

**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 5630, INC.**

PREAMBLE

The Rotary clubs of District 5630 of Rotary International have adopted these Bylaws. District 5630 of Rotary International, Inc., was formed as a corporation in order to continue the legal existence of the unincorporated non-profit association of Rotary Clubs in central and western Nebraska that was known as "District 5630, Rotary International."

**ARTICLE I
NAME AND OBJECTIVES**

- A. *Name.* The name of this organization shall be Rotary International District 5630, Inc. It is referred at times in these Bylaws simply as "District 5630" or the "District."
- B. *Objectives.*
1. To provide structure for Rotary Clubs assigned to it by Rotary International; to provide support to these Rotary Clubs in their pursuit of programs and activities that promote the object of Rotary; and to encourage, promote, extend, and supervise Rotary throughout the territory assigned to it by Rotary International.
 2. To conduct District Conferences.
 3. To conduct projects and activities that are consistent with its non-profit purposes and the object of Rotary.
 4. To hold, manage, sell, and lease personal and real property and to invest and re-invest corporate funds in any type of property or security which the Board of Directors (hereinafter the "Board") may deem advisable whether or not such investments are of the type or character authorized by the Laws of the State of Nebraska for the investment of trust funds, and to enter into such contracts and execute such conveyances, instruments, and releases as may be necessary and proper to carry out the objects and purposes of the Corporation.
 5. To engage in any other permitted activities for corporations 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).

6. To continue without break the legal identity of an unincorporated non-profit association of Rotary Clubs in central and western Nebraska that was a District of Rotary International and was known as “District 5630, Rotary International.”
7. Notwithstanding any other provision of these articles, 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).

ARTICLE II
MEMBERS, DUES, AND ANNUAL MEETING OF THE MEMBERSHIP

- A. Members. The membership of the District shall consist of the Rotary clubs that Rotary International assigns to the District.
- B. Dues. Each club shall pay annual per capita dues to the District at the rate established at the Annual Meeting immediately before the year in which the dues are payable. The membership on which the per capita dues are based shall be the membership number on July 1 of the year in which the dues are payable that is sent to Rotary International as the official membership of the club. Dues shall be due and payable 15 days after the District Treasurer mails the billing statement to the club.
- C. Voting Rights of Members. Each club shall have one elector for each 25 members or portion thereof, as determined by the District Governor's membership report for the month immediately before the District Conference. All clubs shall have at least one elector regardless of size. The secretary of each club shall submit to the District Secretary or District Executive Secretary a proxy designating the names of each elector and designating the names and order of any alternate electors. Each elector shall have only one vote.
- D. Annual Meeting. The Annual Meeting of the District is the formal annual business meeting of the District. It shall be held during the District Conference. If the Board establishes a different time or place for the Annual Meeting, it shall send to the member clubs written or electronic notice of the time and place of the Annual Meeting at least 30 days, but not more than 60 days, before the date of the meeting.
- E. Special Meetings. The Board may call a special meeting of the members. The Board shall send written or electronic notice of the time and place of any special meeting at least 30 days, but not more than 60 days, before the date of the meeting.
- F. Quorum. The electors present shall constitute a quorum.

G. Business of the Annual Meeting. The business that may be conducted at the Annual Meeting shall include:

1. Election of the Representative or Delegate to the Council on Legislation, and the District's Representative to the Nominating Committee that selects the directors of Rotary International;
2. Consideration of any amendments to the Articles of Incorporation or Bylaws that are properly submitted;
3. Approval of a budget;
4. Setting the per capita dues for the next fiscal year;
5. Consideration of all resolutions that have been properly submitted; and
6. Other business as shall properly come before the Annual Meeting.

ARTICLE III BOARD OF DIRECTORS

A. Number. A Board consisting of nine members shall oversee the business and affairs of the District.

B. Composition. The Board shall be composed of the:

1. District Governor;
2. District Governor-elect;
3. District Governor-nominee;
4. District Secretary;
5. District Treasurer;
6. District Trainer; and
7. The three most recent Past District Governors of District 5630 who reside within the District.

