

Bylaws of Rotary District 5610

Article I – Name, Purpose, Commitment, and Membership

Section 1: The name of the organization shall be District 5610 of Rotary International.

Section 2: The administration of Rotary International policies is the purpose of the district. It shall exist solely to help individual Rotary clubs advance the objects of Rotary in accordance with Rotary International Bylaws, and the Rotary International Manual of Procedure as amended.

Section 3: Mission Statement: Rotary is people of action making a difference in local and global communities.

Section 4: Vision Statement: District 5610 and its clubs will be known as the leading service organizations in their communities.

Section 5: District 5610 shall be committed to support the Rotary Foundation and its programs.

Section 6: The district's membership shall consist of the Rotary clubs assigned by Rotary International.

Section 7: These Bylaws, together with amendments subsequently adopted and the Rotary International Constitution and Bylaws, shall constitute the legislation governing the administration of Rotary District 5610, and shall replace and supersede any and all legislation previously enacted by the Rotary clubs of this District.

Section 8: The District will be guided by the following documents:

- a) DISTRICT 5610 STRATEGIC PLAN;
- b) DISTRICT 5610 ORGANIZATION PLAN;
- c) DISTRICT 5610 LEADERSHIP AND COMMITTEE DESCRIPTIONS;
- d) DISTRICT 5610 BUDGET;
- e) DISTRICT 5610 GRANTS FINANCIAL MANAGEMENT PLAN; and
- f) DISTRICT 5610 MEMBERSHIP PLAN;

which are separate documents and available to all District Rotarians on the District website. All committees, except as prescribed otherwise in these Bylaws, shall be staffed by the District Governor. Standing committees are administered as prescribed in these Bylaws. Ad hoc committees serve at the request of and may be removed or replaced at the discretion of the District Governor.

Article II – Executive Board

Section 1: The Executive board will consist of the District Governor (DG), immediate Past District Governor (PDG), District Governor-Elect (DGE), District Governor Nominee (DGN), Treasurer, Foundation Chair, Membership Chair, Public Image Chair and District Administrator (non-voting ex-officio).

Section 2: The Executive Board is chaired by the District Governor. It is recommended the board convene at least on a quarterly basis. The role of the Executive Board is one of review and oversight of district operations, and a sounding board for the DG. It is a recommendation quorum, not a decision-making body.

Article III – Officers

Section 1: District Governor – The District Governor is an officer of Rotary International, functioning under the supervision of the Rotary International Board of Directors. The District Governor is charged with the duty of furthering the objectives of Rotary International while supervising the clubs in the district. The District Governor shall be responsible for the following activities in the District:

- a) Organizing new clubs
- b) Strengthening existing clubs
- c) Planning for and presiding at the district conference, District Leadership meetings, and assisting the District Governor-Elect in planning and preparing the Presidents-Elect Training Seminar (PETS), District Assembly, and District Team Training Seminar within the requirements of the Rotary International Bylaws and Manual of Procedure as amended.
- d) Personally, visiting every club as early in the year as possible, and preferably during the first six months
- e) Issuing a monthly newsletter via the website
- f) Reporting promptly to RI as may be required by the RI President or the RI Board of Directors
- g) Supplying to the District Governor-Elect, prior to the International Assembly, full information as to the condition of clubs
- h) Transferring the continuing district files to the District Governor-Elect
- i) Performing such other duties as are inherent as an officer of Rotary International.

Section 2: District Governor-Elect – The District Governor Nominee shall become the District Governor-Elect in accordance with Rotary International Bylaws and Manual of Procedure as amended at the beginning of the fiscal year preceding the year in which he/she will become District Governor.

- a) The District Governor-Elect shall plan and develop, in coordination with the District Governor, the PETS program for the club presidents-elect who will serve as presidents during his/her term as District Governor.
- b) The District Governor-Elect shall plan and conduct, in cooperation with the District Governor, a District Assembly, within the requirements of the Rotary International Bylaws and Manual of Procedure as amended.
- c) The District Governor-Elect shall update District Leadership and Club Leadership rosters posted on the District website, by the date he/she assumes office as District Governor.
- d) The District Governor-Elect shall actively participate in all aspects of the District's activities insofar as possible to prepare for leadership as District Governor.

- e) The District Governor-Elect shall attend Zone and International Assemblies and training as required by RI.

