

ROTARY INTERNATIONAL DISTRICT 5440, INC. BYLAWS

ARTICLE 1.

NAME AND AUTHORITY

- 1.1 The name of this organization shall be ROTARY INTERNATIONAL DISTRICT 5440, INC.
- 1.2 The authority for the organization is the constitution, the State of Wyoming and the Bylaws of Rotary International.
- 1.3 This organization is not for profit in every respect.

ARTICLE 2.

MEMBERSHIP

- 2.1 All Rotary Clubs within District 5440, as designated by Rotary International, shall be members of ROTARY INTERNATIONAL DISTRICT 5440, INC.

ARTICLE 3.

ADMINISTRATION

- 3.1 The administration of this organization shall be according to the Constitution and Bylaws of Rotary International, in particular ARTICLE 15 of the Bylaws of Rotary International (as printed in the current Editions of the Manual of Procedure), and according to these Bylaws. Whenever any conflict may exist between these Bylaws and the Constitution and Bylaws of Rotary International, the Constitution and Bylaws of Rotary International shall take precedence and prevail.
- 3.2 The District Governor, being an officer of Rotary International ("RI"), and having been nominated by ROTARY INTERNATIONAL DISTRICT 5440, INC. and elected at an annual Convention of Rotary International, shall function under the general supervision of the RI Board of Directors. The District Governor is charged with the duty of furthering the Object of Rotary in exercising direct supervision of the clubs in the District. Additionally the District Governor shall be responsible for those duties described in Section 15.090 of the Bylaws of Rotary International in the current edition of the RI Manual of Procedure, and charged with carrying out the Duties of a Governor as specified in the most current edition of the RI Manual of Procedure.
- 3.3 ROTARY INTERNATIONAL DISTRICT 5440, INC. shall be governed by a Board of Directors, also known as the Executive Committee. The Executive Committee shall be comprised of the current District Governor, the immediate Past District Governor, two Past District Governors

elected annually by the Council of Past Governors, currently members of Clubs within the District and willing to serve, the Chairman of the Council of Past Governors, District Governor Elect, and the Chair of the District Training Committee. The District Governor Nominee (following their selection), District Governor Nominee Designate (should one be selected), the Chair of the District Rotary Foundation, District Treasurer, and Administrative Secretary shall serve as ex-officio members.

- 3.4 Before assuming office, the District Governor-Elect shall establish a quarterly schedule of meetings for the ensuing year. The Committee shall elect a Chairman from among its members at its first meeting. Special meetings can be called by the Chairman, or by a majority of the voting members, and such meetings may be held by conference telephone call or by internet access. Meetings of the Executive Committee shall be open to any interested Rotarian in ROTARY INTERNATIONAL DISTRICT 5440, INC.
- 3.5 There shall be a Council of Past Governors comprised of any past officer of Rotary International residing in and currently a member of a Club within the District and desiring to participate. This group shall elect a Chairman for the ensuing Rotary year at its last meeting of the preceding year. The role of the Council is to offer advice, counsel and assistance upon request to the District Governor, the District Governor-Elect, and the District Governor Nominee, on matters affecting the District as referred to them. Meetings of the Council shall also serve as an opportunity for the District Governor to inform members regarding any items of interest or news involving the District and/or Rotary International.
- 3.6 A ROTARY INTERNATIONAL DISTRICT 5440, INC. office shall be established and maintained as a centralized permanent office to: (1) provide continuity and safe keeping for ROTARY INTERNATIONAL DISTRICT 5440, INC. records and data base information; (2) to aid in the efficient storage and dissemination of Rotary International forms, documents, and materials for the use of District Clubs and Rotary Officers; and (3) to assist each successor District Governor with the availability of an experienced Administrative Secretary responsive to the needs and desires of the District Governor.
 - a. When a vacancy occurs in the Administrative Secretary position, a replacement shall be nominated by the current District Governor with final approval by the District Executive Committee. The Administrative Secretary shall be an employee of the District with primary duties and responsibilities as stated in this Section III, Paragraph 3.5.
 - b. The Office shall be managed by the District Governor, with the assistance of a Past District Governor or other experienced Rotary Officer, appointed by the District Governor, as may be appropriate or necessary.

c. The person overseeing the office, if other than the District Governor, in conjunction with the District Governor and District Governor Elect, shall review the performance of the Administrative Secretary annually before the thirty first day of December. Recommended salary and/or fringe benefit adjustments as deemed appropriate will be referred to the District Executive Committee for approval. Approved changes and/or modifications will then be referred to the Finance Committee for inclusion in the next year's budget for the District.

d. The district office is intended to be a continuing function of the District and shall function as a primary source of historical information and data for incoming District Governors.

