

**Rotary International District 5680, Inc.
Bylaws Adopted in Russell, Kansas
At District Conference District Business Meeting
October xx, 2018**

B Y L A W S

ROTARY INTERNATIONAL DISTRICT 5680, INC.

ARTICLE ONE

Membership and Purpose

Section 1. The membership consists of Rotary clubs assigned by Rotary International to Rotary International District 5680, Inc., including e-clubs and satellite clubs.

Section 2. The purpose of the district is for the administration of Rotary International (RI) policies. District activities and organization shall exist solely to help individual clubs advance the Object of Rotary. None of these bylaws can alter in any way the Bylaws of Rotary International.

ARTICLE TWO

Officers

Section 1. DISTRICT GOVERNOR. The governor shall serve as the chairperson of the board of directors and president of the corporation and shall have all authority granted by law to the chief executive officer of corporations. The governor is authorized to execute contracts for and on behalf of the district.

The duties and responsibilities of the governor shall include:

- a. planning for and presiding at the district conference and assisting the governor-elect in the planning and preparation for the presidents-elect training seminar and the district training assembly;
- b. providing for an official visit meeting individually or in multi-club meetings conducted throughout the year to take place at a time that maximizes the governor's presence for the purpose of:
 1. focusing attention on important Rotary issues;
 2. providing special attention to weak and struggling clubs;
 3. motivating Rotarians to participate in service activities;
 4. ensuring that the constitution and bylaws of the clubs comply with the constitutional documents, especially following councils on legislation; and
 5. personally recognizing the outstanding contributions of Rotarians in the district;
- c. issuing a monthly letter to each club president and secretary in the district;
- d. reporting promptly to RI as may be required by the president or the board;
- e. assuring that district nominations and elections are conducted in accordance with the RI

- constitution, these bylaws, and the established policies of RI;
- f. serve as a member of the Heartland Presidents-Elect Training Seminar (PETS) council and appoint members, as necessary, to serve on PETS committees;
 - g. produce a printed district directory by July 1 of the Rotary year; and,
 - h. perform all other duties as detailed in *Duties of a Governor* in section 16.090 of the Bylaws of Rotary International as inherent to his/her responsibilities as the officer of Rotary International in the district.

Section 2. VICE-GOVERNOR. The role of the vice-governor will be to replace the governor in the case of temporary or permanent inability to continue in the performance of the governor's duties. The vice-governor must be a past governor that has, preferably, served as governor within the past three years.

Section 3. DISTRICT GOVERNOR-ELECT. The district governor-elect shall be nominated following the procedure in section 14.020 of the Bylaws of Rotary International. The district governor-elect is elected by the annual convention of Rotary International one year prior to his/her year of service as district governor and shall take office as district governor-elect on July 1 of the year following that RI convention. He/She shall work with the district governor, and is responsible for:

- a. attending the international assembly of Rotary International;
- b. attending the zone institute/GETS (Governor-Elect Training Seminar);
- c. planning, developing and presiding at PETS and the district training assembly or assemblies;
- d. performing all other duties as inherent in his/her responsibility as district governor-elect; and
- e. attending the Rotary International convention when possible.

Section 4. DISTRICT GOVERNOR-NOMINEE. The district governor-nominee shall be nominated following the procedure in section 14.010 of the Bylaws of Rotary International and shall assume office as district governor-nominee on July 1 two years prior to assuming the office as governor. He/She shall work with the district governor, the district governor-elect and other district leaders assisting as necessary and preparing for his/her year of service.

- a. A nominee selected more than twenty four (24) months prior to the day of taking office as governor shall assume the title of governor-nominee-designate (Article Four, section 7).

Section 5. DISTRICT TREASURER. The district treasurer shall be recommended by the district governor-elect and appointed by the district executive committee for a term of one year, and is responsible for:

- a. overseeing the collection of all dues and assessments and payment of all district obligations under the direction of the district governor;

- b. filing all required financial and tax forms;
- c. compiling and maintaining financial reporting and records;
- d. serving as an ex-officio non-voting member of the finance committee; and
- e. serving as an ex-officio non-voting member of the executive committee.

The district treasurer may be re-appointed and serve successive terms.

