

BY-LAWS FOR ROTARY INTERNATIONAL DISTRICT 5970  
PREAMBLE

These District By-laws serves as a guide for the Board of Directors of District 5970 and for the leadership of the Rotary Clubs within this District in administering the District and the Clubs pursuant to the ideals and goals established by Rotary International.

ARTICLE ONE. – BOARD OF DIRECTORS

- 1.01. Composition. The District Board of Directors shall consist of the District Governor, the District Governor-Elect, the District Governor Nominee, the District Governor Nominee Designate, the two immediate past District Governors, the District Rotary Foundation Team Chairperson, The Rotaract Chair, and the District Treasurer. The District Executive Secretary, and other District Team Chairs may serve as ex-officio, non-voting members of the Board.
- 1.02. Term. Each Director serves on the Board of Directors during their tenure in the office or position described above.
- 1.03. Vacancy. If a vacancy on the Board occurs the vacancy will be filled by another past District Governor appointed by the Board of Directors to serve the balance of the term, or until the earlier appointment of an individual to fill the office or position of the person whose place on the Board was vacated.
- 1.04. General Powers of the Board. The Board will govern the activities of all paid staff; advise and assist the District Governor in the administration of the District, establish policies and procedures that guide District action, and perform all of their duties required by Rotary International in its directives and Manual of Procedure.
- 1.05. Specific Powers and Duties of the Board. The Board:
  - a) Approves all budget expenditures made subsequent to the preceding meeting of the Board of Directors.
  - b) Approves all proposed non-budgeted expenditures.
  - c) Approves the District Conference budget and approves the general budget for the District prior to its presentation for approval at the District Assembly.
  - d) Approves a District expense policy at the beginning of each Rotary Year.
  - e) Maintains a contingency fund for emergency situations in an amount equal to 75% of the annual budget.
  - f) Secures an annual review of the District financial activities at the conclusion of each Rotary Year to be performed by two or three Rotarians, one of whom shall be a Certified Public Accountant.
  - g) Develops and maintains a tax-exempt policy to assure compliance with applicable IRS rules and regulations.
  - h) Approves appointments proposed by the District Governor-Elect prior to their ascension to the office of District Governor.
  - i) Approves each new Rotary Club and awards a grant to each newly chartered Rotary Club in the District, in an amount determined by the Board of Directors.

106. Meetings.

- a) Annual Meeting. The annual meeting of the Board of Directors will be held at the District Conference or at a time established by the Board within each Rotary Year.
- b) Regular and Special Meetings. Regular quarterly meetings will be scheduled at the annual meeting of the Board of Directors for the forthcoming Rotary Year. Special meetings of the Board may be called by the District Governor or any two Directors.

1.06. Notice of Meeting. Except for the Informal Action as provided herein, notice of the date, time, and place of any specially called meetings shall be given by the Executive Secretary to the Directors no less than five days prior to the date of the meeting. Notice may be given by U.S. Mail, by e-mail, by facsimile, or by personal communication. Notice may be waived by a Director, and attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends the meeting for the purpose of objecting to the transaction of business.

1.07. Procedure, Quorum, and Voting.

- a) Board Chairperson. The past District Governor who is in the second year removed from their year as District Governor will act as Chairperson of the Board of Directors; the immediate past District Governor will act as Vice Chairperson of the Board and Chairperson pro tem in the absence of the Chairperson.
- b) Rules of Procedure. The Board will follow Robert's Rules of Order in its deliberations.
- c) Voting. The Chairperson does not vote on matters presented for action by the Board of Directors unless there is a tie vote at which time the Chairperson may cast the deciding vote. Each of the Directors casts a single vote.
- d) Quorum. A majority of the Directors constitutes a quorum for transaction of business and a majority of those present will decide any measure presented for action. No Director may vote by proxy.
- e) Informal Action. Any measure requiring Board determination may be taken by the Board without a meeting if consented to in writing (or electronically) by a majority of all Board Members.
- f) Electronic Participation at a Meeting. A Director may participate in and vote at a meeting of the Board of Directors through the use of conference telephone, or other method of electronic communication, but only if all persons participating in the meeting can communicate with each other concurrently.
- g) Removal. A Director may be removed by an affirmative vote of the majority of all Directors (excluding the Chairperson).
- h) Agenda and Minutes. The Executive Secretary will provide each Director with an agenda for each regular and special meeting of the Board of Directors and which will be delivered to the Board Member not less than seven (7) days prior to the meeting date unless action is taken informally by consent of all Directors as provided above.