C. Meetings. The District Governor or any three directors may call a meeting of the Board. Notice of any meeting of the Board shall be given at least seven days prior thereto by written notice delivered personally or sent by United States mail, electronic mail, or fax. Mailing a notice shall be deemed delivered when

deposited in the United States mail in a sealed envelope properly addressed and with postage thereon paid. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

- D. Quorum. A quorum shall consist of more than one-third of the number of Directors in office.
- E. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE IV OFFICERS

- A. District Governor. The District Governor shall serve as the President and shall be the chief executive officer of the District. The District Governor shall perform the customary duties of a president and a chairperson of the Board and those assigned by Rotary International and these Bylaws. The District Governor shall serve as an ex-officio member of all District Committees except the Nominating Committee for the District Governor-elect and District Governor-nominee. The District Governor shall be elected for a one-year term in the manner set forth by Rotary International and these Bylaws. The District budget shall include an allowance for the expenses of the Governor.
- B. District Secretary. The District Governor shall appoint the District Secretary for a one-year term. The District Secretary shall be responsible for keeping and maintaining the records of the District including, but not limited to, records of the Annual Meeting, District Conference, and District Assembly. The District Governor may assign additional duties to the District Secretary.
- C. District Treasurer. The District Governor shall appoint the District Treasurer for a one-year term. The District Treasurer shall serve as custodian of District Designated Funds, District Simplified Grant funds and all the other funds of the District except that a District Conference Treasurer may serve as the custodian of District Conference funds. The District Treasurer shall be responsible for the billing and collection of District dues. The District Governor may assign additional duties to the District Treasurer.
 - 1. Assistant District Treasurer. The District Governor may appoint an Assistant District Treasurer for a one-year term. In an emergency, in the absence of the District Treasurer from the District, or in the case of

permanent vacancy of the office of District Treasurer, the Assistant Treasurer shall immediately fulfill the duties of the District Treasurer.

2. *District Conference Treasurer.* The District Governor may appoint a District Conference Treasurer to receive and disburse all funds associated with the District Conference. The District Conference Treasurer shall provide the District Treasurer and the Board with a complete accounting of all District Conference funds. The District Conference Treasurer shall deliver to the District Treasurer any fund balance remaining after payment of all expenses of the District Conference.
 3. *Bond.* The District Treasurer and the Assistant District Treasurer shall be bonded. The District Governor shall determine the amount of the bond. The District shall pay the cost of the bond.
- D. *District Governor-Elect.* The District Governor-elect shall serve as the First Vice President. The District Governor-elect shall assume this office in the manner set forth by Rotary International, these Bylaws, and Resolutions approved by the District. The District Governor-elect shall be certified to Rotary International for election at the Rotary International Convention following the nomination and election process. The District Governor shall assume the office of District Governor in the year immediately after serving as District Governor-elect. If the District Governor is unable to complete his or her term, the Board of Directors of the District shall recommend the District Governor-elect to the Board of Directors of Rotary International as the Rotarian to fulfill the office of District Governor. The District Governor-elect shall serve as an ex-officio member of all District Committees except the Nominating Committee for the District Governor-elect and District Governor-nominee. The District budget shall include an allowance for the expenses of the District Governor-elect. The District Governor may assign responsibilities to the District Governor-elect.
- E. *District Governor-Nominee.* The District Governor-nominee shall serve as the Second Vice President. The District Governor-nominee shall be elected for a one-year term in the manner set forth by Rotary International, these Bylaws, and Resolutions approved by the District. The District Governor-nominee shall assume the office of District Governor-elect in the year immediately after serving as District Governor-nominee. If the District Governor-elect is unable to fulfill the duties of District Governor-elect or to assume the position of District Governor, the District Governor-nominee shall, upon certification by the District Governor and with notice to all clubs, assume the position of District Governor-elect. If the District Governor-nominee ends up assuming the office of District Governor instead of the District Governor-elect, then the Nominating Committee shall select a District Governor-elect and a District Governor-nominee at its next meeting. The District Governor-nominee shall serve as an assistant to the District Governor. The District budget shall include an allowance for the expenses of the

District Governor-nominee. The District Governor may assign responsibilities to the District Governor-nominee.