Section 6. DISTRICT SECRETARY. The district governor shall appoint a district secretary to serve for one year to compile minutes and records of all district meetings. The district secretary will be a voting member of the district executive committee and may be re-appointed and serve successive terms.

Section 7. DISTRICT EXECUTIVE SECRETARY. The district executive secretary is appointed by the district executive committee. He/she is responsible for managing a centralized office for the district, and to assist in all administrative, fiscal, and clerical operations of the district. The executive secretary will also assist clubs as called upon for assistance in fulfilling their obligations to Rotary International and operating under The Standard Rotary Club Constitution and club bylaws. He/she will assist the district governor, district governor-elect, and the district trainer, when called upon, to give training to district and club leaders on topics that are relevant and useful to improve the effectiveness of the district and/or the clubs. The district executive secretary shall serve as resident agent of the corporation and be an ex-officio non-voting member of the executive committee.

Section 8. DISTRICT TRAINER. The district governor-elect, with recommendations from the governor and the governor-nominee, shall annually appoint, pursuant to Rotary Code of Policies section 17.030.2, a district trainer to chair the district training committee. Duties include assisting the governor and governor-elect with training at PETS, the district training assembly, and the district leadership team training seminar, which includes training for assistant/area governors. The district trainer will be a voting member of the executive committee and may serve successive terms.

Section 9. REPRESENTATIVE TO THE COUNCIL ON LEGISLATION. The representative and an alternate to the council on legislation shall be elected at the district conference two years preceding the year in which the council on legislation is to meet. Each member of the council shall be a member of a club, and the representative shall have served a full term as an officer of RI at the time of election as prescribed by section 9.020 of the Bylaws of Rotary International. The election shall be held by the nominating committee procedure in accordance with section 9.060 of the Bylaws of Rotary International.

The term of each representative shall begin on 1 July in the year following the year in which they are selected. Each representative shall serve for three years or until a successor has been selected and certified. It shall be the duty of the representative to:

- a. attend all training as required by RI;
- b. assist clubs in preparing their proposals for each council;

- c. discuss proposed legislation and resolutions at the district conference and/or other district meetings;
- d. be knowledgeable of the existing attitudes of Rotarians within the district;
- e. give critical consideration to all legislation and proposed resolutions presented to the councils and effectively communicate those views to the council;
- f. act as an objective legislator of RI;
- g. attend the meeting of the council on legislation for its full duration;
- h. participate in the annual council on resolutions;
- i. report on the deliberations of the councils to the clubs of the district following the meetings of the councils; and
- j. be accessible to clubs in the district to assist in their preparation of proposals for future councils.

ARTICLE THREE
Meetings

Section 1. ANNUAL MEETING. The annual meeting of the district shall be at the district conference, generally held in the fall.

ARTICLE FOUR
Nominations and Elections

Section 1. NOMINATING COMMITTEE. The nominating committee for district governor shall be composed of the following seven members: the immediate four past district governors and three members, each representing one of three different size categories of the clubs in the district (one member representing clubs with memberships of under 35 in number; one member representing clubs with memberships of 35-74 in number and one member representing clubs with memberships of 75 or more in number). The district governor shall name the chair. The district governor is an ex-officio member of the committee without vote. The nominating committee may appoint a secretary that is not on the committee to assist in fulfilling their duties.

Club representatives shall serve 3 year terms, staggered as published in the district 5680 directory. One representative shall be chosen each year at the district conference by vote of the clubs which he/she will represent.

Section 2. A quorum is established at four.

Section 3. Clubs may submit qualified candidates for district governor-nominee and council on legislation representative to the chair of the nominating committee on or before the dates established by the committee.

Section 4. The nominating committee shall not be limited in making its selection to those names submitted by the clubs.

Section 5. QUALIFICATIONS OF A GOVERNOR-NOMINEE. The Rotarian selected must be qualified at the time of selection as described in section 16.070 of the Bylaws of Rotary International as follows:

- a. must be a member in good standing of a functioning club in the district;
- b. must have full qualifications for such membership in the strict application of the provisions, and the integrity of the Rotarian's classification must be without question;
- c. must demonstrate willingness, commitment, and ability, physically and otherwise, to fulfill the duties and responsibilities of the office of governor as provided in the Bylaws of Rotary International section 16.090;
- d. must demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the Bylaws of Rotary International and submit to RI, through its general secretary, a signed statement that the Rotarian understands clearly such qualifications, duties, and responsibilities. Such statement shall also confirm that the Rotarian is qualified for the office of governor and willing and able to assume the duties and responsibilities of that office and to perform them faithfully.