3.7 A District Treasurer shall be appointed by the District Executive Committee to function on a continuing long-term basis, coordinating his or her efforts with the current and incoming District Governors and the District Office Manager and Administrative Secretary. The District Treasurer shall function under the guidelines as stated in Sections III and IV of these Bylaws. Further, the Treasurer shall be responsible for documenting and monitoring all District Funds including separate accounts such as may be maintained for Youth Exchange, RYLA and District Conference. Quarterly financial reports shall be submitted by the District Treasurer to the Executive Committees and other committees and officers as may be appropriate. The District Treasurer shall receive no compensation, but shall be reimbursed for appropriate out-of-pocket expenses. The Treasurer shall be bonded in an amount approximating the total Funds of the District, the expense of such bond to be borne by the District.

3.8 A District Leadership Plan shall be maintained for the use, benefit and information of all district officers and Rotarians. The Plan, in addition to these Bylaws, shall be a primary and continuing source of uniform and consistent governance of ROTARY INTERNATIONAL DISTRICT 5440, INC. The Plan shall be reviewed annually by the first day of April of each year and revised as deemed necessary by the Executive Committee to provide useful guidance to District Officers in carrying out the District's functions and activities.

ARTICLE 4.

FINANCES

4.1 A District Budget fund shall be established for the administration and development of Rotary activities in the District as described in Section IV of District Bylaws. This Fund shall be developed through a per-capita levy of the Clubs in the District, plus any subsidy received from Rotary International. The total shall be sufficient to fund the activities of the District for the next Rotary year.

4.2 The annual District per-capita assessment shall be paid by all Rotary Clubs in ROTARY INTERNATIONAL DISTRICT 5440, INC. to the District Treasurer based on the total of active and

honorary members as of the first day of July of each year as such totals are reported to Rotary International. This assessment shall be paid no later than the thirtieth day of September of each year. Payment of the assessment is mandatory. Upon notification by the District Governor that a Club has failed for more than six (6) months to pay its per-capita assessment, that Club, by action of the Rotary International Board of Directors, is subject to suspension of Rotary International services and termination of membership in Rotary International.

4.3 Care shall be taken to ensure that:

- a. Approval of the per-capita levy and the budget for the following Rotary year shall take place at the District PETS by a two-thirds ($\frac{2}{3}$) vote of the incoming club presidents in attendance at the PETS meeting.
- b. No District Funds are under the control of a single individual; and
- c. An audited statement of income and expenditures is presented to the following District Conference as well as to club presidents as required in Article IV, Section 4.7 of these Bylaws.

4.4 A District Contingency Reserve Fund shall be established and maintained by the District in an amount sufficient to defray unexpected losses of the District. The minimum level of this Reserve Fund shall be Fifty Thousand and No/100 Dollars (\$50,000.00). Money in this Fund will be augmented by excess funds from prior year's activities, including any surplus remaining from the District Conference. The Fund shall be managed by the District Executive Committee which shall be responsible for annually reviewing the Fund level and making adjustments, as appropriate, in the minimum maintenance level. Expenditures from the Reserve fund shall be replaced with funds in succeeding year's budgets to keep it at its approved minimum level. The District Governor, with concurrence of two thirds ($\frac{2}{3}$) of the members of the Executive Committee, shall determine if an emergency exists within the District, or within its operations or activities, that warrants an expenditure from the Reserve Fund. Expenditures from the Reserve Fund might include the following:

- a. Funds for specific ongoing District programs;
- b. Advance Funds to establish the ensuing years budget when required by the District Governor-Elect and approved by the District Executive Committee;
- c. Funds needed to support special new District projects or programs, as proposed to the Executive Committee by a Rotary Club or District Committee, with management and oversight of the funds by that Club or Committee;
- d. Funds required to pay for emergency and/or unforeseen needs of the District.