F. *District Trainer*. The District Governor shall appoint the District Trainer for a one-year term. The District Trainer shall assist the District Governor-elect with all District Training including, but not limited to:

1. Assistant Governor Training;
2. District Team Training Seminar;
3. Presidents-elect Training Seminar; and
4. The District Assembly.

Specific responsibilities shall include the following:

1. Planning the program content and time schedule in cooperation with the District Governor-elect;
2. Handling the logistical arrangements and coordinating the registration process;
3. Obtaining speakers, group discussion leaders, and other volunteer positions as approved by the District Governor-elect; and
4. Developing a training sequence and materials for group discussion leaders.

ARTICLE V EXECUTIVE COMMITTEE

The Executive Committee shall be composed of:

1. District Governor;
2. District Governor-elect;
3. District Governor-nominee;
4. District Secretary;
5. District Treasurer;
6. District Trainer; and
7. The most immediate Past District Governor residing in the District.

The District Governor shall serve as the chairperson of the Committee. The Executive Committee shall exercise all powers of the Board when the Board is not in session. It shall make decisions between meetings of the membership and between meetings of the Board on behalf of the District on matters requiring immediate attention.

ARTICLE VI DELEGATE TO THE COUNCIL ON LEGISLATION

- A. Eligibility. Only Past District Governors shall be eligible to serve as a representative, delegate, or alternate.
- B. Duties. The Representative to the Council on Legislation shall serve as the District's representative or delegate to the Council on Legislation. The Representative shall:
 - 1. Prepare a summary of the proposals to be considered by the Council on Legislation; and
 - 2. Secure from the Rotary clubs in the District opinions on these proposals.
- C. Nominations. The Council of Governors and any club that has eligible candidates may submit nominations. Nominations shall be sent to the Chairperson of the Council of Governors at least 45 days before the Annual Meeting. Nominations shall be certified by the Chairperson of the Council of Governors or the President of the club making the nomination and shall state the willingness and ability of the nominee to serve in this capacity.
- D. Election. Two years before the year in which the Rotary International Council on Legislation meets, the District shall elect at its Annual Meeting a representative or delegate and at least one alternate. Election shall be by the duly designated electors and chosen in accordance with the Bylaws of Rotary International.

ARTICLE VII ASSISTANT DISTRICT GOVERNORS

- A. Selection. Before the Presidents-Elect Training Seminar (PETS), the District Governor-elect shall select an Assistant District Governor for each of the areas comprising the District. The maximum term of an Assistant District Governor is three years with the second and third years of the term contingent upon the approval of the new District Governor.
- B. Responsibilities. The Assistant District Governors shall:
 - 1. Assist the District Governor in developing goals and committee assignments and in other ways as requested by the District Governor;

2. Attend the Assistant District Governors' Training Session, the Presidents-elect Training Seminar (PETS), the District Conference including the Annual Meeting, and the District Assembly;
3. Attend and actively promote all District meetings and arrange for any area meetings as directed by the District Governor;
4. Meet with and assist the incoming club presidents and secretaries in their assigned area before the beginning of the Rotary year in order to discuss and review the clubs goals and Summary of Club Plans and Objectives;
5. Visit each club in his or her assigned area at least quarterly and meet with the club presidents and secretaries to review with them the business of the club and the objectives of the District and Rotary International;
6. Assist in the preparation of, and attend, the District Governors' official visit to the club;
7. Monitor the progress of each assigned club and communicate with the District Governor regarding the progress or problems that may have developed; and
8. Perform those additional duties that the District Governor assigns.