Section 3: District Governor Nominee – The District Governor Nominee is selected by the district's nominating committee of Past District Governors which is to be chaired by the immediate Past District Governor. He/she is to be selected no more than 30 months but not less than 24 months prior to the day of taking office as District Governor.

- a) The District Governor Nominee shall assist the District Governor-Elect with the planning and development of the presidents-elect training seminar (PETS).
- b) The District Governor Nominee shall actively participate in all aspects of the District's activities insofar as possible to prepare for the District Governorship.
- c) The District Governor Nominee may attend Zone and International Assemblies and training as needed and as recommended by RI.

Section 4: Assistant Governors – Assistant Governors will assist the Governor in accordance with the District Leadership Plan. The District Governor may delegate such duties to the Assistant Governors as she/he may desire so long as they are consistent with the District Leadership Plan, Rotary International Bylaws, and the Manual of Procedure.

- a) Assistant Governors will attend the PETS training and assist Presidents in their area.
- b) Assistant Governors will endeavor to be present at their respective area clubs when the District Governor makes his/her official visitation.
- c) Assistant Governors are a part of the district leadership team. As such, they will be present at the district conference District Leadership Meeting as well as the District Assembly.
- d) Assistant Governors will serve as a liaison between the Governor and clubs within their areas with regard to problems, questions, and the collecting of dues, reports, etc.

Section 5: District Treasurer – The District Treasurer is selected by the current District Governor, and while preference may be given to a PDG, any qualified Rotarian from District 5610 may be appointed to the position. The Treasurer shall oversee the collection of all district funds and the payment of all district obligations.

- a) The Treasurer oversees the maintaining of all district financial records.
- b) The Treasurer shall assist the District Governor in making financial reports to Rotary International.
- c) The Treasurer shall oversee the production of semi-annual reports to compare actual expenses against the budget; such report to be supported by a schedule of unpaid dues and other district bills. The report will be provided to the District Governor and the District Leadership Committee at the semi-annual assemblies.
- d) The Treasurer shall provide for an annual financial review as required and see to it that District tax work is prepared in a timely manner, including IRS 990 report.
- e) The Treasurer shall be responsible for the purchase of a ¼ carat ruby District Governor's pin as a token of the District's appreciation. It is to be presented at the successful completion of the District Governor's term.
- f) The Treasurer shall work with the Finance Committee to plan and prepare

financial reports to the District.

Section 6: District Rotary Foundation Chair – To provide continuity of leadership, the District Rotary Foundation Committee Chair (“DRFCC”) shall be appointed for a three-year term.

- a) The District Governor and the future District Governors scheduled for each of the years of the three-year term of the DRFCC will participate in the selection of the DRFCC. The District Rotary Foundation Committee shall include the District Governor, District Governor-Elect, the District Governor Nominee, the District Governor Nominee Designee, and the chairs of each of the subcommittees.
- b) The District Governor-Elect shall appoint the members of the District Rotary Foundation Committee after consulting with the District Rotary Foundation Committee Chair. The committee shall organize and coordinate all District Rotary Foundation activities and programs including donations to The Rotary Foundation and the utilization of grants from The Rotary Foundation.
- c) The committee conducts its business through the use of subcommittees. The Chair serves on and is responsible for the supervision of all the subcommittees of the District Rotary Foundation Committee.
- d) The Chair and the District Governor provide the authorizing signatures for use of District Designated Funds to reflect the decisions of the District Rotary Foundation Committee. *Ex-officio* members of the District Rotary Foundation Committee and its subcommittees will have full voting rights.
- e) The Chair shall, annually, update the DISTRICT 5610 GRANTS FINANCIAL MANAGEMENT PLAN and submit it to the Executive Board for review.

Section 7: District Membership Chair — To provide continuity of leadership, the District Membership Committee Chair shall be appointed for a three-year term.

- a) The District Governor and the future District Governors scheduled for each of the years of the three-year term of the Membership Chair will participate in the selection.
- b) The Chair serves on and is responsible for the supervision of all the subcommittees of the District Membership Committee.
- c) The Chair shall, annually, update the DISTRICT 5610 MEMBERSHIP PLAN and submit it to the Executive Committee for review.

Section 8: District Public Image Chair — To provide continuity of leadership, the District Public Image Committee Chair shall be appointed for a three-year term.

- a) The District Governor and the future District Governors scheduled for each of the years of the three-year term of the Public Image Chair will participate in the selection.
- b) The Chair serves on and is responsible for the supervision of all the subcommittees of the District Public Image Committee.