- 4.5 The Executive Committee shall establish a subcommittee named the Finance Committee. The Finance Committee shall be comprised of three (3) members of the Executive Committee, serving three-year, staggered terms.
- a. No later than sixty (60) days prior to the Presidents-Elect Training Seminar, the Finance Committee, taking into account the District Governor Elect's wishes and recommendations for the next fiscal year, shall prepare a proposed budget for financing of the District-sponsored projects and programs, and for administration and development of Rotary within the District.
 - b. To coordinate with the Finance Committee's preparation of the budget as defined in paragraph a. above, all District committees that anticipate either income or expense, or that are requesting funds from the District treasury, shall submit their proposed Committee budgets and fund requests to the Finance Committee by the thirty first day of December of each year, or at other times if so requested by the Finance Committee.
 - c. Following preparation, the budget will be submitted to the Clubs within the District at least four (4) weeks prior to PETS and approved by two-thirds of the incoming Presidents in attendance at that meeting. The Finance Committee is responsible for the management of District Funds including the current year's Budget Fund. The committee will also have oversight of any other District Funds such as may be required for RYLA, Youth Exchange and the District Conference, as well as providing assistance to the District Governor in preparation of the budget for the District Conference.
 - d. The Finance Committee is responsible for the management of District funds including the current year's Budget Fund. The Finance Committee will also have oversight of any other District Funds such as may be required for RYLA, Youth Exchange, and the District Conference, as well as providing assistance to the District Governor in preparation of the budget for the District Conference.
 - e. All decisions of the Finance Committee shall be approved by a majority vote of Committee members. The Finance Committee may authorize expenditures of up to Ten Thousand and No/100 Dollars (\$10,000.00) from the District Contingency Reserve Fund for contingency or emergency requests in support of Rotary programs, subject to final approval by the Executive Committee (Article IV., Paragraph 4.4 of these Bylaws).
- 4.6 Expenditures from the District Fund may be made by the District Treasurer upon written authorization of the District Governor up to individual line-item budgeted amounts. Expenditures in excess of these amounts can only be made with the approval of the Finance Committee.

a. Two (2) signatures may be required to approve the disbursement of funds from the District Fund as further defined in Paragraph 4.6(b). Rotarians authorized to approve expenditures shall include the District Governor, District Governor-Elect, and the District Treasurer. The District Governor's signature on a written request shall constitute one of the two (2) required signatures for disbursement.

b. On all payments in excess of Five Thousand and No/100 Dollars (\$5,000.00), two (2) signatures, as defined above, must appear on the check.

c. At the District Governor's discretion, designated budgeted funds may be adjusted on a line-item basis and transferred in amounts not exceeding One Thousand and No/100 Dollars (\$1,000.00) to satisfy the changing of the monetary needs of the District. The District Treasurer and Finance Committee shall be notified promptly of any such adjustments and these changes must be specifically noted in the next quarter's financial report. Adjustments in excess of One Thousand and No/100 Dollars (\$1,000.00) can only be made with the approval of the Finance Committee.

d. It is recognized that in addition to the regular and normal activities of the District, which are paid for either by reimbursement from Rotary International, by the District's per-capita levy, or by allotment of District Reserve funds, there may be special Club, District, or Rotary International programs, activities or functions which require or encourage the District Governor's participation and use of District funds. It has been the long-standing policy of District 5440 and of Rotary International that expenses associated with these additional activities, including those incurred by the District Governor, if not allocated through the normal budgeting process and in compliance with District Bylaws, become the personal responsibility of the relevant District Governor.

4.7 Before taking office, the District Governor-Elect, with the assistance of the District Treasurer, shall appoint a District Audit Committee for the ensuing year. To assure continuity the Committee shall consist of three (3) Past District Governors appointed to staggered terms of three (3) years each, and two Rotarians with specific financial and/or audit experience who are appointed for one-year terms. The Chair of the Committee will be the most senior PDG member. The Committee shall not include any current members of the Finance Committee. The Audit Committee shall conduct an internal audit, or, if so required by the Executive Committee, shall contract with an outside accounting firm for an audit of the District's financial records. This audit shall cover the period of the preceding Rotary fiscal year and shall be completed within four (4) months following the close of said year. If additional time is needed, the Audit Committee can request an extension from the Executive Committee. The Audit Report shall be submitted to the Finance Committee for review, following which the Report, including any comments by the Finance Committee, shall be submitted to the Executive Committee for review and to the Council of Past Governors for information and comment. Copies of the Report, with copies of the comments of the Finance

and Executive Committee, will be submitted to Presidents of the Clubs in the District no later than sixty (60) days prior to the District Conference. The Report shall be accepted by a majority vote of the delegates attending that year's District Conference, or referred back to the Executive Committee for appropriate action.

- 4.8 All District committees which have either income or expense, or which have received funds from the District treasury, shall make a complete itemized accounting of all income and expenses to the District Treasurer no later than the thirty first day of August of each year for the preceding Rotary year. Exceptions to requirements of this paragraph will be permitted only upon written approval of the District Governor and Finance Committee.
- 4.9 Where funds are raised for specific purposes or for District programs, such as for Youth Exchange, the District Conference, or multi-District activities such as RYLA, a separate budget and bank account may exist. At least quarterly, the Chair or Treasurer of that respective activity shall submit a financial report to the District Treasurer for inclusion in the District Financial Report.
- 4.10 When funds are to be solicited and accumulated from within the District for joint or multi-District projects, the proposed budget of income and expenditures, including the level of involvement requested of Rotarians in ROTARY INTERNATIONAL DISTRICT 5440, INC. shall be prepared by the first day of February of each year, or thirty (30) days before the PETS, and submitted to the District Treasurer so that the information may be included in the budget submitted to incoming club presidents at their Presidents Elect Training Seminar.