Section 6. SELECTION OF A GOVERNOR-NOMINEE. The nominating committee will select the governor-nominee in accordance with section 14.020 of the Bylaws of Rotary International. The district shall select a nominee for governor not more than 36 months, but not less than 24 months prior to the day of taking office. The nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly. Nominees so elected shall serve a one-year term as governor-elect and assume office on 1 July in the calendar year following election. (RI Bylaws 14.010)

Section 7. TITLE OF GOVERNOR-NOMINEE-DESIGNATE. A nominee selected more than 24 months prior to taking office shall assume the title of governor-nominee-designate upon selection and shall assume the title of governor-nominee on 1 July, two years prior to assuming office as governor.

Section 8. SELECTION OF VICE-GOVERNOR. The nominating committee for governor will select one available past governor to be named vice-governor as prescribed in the Bylaws of Rotary International section 6.120.1. In making its selection, the nominating committee shall consider the recommendation of the governor-elect. It is recommended that the vice governor be one of the three most recent past district governors.

ARTICLE FIVE **Leadership Team**

Section 1. DISTRICT LEADERSHIP TEAM. This team is composed of the district executive committee, all assistant/area governors, and all committee chairs. The district governor shall serve as coordinator for the team and will arrange such meetings of the team as the governor deems appropriate.

Section 2. DISTRICT EXECUTIVE COMMITTEE. The executive committee is composed of the district governor, the vice-governor (if not one of the three most recent past district governors in good standing), the immediate three past district governors who are still Rotarians in good standing, the district governor-elect, the district governor-nominee, the district governor-nominee-designate (upon selection), the district trainer, the district secretary, the district Rotary Foundation committee chair, and the district council on legislation representative. The district executive secretary and the district treasurer shall serve as ex-officio non-voting members.

The district executive committee will:

1. serve as the board of directors of the corporation;
 2. be the decision-making body for the district between district conferences;
 3. give support and assistance to the district governor;
 4. hold meetings at least quarterly during each Rotary year;
 5. publish and distribute minutes of its meetings;
 6. provide a quarterly review of district financials; and
 7. ensure that the annual IRS form 990 and all required State of Kansas forms are filed on a timely basis.
- a. **NOTICE OF MEETINGS.** Notice of all executive committee meetings shall be provided to each committee member not less than ten (10) days or more than sixty (60) days before each committee meeting and shall specify the place, day, and hour of such meeting and the general nature of the business to be transacted. Notice may be furnished by mail, facsimile or e-mail. Other district committees are encouraged, but not required, to comply with such notice.
- b. **WAIVER OF NOTICE.** To waive the previously-defined notice requirement of an executive committee meeting, the district secretary must execute a written waiver for signature by each member of the executive committee and place in the minutes of the meeting. The waiver must contain an articulable explanation of why proper notice could not be made and be agreed upon by a quorum at the outset of the meeting. Failure to include such waiver of notice in the minutes will result in the meeting and any action taken therein, being null and void. Waiver of notice is expected to be used sparingly and with good cause by the executive committee.

Section 3. ASSISTANT/AREA GOVERNORS. The district governor-elect, with recommendations from the district governor and the district governor-nominee, shall appoint assistant/area governors, one for each of the areas of clubs in the district. The assistant/area governors are to function following the district leadership plan and section 17.030.1 of the Rotary Code of Policies.

ARTICLE SIX

Finances

Section 1. FINANCE COMMITTEE. The finance committee shall be composed of the district governor; the immediate two past district governors; the district governor-elect; and the district governor-nominee. The more senior of the two past district governors shall serve as chair. The district treasurer shall serve as an ex- officio non-voting member of the committee.