**ARTICLE VIII
PRESIDENTS-ELECT TRAINING SEMINAR (PETS)**

Each year the District shall hold a Presidents-elect Training Seminar (PETS) individually as a District or in conjunction with a multi- PETS alliance for the presidents-elect of the member clubs. The District Governor-elect, assisted by the District Trainer, shall preside over PETS. The purpose of PETS is to develop club presidents who have necessary skills, knowledge, and motivation to create an effective club as defined by Rotary International.

**ARTICLE IX
DISTRICT COMMITTEES**

A. General.

1. Appointment of Chairpersons. The District Governor-elect shall appoint the chairperson of District Committees and Subcommittees except for those committees for which the Bylaws or Rotary International specify a different method. The District Governor-elect shall make these appointments before the District Conference that precedes his or her term as District Governor. Whenever possible, chairpersons should be asked to serve for at least two years subject to the right of the next District

Governor-elect to choose a different chairperson. Selection of a Vice Chairperson is advisable as this practice promotes continuity.

2. Committee Members. All committees should be composed of Rotarians who represent a cross section of clubs in the District. The District Governor or the chairperson of a committee shall appoint the members of the committee except for those committees for which the Bylaws or Rotary International require a different method.
 3. Committee Expenses. Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments are reimbursable from District funds when the expenses are included in the budget and are substantiated.
 4. Quorum. A quorum shall consist of those committee members present.
 5. Special Committees. The District Governor may establish special committees. The District Governor shall appoint the chairperson and members and define the committee's scope, duties, duration, and budget, if any.
 6. Ex-officio Members of Committees. Ex-officio members of committees shall have all the rights of committee members, except the right to vote. Ex-officio committee members shall not count toward any required quorum.
 7. Policies and Procedures of Committees. The policies and procedures of the committees shall be developed and modified by the Policy and Procedures Committee.
- B. Audit Committee. An audit of the books of accounts of the Rotary District Treasurer shall be made each year for the preceding year ending June 30. This audit shall be made by the Audit Committee. The chairperson shall submit the audit report to the District Governor as soon as it is received. Within 30 days of the receipt of the audit report the District Governor shall send a copy of the report along with a copy of the year-end financial statement to each Rotary Club President.
- C. Awards Committee. The District Governor shall appoint the members of the Committee after receiving input from its chairperson. In selecting the other members of the Committee, the District Governor shall give preference to chairpersons of other District Committees and Subcommittees that annually present awards. The Committee shall:

1. Assure that as many of the annual awards of the District as possible, which are listed in the Policies and Procedures Manual of the District, are presented at the District Conference; and
 2. Assure that all awards fairly recognize the excellence and achievements of clubs, individuals, chairpersons, and others in the District.
- D. Bylaws Review Committee. At least once every three years and especially during the year following the Rotary International Council on Legislation, the District Governor shall appoint a Bylaws Review Committee that shall review these Bylaws to assure they reflect Rotary International changes and District resolutions and amendments.
- E. Council of Governors. The Council of Governors is composed of:
1. District Governor;
 2. District Governor-elect;
 3. District Governor-nominee;
 4. District Secretary;
 5. District Treasurer; and
 6. All Past District Governors of Rotary District 5630, all other Past District Governors of Rotary International who reside within the District and all of whom are members of a Rotary club within the District.

The District Governor shall serve as chairperson.

The Council shall:

1. Advise and counsel the District Governor; although the authority and/or responsibilities of the District Governor shall in no way be impaired or impeded by the advice and counsel of the Council of Governors;
2. Propose a qualified delegate and alternate delegate to the Rotary International Council on Legislation two years before the year that this Council meets;
3. Propose a qualified delegate and alternate delegate (who would serve if the delegate were unable to serve) to represent the District on the Zone Nominating Committee for Directors of Rotary International;