ARTICLE 5.

MEETINGS

- 5.1 There shall be three (3) official ROTARY INTERNATIONAL DISTRICT 5440, INC. meetings held during any District Governor's term. They are the Presidents-Elects Training Seminar, the District Assembly, and the District Conference. Other District-wide meetings as required or desirable may be held with the approval and sanction of the District Governor or as called for by RI.
- 5.2 All District-wide meetings shall be financed through registration fees paid by the participants, with supplementary District funds made available only when budgeted for that specific purpose. It shall not be the purpose of these meetings to produce a profit or surplus. Rather, it shall be the purpose of the meetings to operate on the lowest feasible registration fee so as to encourage the widest possible attendance at such meetings.
- 5.3 The Presidents-Elect Training Seminar shall be held annually, within one (1) month after the International Assembly, but no later than the thirty first day of March, for the purpose of orientation and training of Rotary Club Presidents-Elect. The Presidents-Elect Training

Seminar shall be scheduled and conducted by the District Governor Elect, in cooperation with the District Governor, and shall be held at a time different than that of the District Assembly. The Presidents-Elect Training Seminar shall conform to ARTICLE 15, 15.030 of the Bylaws of Rotary International.

- 5.4 The District Assembly shall be directed particularly toward the incoming Officers, Directors and Committee members of ROTARY INTERNATIONAL DISTRICT 5440, INC. The Assembly program shall emphasize instruction and preparation of the participants for the Rotary year ahead, and shall follow as nearly as practical the guidelines furnished by Rotary International conforming to ARTICLE 15, 15.020 of the Bylaws of Rotary International. All Rotarians within District are welcome and encouraged to attend.
- 5.5 The District Conference shall be a meeting for all Rotarians, spouses, guests, and others. The program and activities of the District Conference shall emphasize Rotary information, ROTARY INTERNATIONAL DISTRICT 5440, INC. activities, business matters, inspiration, and fellowship. The District Conference shall conform to ARTICLE 15, 15.030 of the Bylaws of Rotary International.
- 5.6 The Council of Past District Governors shall assist the incoming District Governor on the selection of site and related contractual negotiations of the District Conference during the year he or she will serve as District Governor. The Council of Past District Governors and the District Governor shall develop an advisory committee to assist the District Governor Nominee and District Governor Nominee Designate in matters of the district, including district conference.

ARTICLE 6.

COMMITTEES

- 6.1 All Committees, except the Executive Committee, are a part of ROTARY INTERNATIONAL DISTRICT 5440, INC.
- 6.2 All Committee Chairs, except the Executive Committee, must report to the District Governor.
- 6.3 The District Governor shall appoint all District Committee members and designate each Committee Chair. Appointees shall be current members in good standing of a ROTARY INTERNATIONAL DISTRICT 5440, INC. club.
 - a. During the selection process, before the beginning of a new Rotary year, the District Governor Elect shall consult with current Committee Chairs and Committee members, the District Governor, the Council of Past Governors, and other Rotarians seeking suggested names of potential Committee members best suited for open positions. Efforts shall be made to select such persons from the broadest possible geographic Club distribution.

b. One-year appointments for Committee members are normal, except as committee membership is specifically identified elsewhere in these Bylaws. Two-year and three-year terms are acceptable at the discretion of the District Governor.

c. Notwithstanding Paragraph b. of this Article VI, no person shall be eligible to serve on the same Committee for more than three (3) years except as may be otherwise provided in the bylaws. No person who has served on a committee for three (3) years shall be eligible for subsequent appointment to the same committee except as approved by the Executive Committee. The provisions of this Paragraph c. of this Section 6.3 shall not apply to an *ex officio* member of any committee or to members of ad hoc committees.

d. All members of ROTARY INTERNATIONAL DISTRICT 5440, INC. committees shall be in good standing in a member club of ROTARY INTERNATIONAL DISTRICT 5440, INC.

ARTICLE 7.