ARTICLE TWO. – DISTRICT OFFICERS AND OTHER ADMINISTRATIVE POSITIONS

2.01. Designation of Officers. Officers of the District include the District Governor, the District Governor-Elect, the District Governor Nominee, the District Governor Nominee Designate, the Executive Secretary (non-voting), the District Treasurer, and the District Rotary Foundation Team Chairperson.

- 2.02. Compensation of Officers. The District Executive Secretary is an employee at will of District 5970 under a written contract approved by the Board of Directors. Other officers may be compensated at the discretion of the Board of Directors pursuant to written contract approved by the Board. Otherwise, all officers of the District will be uncompensated volunteers but eligible for reimbursement of expenses incurred in performance of their duties as provided by the District Expense Reimbursement Policy adopted by the Board of Directors.
- 2.03. Other Administrative Positions. The District has administrative positions in addition to those designated as officer positions under Paragraph 2.01. Some of these, such as Assistant Governors and team chairs, are volunteers who, except for expense reimbursement, receive no compensation. Others are compensated pursuant to written contract approved by the Board of Directors. The Board of Directors is authorized to maintain, create, or eliminate administrative positions, both voluntary and compensated, as it deems necessary to effectively administer the business of District 5970.
- 2.04 District Governor. The District Governor serves as Chief Executive Officer of the District. The duties of the District Governor includes:
- a) Strengthening existing Rotary Clubs; organizing new Clubs; promoting membership growth.
  - b) Communicating with Club Presidents and secretaries at least quarterly.
  - c) Visiting each Rotary Club in the District, at a club event, meeting, or multi-club gathering.
  - d) Organizing a District Conference.
  - e) Ensuring the District nominations and elections are conducted in accordance with Rotary International Constitution By-laws and Policies.
  - f) Implementing the District budget approved by the Board of Directors for the Rotary Year in which they serve as District Governor.
  - g) Any other duties required by Rotary International.
- 2.05. District Governor-Elect. The District Governor-Elect:
- a) Performs duties assigned by the District Governor.
  - b) Participates on the President Elect Learning Seminar for the Rotary Year in which they serve as District Governor-Elect.
  - c) Presents a District budget to the Board of Directors for approval prior to ascension to the office of District Governor and prior to the District Conference. at which time it will be submitted for final approval. In the instance there is not a district assembly or gathering, after board approval the proposed budget is sent via email to the entire district for final approval.
  - d) Submits proposed team assignments to the Board of Directors for approval.
  - e) The District Governor Elect will complete all in person and on-line education as required by Rotary International.
- 2.06. District Governor Nominee. The District Governor Nominee performs other duties as are assigned by the District Governor-Elect or the District Governor. The District Governor Nominee will complete all in person and on-line education as required by Rotary International.