4. Adopt all policies and procedures in the Policies and Procedures Manual of the District; and
 5. Meet at least twice per year; once after the International Assembly and at least one other time during the Rotary year.
- F. District Conference Committee. The District Governor shall appoint the members of the Committee, which shall be composed of the number of members necessary to conduct a successful conference. The Committee shall plan, organize and conduct the District Conference by developing a comprehensive and balanced program that includes innovative, timely, and educational presentations on subjects of Rotary and local interest, all of which must conform to Rotary International content guidelines. The District Governor may appoint a District Conference Treasurer to receive and disburse all funds associated with the District Conference. The District Conference Treasurer shall provide the District Treasurer and the Board with a complete accounting of all District Conference funds. The District Conference Treasurer shall deliver to the District Treasurer any fund balance remaining after payment of all expenses of the District Conference. If the District Governor appoints a District Conference Treasurer, then the District Conference Treasurer shall be a member of the Committee.
- G. Finance Committee. The Committee shall be comprised of five persons:
1. District Treasurer
 2. District Governor
 3. District Governor-elect
 4. The last two Past District Governors residing in the District. (If the District Treasurer is one of the two Past District Governors, then the third most recent past District Governor residing in the District shall be the second Past District Governor on the Committee.)
 5. The District Governor-elect shall serve as chairperson of the Committee. The District Governor-nominee, and, if selected, the person to become the next District Governor-nominee shall all serve, without vote, as ex-officio members.

The Committee shall:

1. Prepare a budget of income and expenses of the District for the forthcoming year and submit it to the Annual Meeting for review and approval;

2. Send a copy of the proposed budget to each club president-elect at least 30 days before the Annual Meeting;
3. Carry out other duties that the District Governor assigns; and
4. Approve requests for unbudgeted expenses.

H. Long-Range Planning Committee. The Committee shall be composed of:

1. Immediate Past District Governor, who shall serve as its chairperson;
2. District Governor;
3. District Governor-elect;
4. District Governor-nominee; and
5. The Past District Governor who immediately preceded the Past District Governor.

The Committee shall:

1. Provide in depth discussion and practical solutions to various subjects or topics of concern in the operation of the District that have been identified by the District Governor or Council of Governors; and
2. Provide periodic reports (but no less frequently than annually) to the District Governor, Council of Governors, and District Conference.

I. Membership and Extension Committee. The Committee shall:

1. Identify, qualify, and charter new Rotary clubs in the District;
2. Assist the sponsoring club in assuring that the new club receives an official review every quarter during the first year of its existence;
3. Assist, as necessary, in guiding the officers of the new club for a period of at least one year;
4. Work directly with club membership development committees, particularly with those clubs that are showing a decrease or little or no increase in membership;
5. Provide information about District membership development progress for all District meetings;

6. When invited, provide programs about membership development at District and club meetings;
7. Undertake other activities appropriate to accomplishing the committees objectives; and
8. Conduct an annual membership seminar.

J. Nominating Committee.

1. Composition. The Committee shall be composed of the five most recent Past District Governors. One member shall be the immediate Past District Governor and the other four Past District Governor members shall be active members who reside in and are members of a club within the District.
2. Responsibilities. The Committee shall seek out and propose the best qualified candidate who is available to serve for the office of District Governor-nominee and for the office of District Governor-elect, if necessary. The District Governor-nominee shall be nominated in accordance with the Bylaws of Rotary International, these Bylaws, and Resolutions of the District.
3. Nominating Method. The nominating method approved by Rotary International shall be used unless a different Rotary International approved method is approved by a time-limited resolution passed at the prior District Conference.

K. Resolutions Committee. The District Governor shall appoint the Committee. The chairperson shall be a Past District Governor. The Committee shall entertain and prepare appropriate resolutions for action by the District at the Annual Meeting. Resolutions, other than those prepared by the Committee, must be received by the Chairperson and the District Governor at least 30 days before the Annual Meeting.

L. Rotaract Committee. The Committee shall be composed of the chairperson and as many other members as are needed to carry out its responsibilities. The Committee shall:

1. Assist clubs in organizing Rotaract clubs in their communities; and
2. Promote the merits of organizing Rotaract clubs.