Section 2. DUTIES. The finance committee shall prepare a budget for the Rotary year, and a copy shall be furnished to each club in the district at least thirty (30) days prior to PETS. Adoption of the budget by three-fourths of the incoming presidents present at PETS shall authorize payment up to, but not exceeding the total budgeted expenditures. The finance committee will review all expense requests that would cause budget line item overages and approve or disapprove payment by the district treasurer. The finance committee shall have authority to approve expenditures from the reserves of the district.

Section 3. DISTRICT DUES AND ASSESSMENTS. Each club in the district shall pay to the district treasurer annual dues as determined by action at the district conference, PETS, or the district training assembly (RI Bylaws 16.060.2). The annual dues of each club shall be based on the number of members in that club. The annual per capita dues shall remain the same as the prior year unless changed at a district conference, PETS or district training assembly. Any increase in dues shall become effective at the start of the next fiscal year.

- a. **District Dues.** Payment of district dues shall be billed in two installments. The first installment shall be billed no later than September 1 and be due and payable by September 30, based on membership as of July 1. The second installment shall be billed no later than March 1 and be due and payable by March 31, based on membership as of January 1. Clubs shall be notified of any proposal to change the dues at least thirty (30) days prior to the district meeting at which it will be voted upon.
- b. **Graduate Student Scholarship Assessment.** Each club in the district shall annually pay a per member amount as specified in the budget for the district scholarship program. This assessment shall be billed and will be payable with the second annual dues installment. Clubs shall be notified of any proposal to change the graduate student scholarship assessment at least thirty (30) days prior to the district meeting at which it will be voted upon.
- c. **District Conference Registration.** Each club in the district shall be billed and will be payable with the first annual dues installment a full registration fee for each elector as defined in Article 8, Section 1. Clubs shall be notified of any proposal to change the district conference registration fee at least thirty (30) days prior to the district meeting at which it will be voted upon.

- d. **Presidents-Elect Training Seminar.** Payment for the club president-elect registration fee to the annual presidents-elect training seminar (PETS), in an amount as determined by the Heartland PETS committee, shall be billed and will be payable with the second annual dues installment each year.

Section 4. EXPENDITURES. The annual budget shall include funds for the operation of the district, including all anticipated and documented expenses.

Section 5. ANNUAL STATEMENT AND REPORT OF DISTRICT FINANCES.

The governor must provide an annual statement of the district finances to each club in the district within three months of the completion of the governor's year in office. The district auditor shall review the records and accounting procedures of the district and give a reasonable level of assurance to the finance committee that the annual statement of the district finances are fairly presented, the accounting procedures appear to be adequate, and that there were no material exceptions or irregularities found. In the event that material exceptions or irregularities are found, the district auditor shall give a report of these findings to the finance committee and the finance committee shall determine the additional procedures necessary to review and correct these findings.

This annual statement shall also be presented, discussed (if need be) and formally adopted at the next district meeting to which all clubs are entitled to send a representative and for which thirty (30) day notice has been given that the statement of district finances will be presented for adoption or, if no such meeting is held, by the following district conference. If the statement is not adopted after presentation, it shall be discussed and adopted within three months of the conclusion of the district conference at the next district meeting to which all clubs are entitled to send a representative and for which 30 days notice has been given that the statement and report of district finances will be presented. If a district meeting does not take place, the governor shall conduct a ballot-by-mail within 60 days thereafter. This annual statement and report shall include but not be limited to details of:

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

ARTICLE SEVEN
Committees

Section 1. COMMITTEES. District committees are charged with carrying out the goals of the district as formulated by the governor with the advice of the assistant/area governors and district leadership team. Committees shall be appointed to address ongoing district level programs and administrative functions, as follows: Membership Attraction and Engagement; New Club Extension and Development; Service; Youth Exchange, Interact, Rotaract; Public Image; Constitution and Bylaws; District Conference; The Rotary Foundation; Rotary Youth Leadership Awards (RYLA); Resolutions; and Training.

Information regarding the specific purpose, duties and responsibilities, additional qualifications, and additional training requirements for these committees can be found in section 17.030.2 of the Rotary Code of Policies and in the district directory.

Section 2. SPECIAL COMMITTEES. The district governor may appoint additional special committees as recommended or required by Rotary International or the needs of the district.

Additional district committees are appointed only when they serve a specific function as identified by the governor and the district leadership team.

