwise unable to continue to serve as Governor.

(b) The Vice Governor shall act as Chair of the called meeting.

Section 3. Additional Notifications.

Upon confirmation that the Governor has become permanently incapacitated or is otherwise unable to continue to serve as Governor, the Vice Governor shall immediately notify the RI President, the sitting Zone Director, and all Assistant District Governors and club Presidents of the District that the Governor is no longer able to perform the duties of Governor and that the Vice Governor has replaced the Governor in accordance with the District Bylaws (Section 1(a) of Article III-A in conjunction with Article IX).

ARTICLE X. ***Customs, Etiquette and Protocol.***

Section 1. Installation of Governor.

On or about July 1 and at a date mutually agreed upon, the outgoing Governor should attend a meeting of the home club of the Governor Elect for the installation of the Governor Elect as Governor.

Section 2. Recognition of Outgoing Governor.

On or about July 1 and at a date mutually agreed upon, a Past District Governor should attend a meeting of the home club of the outgoing Governor, to present the outgoing Governor with a Past District Governor's lapel pin. Utilizing District funds and in accordance with RI guidelines, a suitable PDG lapel pin shall be purchased for the outgoing Governor.

Section 3. Deaths.

(a) In the event of the death of a Past District Governor, the Governor shall, as soon as practicable, take steps to notify the District membership of the death and the time and place of services, if known. The District should be represented at services by the Governor or the Governor's designee. The Governor or the Governor's designee should take steps to ensure that an appropriate memorial in the name of the District is sent to the services, the family, or The Rotary Foundation.

(b) In the event of the death of a serving club President, the District should be represented at services by the Governor or the Governor's designee. The Governor or the Governor's designee should take steps to ensure that an appropriate memorial in the name of the District is sent to the services, the family, or The Rotary Foundation.

ARTICLE XI. ***Sexual Abuse or Harassment Reporting and Prevention Policy and Plans.***

Section 1. The District has zero tolerance for sexual abuse or harassment, and shall comply with RI policies and plans for addressing sexual abuse or harassment.

Section 2. Sexual harassment and abuse include, but are not limited to the following: sexual advances, requests for sexual favors, verbal or physical conduct of a sexual nature, sexual epithets, jokes, written or spoken references to sexual conduct, talking about one's sex life, comments about an individual's sexual activity, deficiencies, or prowess, verbal abuse of a sexual nature, display of sexually suggestive objects, pictures, or drawings, sexual leering or whistling, any inappropriate physical contact such as brushing or touching, obscene language or gestures, and suggestive or insulting comments. All of the above are strictly prohibited.

Section 3. Details on sexual abuse and/or harassment, reporting of sexual abuse and/or harassment, and handling of such incidents shall be incorporated into a District Manual of Procedure.

ARTICLE XII. ***District Electors; Voting Procedures.***

Section 1. Selection and Number; Credentials; Duties and Responsibilities.

(a) Each club shall select and certify at least one elector to its District Conference and District Legislation meeting (if held). A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors, and so on. Membership is determined by the number of members in the latest club invoice before the vote, except that a suspended club has no vote. Each elector shall be a member of the club. To vote, an elector must be present at the District Conference or a District Legislation meeting. For a club to participate in any voting by electors at the District Conference, the club shall have paid the approved District Fund and RI dues for the Rotary year in which the voting is taking place and shall not be indebted to the District. The financial status of the club is determined by the Governor.

(b) Clubs will utilize the “Credential Certificate” form supplied by RI to certify electors.

(c) The duties and responsibilities of electors at a District Conference, a District legislation meeting, and/or RI Convention are those set forth in the RI Bylaws. Each elector is responsible for learning and understanding his or her duties as an elector.

Section 2. Voting Procedures.

(a) Every club member in good standing present at the District Conference or a District Legislation meeting is entitled to vote on all matters, except for:

- (1) selection of a Governor Nominee;
- (2) election of a member and alternate of the nominating committee for RI Director;
- (3) composition and terms of reference of the Nominations Committee for Governor;
- (4) election of the representative and alternate to the COL and COR; and
- (5) amount of the per capita levy.

(b) Any club member in good standing present may demand a poll on any matter presented to the District Conference or District Legislation meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on matters (1), (2), (3) and (4) in Subsection (a) of this section, all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

### Section 3. Proxies.

If the Governor approves, a club may designate a proxy for an absent elector, who may be a member of any club in the District. The proxy designation must be certified by the club President and Secretary. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

## ARTICLE XIII. ***Method of Amendment of District Bylaws.***

### Section 1. Resolutions to Amend.

(a) A resolution to amend the District Bylaws may be submitted by any Rotary Club in the District or by the appointed District Bylaws Committee.

(b) Such a resolution must be in writing, clearly state the intention to amend the District Bylaws, name the specific portion to be amended, and set out the language of the proposed amendment(s).

### Section 2. Certification of Resolutions.

Such a resolution must be accompanied by a certification signed by the club President and club Secretary stating that the resolution was duly adopted by a majority vote of the club members present at a regular meeting of the club. When such resolution is submitted by the appointed District Bylaws Committee, a certification signed by the District Bylaws Committee Chair and the Committee Secretary stating that the resolution was adopted by a majority vote of the Committee members present must accompany the resolution.

### Section 3. Time to Submit.

The Governor must receive the resolution not later than forty-five (45) days prior to the first day of the District Conference. The resolution may be emailed or sent by other electronic or digital means to the Governor.

### Section 4. Publication of Resolutions.

All timely received resolutions shall: (a) be distributed to the appropriate officers of each club in the District by electronic or digital means and be posted on the

District's website at least 40 days prior to the first day of the District Conference; and (b) be published in the monthly newsletter for the month preceding the month in which the District Conference is held.

Section 5. Presentation of Resolutions.

All such resolutions shall be presented by the Governor, or the Governor's designee, at a business session during the District Conference.

Section 6. Seconding of Resolutions.

If the resolution is submitted by a club in the District, a member of a club other than the submitting club, must second the resolution. If the resolution is submitted by the District Bylaws Committee, no second is needed.

Section 7. Voting and Adoption of Resolutions.

The amendment will be adopted if approved by a two-thirds (2/3) majority of electors present at the District Conference and voting. (*see Article XII of the District Bylaws for District electors and voting procedures*) Amendments that are adopted shall go into effect the first day of July following adoption unless a different effective date is stated in the approved resolution.

Section 8. Amendment of Resolutions.

Prior to adoption, a resolution may be amended in accordance with proper parliamentary procedure.