M. Interact Committee. The Committee shall be composed of the chairperson and as many other members as are needed to carry out its responsibilities. The Committee shall:

1. Assist clubs in organizing Interact clubs in their communities; and
 2. Promote the merits of organizing Interact clubs.
- N. Rotary Foundation Committee. The District Governor shall appoint the members of this Committee after consulting with its chairperson. The District Rotary Foundation Chair shall be appointed for a three-year term in accordance with Rotary International Bylaws and the Manual of Policy and Procedure. Such appointment shall be by the District Governor, District Governor-elect and the District Governor-nominee who will be serving during that three-year period. The Committee shall organize and coordinate all District Foundation activities and programs including Foundation giving, the utilization of Foundation grants and an annual District Foundation Seminar to promote giving to the Rotary Foundation. The Committee generally conducts its business through the use of subcommittees. The chairperson serves on and is responsible for the supervision of all District Foundation Subcommittees. The chairperson, in consultation with the District Governor and others (as provided for in the District Policies and Procedures Manual), authorizes the use of District Designated Funds (DDF) made available by Rotary International.

Subcommittees of Rotary Foundation Committee:

1. Annual Program Funds Subcommittee. The Chairman and such other Members as are needed to carry out the Subcommittee's responsibilities shall be appointed by the District Governor. In appointing members, the District Governor shall give special consideration to those Rotarians who have experience in areas such as annual giving, planned giving, and grants. The Subcommittee shall:
 - a) Promote contributions to the Foundation in support of the Districts' established goal for Annual Giving.
 - b) Encourage Rotarians to become Paul Harris Fellows, Paul Harris Multiple Fellows, Rotary Foundation Sustaining Members, Paul Harris Society Members and White Hat Society Members.
2. Scholarship Subcommittee. The Chairman and as many other members as are needed to carry out the Subcommittee's responsibilities shall be appointed by the District Governor.

The Subcommittee shall:

- a) Solicit and select candidates for The Rotary Foundation Scholarship Program;

- b) Provide support and counseling for Rotary Scholars assigned to District 5630;
 - c) Encourage the Rotary Scholars to make presentations at meetings of the clubs in the District following their year of study abroad; and
 - d) Communicate information about the Scholars to the District.
3. Rotary Foundation Group Study Exchange Subcommittee. The Subcommittee shall be comprised of the District GSE Chair, as Chair, the DG, DGE, the Immediate Past DG, and three Rotarians on a rotating basis, each on a staggered term, and the GSE Team Leader after that person has been selected. The Subcommittee shall:
- a) Solicit and select candidates who will comprise the Districts Group Study Exchange Team, including the Team Leader, which will visit another country as representatives of Rotary District 5630; and
 - b) Encourage members of the Group Study Exchange Team to make presentations at meetings of the clubs in the District following their return to the District.
4. Rotary Foundation Grants Subcommittee. The Subcommittee shall be composed of a chairperson and as many other members as are needed to carry out its responsibilities.

The Subcommittee shall:

- a) On a regular and continuing basis, Inform clubs and District project committees that are planning international service projects of the kinds of Foundation grants that can help them with those projects; and
 - b) Assist clubs in making applications for the various grants available from the Rotary International Foundation.
5. Rotary Foundation Permanent Fund Subcommittee. The Subcommittee shall be composed of a chairperson and as many other members as are needed to carry out its responsibilities. The Subcommittee shall identify, contact, and thank actual and potential donors of major outright gifts or planned gifts in support of the Permanent Fund. The Subcommittee shall encourage Rotarians within the District to become Benefactors and Bequest Society Members.