Section 3. BUSINESS MEETING MINUTES COMMITTEE. The District Governor will appoint a committee of no more than 3 members to approve the minutes of any business meeting of the District where all clubs of the district have an opportunity to attend or send a voting representative. Members of the committee must have attended the meeting.

Section 4. AUDIT COMMITTEE. The audit committee shall be composed of members of the executive committee who are not on the finance committee and shall exclude the treasurer. The audit committee shall appoint a district auditor. The district auditor shall have an understanding of Generally Accepted Accounting Principles and preferably have education and experience in accounting and/or auditing.

Section 5. GRADUATE STUDENT SCHOLARSHIP COMMITTEE. This committee shall be composed of seven members: three past district governors and three responsible Rotarians (one from each club- size category) with each member serving for three years; and a scholarship committee chair appointed by the district governor for a term of one year. The chair may be re-appointed and serve successive terms. Two persons (one past district governor and one responsible Rotarian) will be appointed annually by the district governor and confirmed by the executive committee. The committee will function as prescribed by the District 5680 Scholarship Bylaws. The district governor and district governor-elect will be non-voting ex-officio members of the committee.

ARTICLE EIGHT

Voting

Section 1. ELECTORS. Electors are to be determined in accordance with section 16.050.1 of the Bylaws of Rotary International. Each club may select, certify, and send to the district conference at least one elector. Any club with a membership of more than 25 shall be entitled to one (1) additional elector for each additional twenty-five (25) or major fraction, (i.e., 13 or more) thereof, of its members, based on the membership as of the date of the most recent semiannual payment preceding the date on which the vote is held.

Section 2. QUORUM. The presence, in person, of a majority of the voting members at any committee meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3. PROXIES. Voting by proxy is not permitted except in circumstances described in section 16.050.3 of the Bylaws of Rotary International.

Section 4. VOTING PROCEDURES. Every member in good standing of a club in the district present at the district conference, district training assembly, or PETS shall be entitled to vote on all matters submitted to a vote at such meeting except for at a district conference when the vote involves the selection of a governor-nominee, election of a member and alternate member of the nominating committee for director, composition and terms of reference of the nominating committee for governor, election of the club representative and alternate representative of the district to the council on legislation and council on resolutions, and the decision as to the amount of the per capita levy. Those votes will be cast by club electors present or by approved proxy. Voting procedures will be in accordance with RI Bylaws 16.050.2 and 16.050.3.

Section 5. ELECTRONIC MEETINGS. The district executive committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media. If dialogue is expected, all members should be able to participate and to hear or otherwise interact with one another.

ARTICLE NINE

Insurance and Indemnification

When a person is sued or prosecuted in a criminal action, either alone or with others, because such person is or was an officer of the district or an agent acting for or on behalf of the district, in any proceeding arising out of alleged misfeasance or nonfeasance in the performance of such person's duties or out of any alleged wrongful act against the district or by the district, such person shall be indemnified for all reasonable expenses, including attorneys' fees incurred in the defense of the proceedings, if both the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him is settled with approval of the court; and

b. The court finds that such person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the district by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to such person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although not a party to the proceeding. Notice of the application for such indemnity shall be served upon the district, and upon the plaintiff and other parties to the proceeding.

The district may purchase and maintain such Directors and Officers coverage and liability coverage as the district executive committee deems appropriate.

ARTICLE TEN **Fiscal Year**

The fiscal year of the district shall be July 1 through June 30.

ARTICLE ELEVEN **Parliamentary Authority**

The most current revision of "Robert's Rules of Order" shall govern Rotary International District 5680, Inc. in all cases to which it is applicable and in which it is not inconsistent with the Rotary Constitution, the Bylaws of Rotary International, or these bylaws.

ARTICLE TWELVE **Amendments**

The bylaws of Rotary International District 5680, Inc. may be amended by two-thirds vote of those present and voting at the district conference or at any district meeting to which all clubs are entitled to send a representative, provided the proposed amendments have been sent to the clubs thirty (30) days prior to the district conference or any other district meeting as described above.

**Bylaws adopted in Russell, Kansas at District Conference, District Business Meeting
October xx, 2018.**