- 2.07. District Governor Nominee Designate Performs duties assigned by the District Governor-Elect and the District Governor. The District Governor Nominee Designate will complete all in person and on-line education as required by Rotary International.
- 2.08. District Governor Line. The District Governor Line works together as coordinators of the Assistant Governors and in this capacity will communicate periodically with the Assistant Governors to ensure that they are informed of their duties and are performing these responsibilities effectively for the benefit of the District.
- 2.09. District Treasurer. The Board of Directors appoints a District Treasurer upon who manages the District finances. The District Treasurer serves as custodian of all District funds except that a District Conference Treasurer may be appointed to serve as custodian for the funds dedicated to the payment of expenses associated with the District Conference. The District Treasurer (and if appointed, the District Conference Treasurer) will be bonded for purposes of serving as District Treasurer and District Conference Treasurer. The District Governor may assign additional duties to the District Treasurer. Duties include the following:
- a) Reconciliation of bank accounts.
  - b) Review of financial statements prior to distribution to the Board of Directors.
  - c) Be an authorized signatory on District bank accounts.
- 2.10. District Executive Secretary. The District Executive Secretary is selected by the Board of Directors upon recommendation of the District Governor-Elect. The District Executive Secretary performance shall be reviewed annually by the past District Governors, the District Governor, the District Governor-Elect, and the District Governor Nominees with a report of the findings to be made to the Board of Directors. The Executive Secretary has general responsibility for all day-to-day operations of the District including supervision of compensated officers. More specifically, the duties of the District Executive Secretary include, but is not be limited to:
- a) Maintaining contact with Club officers to ensure that required dues, payments, and reports are timely filed with the District.
  - b) Supervising compensated District officers in performance of their day-to-day District responsibilities and duties.
  - c) Performing of all secretarial duties for the District as directed by the District Governor and by Rotary International.
  - d) Taking, maintaining, and reporting all minutes of Board meetings.
  - e) Giving all notices as required by these By-laws.
  - f) Maintaining custody of records and reports and, in particular, maintain the corporate book and a permanent record of all actions taken by the Board of Directors.
  - g) Preparing of the agenda for the Board meetings and distribution of the agenda to the Board members prior to each meeting.
  - h) Bookkeeping and writing checks for countersignatures, for all expenses over \$500 or checks written to the District Executive Secretary.
  - i) Maintaining the District website and post Club and District information on this website in consultation with the District Governor and assist the District Governor and other District officers to communicate effectively with the Clubs and with Club officers. The District Executive Secretary advises the Board of Directors concerning measures necessary to maintain the District website and other means for communicating effectively with Rotarians in the District

- j) Working with the Rotary Foundation Team Chairperson to prepare and disseminate a joint communication concerning Foundation activities.
- 2.10. District Learning Facilitator. The District Governor-Elect appoints a Learning Facilitator to facilitate District leadership seminars. The Learning Facilitator works with the Governor to plan all District education events, including the President Elect Learning Seminar, in compliance with Rotary International expectations and will attend Rotary International training sessions at the Zone Institute.
- 2.11. Assistant Governors. Assistant Governors are appointed by the District Governor-Elect each year for three-year terms. The Assistant Governors will be assigned to a group of Clubs and will act as a liaison between these Clubs and the District Governor. Assistant Governors are encouraged to visit each of their assigned clubs at least three times each year including the District Governor's annual visit. A primary responsibility of an Assistant Governor is to support their assigned clubs and to identify potential leaders within each Club for District-level office.
- 2.12. District Rotary Foundation Team Chairperson. The Board of Directors, upon recommendation of the District Governor-Elect, will appoint a Rotary Foundation Chairperson for a term of three years, who will serve as Chairperson of the team or teams that are established to conduct Rotary Foundation business and activities. This Rotary Foundation Team Chairperson is responsible for obtaining and disseminating Foundation information to all Rotary Clubs in the District promoting and supporting Rotary Foundation activities, projects, and fundraisers.
- 2.13. Rotary Foundation Team Treasurer. This officer is appointed by the Rotary Foundation Team Chairperson, subject to approval by the Board of Directors. The Rotary Foundation Team Treasurer shall have responsibility for receipt and disposition of Rotary Foundation District Designated Funds through a separate account established for this purpose. The Rotary Foundation Team Treasurer shall be bonded.

### ARTICLE THREE. – DISTRICT TEAMS

- 3.01. Rotary Foundation Team. This team will be composed of not less than five District Rotarians appointed by the District Governor-Elect in consultation with the Rotary Foundation Team Chairperson and approved by the Board of Directors. The Rotary Foundation Team is responsible to administer all Rotary Foundation programs and activities. The Rotary Foundation Committee may establish subcommittees of one or more persons to facilitate fulfillment of its responsibilities. These appointments will be made by the District Governor-Elect upon recommendation of the Rotary Foundation Chairperson. Examples of subcommittees include: Fundraising; Grants Committee; Global Scholarship Committee, Peace Fellow Scholarship Committee, and Fundraising Committee.
- 3.02. Finance Team.
  - a) **Composition**. The Finance Team will be composed of five members including a past District Governor selected by the District Governor-Elect, the District Governor-Elect, the District Governor Nominee, the District Treasurer, and a CPA Rotarian.