Section 9: District Representative to the Council on Legislation – The Representative and an Alternate shall be elected by the District Conference in the

Rotary year two years preceding the year in which the Council on Legislation is to meet. The election shall be held in accordance with the Bylaws of Rotary International. The Representative and Alternate shall be, as required by Rotary International, a present or past officer of District 5610. On the year in which the Council on Legislation and the Zone Nominating Committee for RI Director meets, the Council on Legislation Delegate will be the Nominating Committee Delegate. The Representative shall make a report at the District Conference following the Council meeting on the essential results of the Council on Legislation.

Section 10: The District Administrator – The DG, with the approval of the Executive Board, shall hire the District Administrator, negotiate a yearly contract, and review all duties and responsibilities yearly. The District Administrator reports directly to the DG and shall be a non-voting ex-officio member of the Executive Board and the District Leadership Committee.

- a) The duties of the District Administrator will be to take minutes at the District Leadership Committee meetings semi-annually. The District Administrator will assist the District Governor in maintaining a district database of District best practices, records and property, and shall arrange for the accounting and transfer of these to the incoming District Governor.
- b) The District Administrator will work with the Treasurer by billing clubs for dues, receiving dues and bills, and submitting to the District Finance committee. The ~~ED~~ District Administrator shall prepare quarterly reports.
- c) Other duties will include monitoring the District website and posting the Governor's newsletter, maintaining a calendar of events, and encouraging clubs to report club attendance on the District website. The District Administrator shall assist District committee chairs and leadership in working with clubs and dealing with responsibilities to RI.
- d) The District Administrator shall provide administrative assistance to the DG and DGE and their committees in preparing for PETS, Assemblies, Foundation events and District Conferences.

Article IV – Committees and Duties

Section 1: General – District committees are established to support the development and growth of effective Clubs. The District committees help the Clubs set annual goals.

- a) The District committees are listed in the DISTRICT ORGANIZATION PLAN. Standing committees are authorized and reviewed by the Executive Board and managed by the DG. Ad hoc committees are authorized and managed by the DG.
- b) The terms of office for all committee members begins on July 1st. The DISTRICT 5610 ORGANIZATION PLAN and the DISTRICT 5610 LEADERSHIP AND COMMITTEE DESCRIPTIONS shall be posted on the website.

Section 2: District Leadership Committee – The District Leadership Committee shall be composed of all Past District Governors living within District 5610, Assistant Governors, District Executive Committee and District Committee Chairs. The District

Leadership Committee shall be called to meet as needed (a minimum of once each year) by the District Governor. The Leadership Committee shall act in an advisory capacity to the District Governor and his/her administration. The authority and/or the responsibility of the District Governor shall not be impaired or impeded by the advice or actions of the Leadership Committee. All members of the District Leadership Committee may vote in any proposed motions or actions.

Section 3: Finance Committee – The Finance Committee shall be composed of the District Treasurer, the District Governor, the District Governor-Elect, the Finance Chair, one at-large Rotarian appointed by the District Governor, and the District Administrator (non-voting ex-officio).

- a) The District Governor-Elect shall prepare the DISTRICT BUDGET in coordination with the Finance Committee for approval by voice or electronic vote prior to July 1. The budget will project total income in excess or equivalent of total expenditures. This proposed budget shall be in the possession of all club presidents, and the District Leadership Committee 30 days prior to voting.
- b) The Finance Committee and the Leadership Committee will monitor the income and expenses during the year based upon information provided by the District Treasurer in semi-annual reports.
- c) If and when the District Treasurer is asked to pay a bill which both exceeds \$250 and exceeds budget restrictions, the Finance Committee will be asked to review and approve the payment.
- d) An annual review of the District's books will be completed by an audit committee led by the Finance Committee Chair.

Section 4: Nominating Committee – The nominating committee shall be composed of the three most recent available Past District Governors living within District 5610. The immediate Past District Governor shall serve as the Chair. This committee shall review nominations for District Governor and Representative to the Council on Legislation.

- a) The Nominating Committee shall meet at the call of the Chair.
- b) After review, the Committee shall make a recommendation for final selection to the District Conference.
- c) All nominations shall be made in accordance with the Rotary International Bylaws and the Manual of Procedure as amended.

Section 5: Council of Governors — The Council of Governors ("COG") was established by the Executive Board to provide educational content, assist in preparation for incoming District Governor's year and as an opportunity to utilize the experience of prior District Governors as an advisory panel for the current District Governor. The COG also focuses on District strategic planning. The most immediate Past District Governor on the COG shall serve as the Chair of the COG.