SELECTION OF THE DISTRICT GOVERNOR

7.1 The District Governor Nominee or Nominee Designate shall be selected by a District Nominating Committee in accordance with ARTICLE 13, 13.020 of the Bylaws of Rotary International. The Nominating Committee shall consist of five (5) immediate Past District Governors and two (2) Rotarians. Those Rotarians, who are not Past District Governors, should have served as Club President, residing in and members in good standing of Clubs within the District and willing to serve in this capacity. The most senior Past District Governor in term of service shall serve as Chair. The Committee will act only with at least five (5) of the seven (7) members in attendance.

7.2 ROTARY INTERNATIONAL DISTRICT 5440, INC. shall select its District Governor Nominee during the second year before the year in which the District Governor will serve. In addition, a District Governor Nominee Designate may also be selected during the third year before the year of service.

7.3 No later than the first day of March of each year, the Nominating Committee will convene to begin an active search to find the best qualified candidates for District Governor Nominee or District Governor Nominee Designate and to set a date(s) for interviews of candidates. Also, no later than the first day of March, the District Governor shall invite all the Clubs to submit their suggestions for nomination for Governor by mailing to the Secretary of every Club in the District an official call of nominations for Governor.

a. The last day for receipt of nominations from the clubs will be no later than the first day of March.

- b. Names of candidates shall be submitted to the Council of Past Governors for comment.
- c. The Nominating Committee shall meet no later than the first day of May to make its selection.
- d. The District Governor shall be notified of the selection immediately thereafter.
- e. All persons whose names were submitted will be notified by the Chair as to the selection made by the Nominating Committee.
- f. The District Governor shall then publish to the clubs of the District the name and Club of the selected nominee and shall certify the name of the Governor Nominee to the General Secretary with ten (10) days after such nominee has been declared the Nominee.
- g. If it is determined that an incoming District Governor Elect, District Governor Nominee, or District Governor Nominee Designate, cannot serve for any reason, or if a nominated Governor cannot serve for any reason before his or her election at the Rotary International Convention, or, if after the International Convention, the President of Rotary International acts for cause and disqualifies either the current District Governor or the Nominee candidate, the District Nominating Committee shall reconvene to select a replacement.

ARTICLE 8.

VOTING

- 8.1 In all matters that require a vote at the District Assembly or the District Conference, or by mail, or otherwise, except as outlined in Section a. below, voting shall be as outlined in ARTICLE 15, 15.050 of the Bylaws of Rotary International.
 - a. Agreement by the District to participate in the Group Study Exchange shall be ratified by the Clubs in compliance with the procedures defined in the current edition of the Manual of Procedure.
 - b. In any matters where Rotary International may require a different method of voting, the requirements of Rotary International shall be followed.

ARTICLE 9.

CHANGES AND AMENDMENTS TO THE BYLAWS OF ROTARY INTERNATIONAL DISTRICT 5440, INC.

- 9.1 Amendments to these Bylaws may be proposed by any Rotary Club in ROTARY INTERNATIONAL DISTRICT 5440, INC. the District Bylaws Committee, or the District Executive Committee. Suggestions must be in writing and, while they can be initiated and sent to the District Governor at any time, they must be received by the Governor not less than ninety (90) days prior to the scheduled District Conference. The District Governor shall formalize such suggestions and forward them to the District Bylaws Committee for review and comments, following which they will be sent to the District Executive Committee. After these reviews, the District Governor shall send a copy of the proposed changes, along with the Executive Committee's recommendations to the Clubs of the District not less than four (4) weeks prior to the District Conference. The proposed changes shall be submitted for consideration at the District Conference, and must be approved by two-thirds of the delegates of the Clubs present.
- 9.2 To assure continuity, the Bylaws Committee shall be comprised of three (3) Past District Governors serving three-year staggered terms, and two (2) Rotarians who are not PDGs but who have served as Club Presidents. Each incoming District Governor, before taking office, shall select one (1) Past Governor to serve a three-year term, and two (2) Past Club Presidents, who can serve consecutive terms but not to exceed three (3) years on a Committee. Any vacancies on the Committee shall be filled by the Executive Committee.

ARTICLE 10.

GENERAL

- 10.1 These Bylaws are intended to serve as a guide, which will provide continuity in the operation of ROTARY INTERNATIONAL DISTRICT 5440, INC. as well as provide for the protection and proper use of funds which have been provided by the Rotarians and Clubs in ROTARY INTERNATIONAL DISTRICT 5440, INC.
- 10.2 It should be kept in mind by all who are concerned with these Bylaws, or who have occasion to use them, that ours is a voluntary organization that tolerance is to be exercised in all matters. The guiding influence should always be the Object of Rotary, as incorporated in ARTICLE IV of the Constitution of Rotary International, and the things we think, say, and do should be measured by the Four Way Test.