- b) Duties and Responsibilities. The Finance Team will assist the District Governor-Elect in preparing a budget for the approval by the Board of Directors prior to their assumption of office as District Governor. The team will assist the District Board in
- reviewing the District Expense Policy at the beginning of each Rotary Year;
  - evaluating the revenue needs of the District and developing a plan to meet these needs;
  - procuring and receiving an annual review of District finances at the conclusion of each Rotary Year (which will then be posted to the District website upon approval by the Board of Directors);
  - understanding and complying with Internal Revenue Service rules and regulations governing tax-exempt status of the District and its Clubs; and
  - determining the need for an emergency fund.

### 3.03. Learning Facilitation Team

- a) Purpose. To assist the District Learning Facilitator(s), District Governor, and District Governor-Elect in establishing a learning program for District and Club leaders and overseeing implementation of this learning.
- b) Composition. The team will be chaired by the District Facilitator(s). Additional members may be appointed by the District Governor-Elect in consultation with, and upon recommendation of, the District Learning Facilitator(s).
- c) Duties. The team will assist the District Facilitator(s) and District Governor in identifying the learning needs of the District; developing programs to meet these needs; and recruiting speakers and instructors for the programs, as guided by Rotary International.

### 3.04. Nominating Team

- a) Composition. The Nominating team shall consist of available past District Governors, the present District Governor, a past Club President selected by the Board of Directors, and the Foundation Team Chairperson. The immediate past District Governor shall serve as chairperson.
- b) Duty. To recruit and select the most qualified person available for the position of District Governor Nominee Designate.
- c) Solicitation of Candidates.
- i. Recommendations. The District Governor shall solicit nominations from all Rotary Clubs within the District pursuant to RI Rules of Procedure.
  - ii. Qualifications. To qualify for this office a candidate must be a past President of a Club and have membership in Rotary Club for at least seven years; must demonstrate availability to fulfill the requirements of office; must display willingness to participate in District 5970 activities such as District team membership, Zone activity, and Foundation promotions and attendance at PELS training; and must possess public speaking ability and have leadership experience outside of Rotary.
- d) Final Selection. The Chairperson of the Nominating Team will submit the name of the person selected by the Committee as the next District Governor Nominee Designate to the District Governor who will follow the Rotary International Manual of Procedure to verify

the appointment and deal with any challenge that may occur in using the process outlined in the Manual of Procedure.

### 3.05 Conference Committee.

- a) Composition. This team shall consist of a District Conference Chair, the District Governor-Elect, a past District Governor selected by the Governor-Elect, and other Rotarians selected by the District Governor-Elect, one of whom may serve as treasurer.
- b) Duties. This team shall work with the district Governor-Elect and any local team of the sponsoring Club on all logistical arrangements. The team will coordinate conference finances to ensure maximum attendance, promote conference attendance with particular emphasis on new Rotarians, new clubs, and representation from every Club; secure relevant and impactful programs and speakers; publicize the District Conference to external audiences such as the media, community leaders, and beneficiaries of Rotary programs.

### 3.06 Membership Team.

- a) Composition. This team shall be comprised of three to five Rotarians appointed by the Membership Chair, with District Governor Elect approval. The Membership Chair will serve a term of three years.
- b) Purpose.
  - To plan, market, and conduct District membership seminars in consultation with the District Governor and District Trainer;
  - to assist clubs' member recruitment efforts, paying attention to small and weak clubs;
  - to encourage each club to strive to represent the demographic composition of the communities' professionals;
  - to ensure that clubs are aware of the membership tools available from Rotary International (RI)
  - to ensure that membership information is reported promptly to RI;
  - to coordinate District-wide membership development activities;
  - to encourage clubs to participate in Rotary or presidential citation;
  - to develop recognition programs to work with the District extension and Public Image committees;
  - to plan activities that will aid membership development efforts; and
  - to encourage clubs to develop and implement innovative membership development strategies.