- a) Composition: The Council of Governors shall consist of the current District Governor, all the available Past District Governors who served in the District and who remain as active members of a Club, the District Governor-elect, and the District Governor Nominee.
- b) Responsibilities: The Council of Governors shall:
 1. Provide counsel and advice to the current District Governor.

2. Provide education and training for the incoming District Governors, and support training of Assistant Governors and District Committee Chairs of the District.
 3. Foster continuity and consistency in District leadership and within the District.
 4. Provide leadership in District long-range planning, strategic planning and tactical planning.
 5. Make recommendations of District leadership talent and expertise in order to facilitate and optimize the annual recruitment and appointment of District leaders.
- c) Each year the Chair of the COG will convene the selection committee for the *Roger L. Kozak Service Above Self Award* which is awarded to one Rotarian in District 5610 who exhibits exceptional service to Rotarians in Rotary District 5610.
1. The Roger Kozak Service Above Self Award selection committee shall consist of the three most recent Past District Governors still living and active in Rotary in District 5610, one member nominated to serve by the Vermillion Rotary Club, and the three most recent recipients of the award.
 2. Criteria for the *Roger L. Kozak Service Above Self Award* can be found on the District Website.
- d) The Council of Governors meets as requested by the District Governor.

Section 6: Additional Committees – Ad hoc committees shall be created, dissolved, and/ or continued at the discretion of the District Governor with advice and guidance of the District Leadership Committee. Standing committees are reviewed annually by the Executive Board and added, dissolved, and/or continued as needed for the effective administration of the District.

Article V – Voting

Section 1: Voting at District Conference or District Assembly – All voting at the District Conference or District Assembly shall be done in accordance with the Bylaws of Rotary International and the Manual of Procedure as amended.

- a) Electors are to be determined in accordance with the Bylaws of Rotary International as follows: Each club shall select, certify and send to the District Assembly/District Conference, one (1) elector for every twenty-five (25) or major fraction thereof of its members, based on the membership as of the last day of the month preceding the District Assembly/District Conference.
- b) At all meetings of the District Leadership Committee, all members shall have one (1) vote. Vote shall be by majority decision.

Section 2: Voting Procedures at Annual Meeting.

- a) Delegates Only. The following issues shall be voted on only by delegates:
 1. the election of the District Governor Nominee. For the election of the District Governor Nominee, all votes from a Club with more than one vote shall be cast for the same candidate;
 2. the District budget as submitted by the DGE;

3. the composition and terms of reference of the nominating committee for District Governor Nominee;
 4. the election of the District's Representative and Alternate Representative to the Council on Legislation; and
 5. the decision as to the amount of the District dues.
- b) Club Members in Good Standing. Every member of a Club who is present and in good standing, whether or not a delegate, shall be entitled to vote on all other matters submitted to a vote at such Annual Meeting. However, any delegate shall have the right to demand a poll upon any matter presented to the Annual Meeting. In such cases, voting shall be restricted to delegates.

Section 3: Electronic Voting – Except as otherwise specifically required by the Bylaws of Rotary International or the Manual of Procedure, the Rotary Clubs of District 5610 may approve, reject, endorse, resolve, or ratify with voting by electronic mail, facsimile, or telephone on any action that could be considered by the District in person or by mail. In such circumstances, the District Governor shall distribute copies of the proposal electronically to each Club for consideration and post the matter on the District website and then allow 21 calendar days for consideration, discussion, and voting on the proposal. A Rotary Club may change its vote until the 22nd day at which time all votes cast shall become final. A proposal shall be adopted if approved by a majority of the Rotary Clubs voting, as long as no Rotary Club moves to table the electronic vote. Should at least one Rotary Club move to table the electronic vote, the electronic vote shall be cancelled, and the question may be brought to the next in-person district business meeting.

Section 4: Each Rotary Club shall designate at least one electronic mail address for receipt of Rotary information electronically by the Club. Each Club President is encouraged to maintain an electronic mail address for receipt of Rotary information.

Article VI – Finances

Section 1: Annual Finances — The District finances are established for the administration and development of Rotary.