### 3.07 Rotary Youth Team.

- a) Composition. This team will consist of members appointed by the District Governor-Elect to include the Rotarian supervising the Rotary International Youth Exchange Program and the District representatives serving on the RYLA Board of Directors. The District Governor-Elect shall seek to fill the remaining positions with Rotarians associated with Rotaract and Interact Clubs within the District.
- b) Purpose. To promote and coordinate all District Interact, Rotaract , RYLA, and youth exchange activities within the District.

### 3.08 Public Image Team.

- a) Composition. Chaired by the Public Image Chair, this team shall consist of Rotarians appointed by the Public Image Chair and approved by the District Governor Elect..
- b) Purpose.
  - To ensure that proper Rotary branding is used on all communication materials;
  - To assist clubs in telling their Rotary story through social media, websites, etc.
  - To maintain contact with the District Governor and key team chairs to stay informed about District projects and activities that can be promoted;
  - To promote Rotary to external audiences such as media, community leaders, potential partner organizations, and program beneficiaries;
  - To promote all aspects of Rotary activities such as Polio Plus, the seven areas of focus, grant successes, alumni activities, and awards to Districts and Rotary community.

#### ARTICLE FOUR. – GOVERNOR SUCCESSION

- 4.01. Line of Succession. A District Governor serves in this capacity from July 1 through June 30 of the following year (the Rotary Year). The District Governor is succeeded in office by the District Governor-Elect, and then by the District Governor Nominee, and then by the District Governor Nominee Designate.
- 4.02. Oath of Office. The new District Governor will be administered an oath of office, as set forth in Rotary International Rules of Procedure, by the outgoing District Governor (or designee), and will assume duties as District Governor on July 1 of the next Rotary Year.
- 4.03. Vacancy. In the event of a vacancy in the District Governor position it will be filled by an appointment by the Board of Directors from a member of the Board of Directors who has attended a Rotary International Assembly and otherwise meets all Rotary International expectations.

#### ARTICLE FIVE. –DISTRICT CONFERENCE / DISTRICT ASSEMBLY

- 5.01 District Assembly. A District Assembly shall be held at the time and as part of the District Conference (if held), unless the Board of Directors determines that such event should be scheduled on a different date. Each Club shall be entitled to have a representative present to cast a vote on any measure presented to the Assembly by the District Board of Directors for action, including the approval of the annual budget for the District for the forthcoming Rotary Year. A majority vote of Club representatives present shall be required to act on any measure. If no meeting is held in person, it will be held either by a zoom session or other electronic means.

#### ARTICLE SIX. – CLUB PRESIDENTS

- 6.01. Eligibility for Office. A Club President-Elect cannot take office until he or she has attended a PELS conference or comparable training sanctioned by Rotary International. The Club President whose term is ending shall remain in office until the President-Elect has received the required training.



602. Establishment of Goals. Each Club President shall submit Club goals including membership and Rotary Foundation goals for his or her Rotary Year to the incoming District Governor. These goals will be discussed with the District Governor during their Club visit. Achievement of these goals will be one of the criteria considered in the selection of recipients for the District Club Excellence each year.

#### ARTICLE SEVEN. – AMENDMENT OF BY-LAWS

7.01. Conflict with RI Rules and Regulations. These By-laws will be amended by the Board of Directors whenever necessary to bring them into conformity with Rotary International Rules and Regulations.

7.02. Other Amendments.

- a) Initiation. An amendment to the By-laws may be presented to the Board of Directors for consideration by a Club, a District Committee, or a member of the Board of Directors.
- b) Approval. The Board of Directors will act on the proposed amendment and, if approved, it will be presented to all Clubs for approval by on-line vote with each Club to have one vote. A majority vote in favor or against the proposed amendment from those Clubs casting a vote within two weeks of submission of the measure will decide the measure. The proposed By-law amendment shall include a statement of effective date, or, if not so stated, shall become effective on July 1<sup>st</sup> of the next Rotary Year. An updated version of the By-laws shall be maintained on the District website.