- a) The financing for the District shall be provided by all clubs in the District by way of a per capita levy on the members of all clubs, called District Dues. The amount of any per capita levy on clubs for the district financing fund shall be decided by the district assembly after the approval of three-fourths (3/4) of the incoming presidents present, or by the district conference by a majority of the electors present and voting.
- b) All dues and assessments will be based upon the membership role per each club on the RI website, reported as of June 30th and December 31st of the Rotary year.
- c) Dues and Assessments are due and payable within 30 days of receipt of the bill from the District Treasurer or his/her representative. The District dues are payable in two installments, due July 1 and January 1 each fiscal year. The RI Board shall, upon receipt of certification from the District Governor that a club has failed for

more than six months to pay such District dues, suspend the services of RI to the club while the dues remain unpaid provided the District finances have been operated as herein provided. The membership in RI of any club which fails to pay its approved contributions to the district fund may be terminated by the RI Board.

Section 2: Funds — The District shall maintain the District Fund in compliance with the Rotary Manual of Procedure, as amended, in the following manner:

- a) The Treasurer, with advice and counsel from the Finance Committee, shall invest reserve funds in a financial institution whose deposits are insured by an agency of the United States Government.
- b) The expenditure of reserve funds must be authorized by the District Leadership Committee with advice and counsel from the Finance Committee. This said committee is to be called to meet by the District Governor-elect. The meeting will be conducted by the Treasurer. Notice and details of any proposed expenditures from reserve funds must be provided to committee members 30 days in advance of the meeting. A majority of the members of the Finance Committee must vote in support of a proposal to approve expenditures. This meeting can be conducted via conference call or email vote.
- c) The District Treasurer shall maintain a checking account (Operating Funds) in a bank whose deposits are insured by an agency of the United States government. All operating funds belonging to the District shall be deposited to that account as soon as received by the District Treasurer or District Governor or representative.

Section 3: All expenses shall be accounted for in accordance with the approved annual budget. Approved expenses must be submitted to the Treasurer for payment within 90 days of encumbrance. All disbursements shall be made by the District Treasurer and/or his/her representative and be supported by receipts or reasonable documentation.

Section 4: An annual review will be done by the Finance Committee. Recommendations will be made from the Finance Committee to the District Leadership Committee.

Section 5: The Treasurer will confirm the filing of the required IRS 990 form by District staff or officers, or the accounting firm, no later than November 15th following the end of the year.

Section 6: Tax-Exempt Status — Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

Section 7: District Grants Fund — The District Foundation Chair shall maintain a separate checking account in a bank whose deposits are insured by an agency of the United States government in order to comply with requirements from The Rotary Foundation to receive grant money. These accounts must be segregated and used only for grant monies that need to be accounted for. All funds for grant purposes shall be deposited to the appropriate account as soon as received by the District Governor,

Foundation Chair, Grants Chair or representative. All financial arrangements for grants is documented in the DISTRICT 5610 GRANTS FINANCIAL MANAGEMENT PLAN as approved and amended.

Section 8: Roger Kozak Service Above Self Award — The District Treasurer shall deposit monies received from Pat Kozak and any other person to endow an account to fund the annual cost of an award.

Article VII – Interpretation

Section 1: None of these District 5610 Bylaws shall violate the Bylaws of Rotary International. Any provision deemed inconsistent with the Bylaws of Rotary International as amended shall be void.

Article VIII – Amendments

Section 1: With the exception of Article V, Section 1(a), these District 5610 Bylaws may be amended by a majority vote of the electors by vote at PETS, District Assembly/ District Conference or electronic vote.

Section 2: Article V. Section 1 (a) may be amended by the approval of three-fourths (3/4) of incoming club presidents by vote at PETS, District Assembly/District Conference or electronic vote.

Section 3: All proposed amendments shall be distributed in writing to all clubs via email communications, in the Governor's monthly newsletter, and on the District website at least 30 days prior to consideration. In the event that 30 days notice is not practical, then a waiver of the time constraint shall be required to be ratified by a majority vote of the clubs in District 5610.

Section 4: If in the event of an emergency, or unforeseen circumstances, it is impossible for a provision of these by-laws to be followed, the District Governor, after consultation with the District Executive Committee, may make such other provisions as is necessary to carry out the work of the District.

Article IX – Removal from Office, other than the District Governor

Section 1: The removal of any officer, other than the District Governor, may be made, if for cause, with a majority vote of the Leadership Committee. Furthermore, if the District Administrator is then employed pursuant to a contract, then such removal shall be subject to the terms of such contract. Removal for cause of the District Rotary Foundation Committee Chair is also subject to the prior approval by the Chairman of The Rotary Foundation.

Approved by majority vote of district clubs on _____.