6. World Peace Scholarship Subcommittee. This Subcommittee shall be composed of a Chairman and as many other members as are needed to carry out its responsibilities. This Subcommittee shall promote the World Peace Scholarship Program and recruit qualified candidates.
 7. Rotary Foundation Alumni Subcommittee. The Subcommittee shall be composed of a chairperson and as many other members as are needed to carry out its responsibilities. The Subcommittee shall maintain a complete, correct and updated list of present and past Rotary Foundation program leaders and members including, but not limited to, Ambassadorial Scholars, Group Study Exchange Team members, Rotary Volunteers, and recipients of University Grants.
 8. Rotary Foundation Polio Plus and Partners Subcommittee. The Subcommittee shall be composed of a chairperson and as many other members as are needed to carry out its responsibilities. The Subcommittee shall:
 - a) Encourage all clubs in the District to participate in at least one activity that supports the promotion of polio eradication, including fundraising activities;
 - b) Coordinate with various Polio Eradication committees and agencies in the implementation of polio eradication activities; and
 - c) Serve as an information source for any activities involved in fundraising for polio eradication.
- O. Rules and Procedures Committee. The Chairman shall be a Past District Governor and there shall be as many other members as are needed to carry out the Committee's responsibilities. The Committee shall:
1. Advise and assist District Governors on nominations and elections and other matters involving Rotary International's constitutional documents; and
 2. Develop and keep current a Policies and Procedures Manual for the District.
- P. World Community Service Committee. The Committee shall be composed of a Chairperson and as many other members as are needed to carry out its responsibilities. The Committee shall promote and create opportunities for clubs to participate in World Community Service projects.

- Q. Youth Exchange Program Committee. The Committee shall be comprised of a Chairperson and the following members: Outbound Coordinator, Inbound Coordinator, District Compliance Officer, Youth Protection Officer and Abuse Prevention Coordinator – each of whom shall serve a minimum of to-year terms. In addition to the Chair and other Committee Members, the Youth Exchange Officer of each club that hosts or sponsors a youth exchange student shall be an ex-officio member of the Committee during that year if the club Youth Exchange Officer is not already a voting member of the District Committee.

The Committee shall:

1. Coordinate certain Youth Exchange Program activities within Rotary District 5630;
 2. Promote the program in all schools in the District that have students between the ages of 15 and 19;
 3. Select candidates that are acceptable to the receiving District;
 4. Assure that the students from other countries attending schools within District 5630 are oriented and otherwise provided for;
 5. Encourage both in-bound and out-bound youth exchange members to attend meetings of Rotary clubs and give presentations about their experiences; and
 6. Shall abide by and conform to the rules and regulations of S.C.R.Y.E. (South Central Rotary Youth Exchange, Inc.) which is the Rotary Multi-District recognized by Rotary International and organized to assist member districts and other Rotarians in youth exchange activities.
- R. RYLEA Committee. This Committee shall be composed of a Chairperson, the Girls Camp Director, the Boys Camp Director and as many other members as are needed to carry out its responsibilities. This Committee shall oversee the RYLEA program of the District.

ARTICLE X INDEMNIFICATION

The District shall indemnify any person who is or was a Director, Officer, or a member of any committee or Counsel of the District who was, is, or is threatened to be made a named defendant or respondent to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative and whether formal or informal which arises out of such individual's actions in his or her official capacity with the District.

Such indemnification shall be for all expenses (including attorneys fees), judgments, fines and amounts paid in settlement – all of which are actually and reasonably incurred provided that the individual:

1. Conducted himself or herself in good faith; and
2. Reasonably believed that:
 - a) In the case of conduct in his or her official capacity with the District, that his or her conduct was in its best interests;
 - b) In all other cases, that his or her conduct was at least not opposed to its best interests; and
 - c) In the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

The District shall not indemnify anyone under this Article X:

1. In connection with a proceeding by or in the right of the District in which the individual was adjudged liable to the District; or
2. In connection with any other proceeding charging improper personal benefit to the individual, whether or not involving action in his or her official capacity, in which the individual was adjudged liable on the basis that personal benefit was improperly received by the individual.

This Bylaw shall incorporate by reference all provisions of the laws of the State of Nebraska, as presently constituted or as the same may be amended, relative to indemnification of officers, directors, employees and agents.

No indemnification shall be authorized or granted pursuant to this Bylaw except, upon resolution expressly adopted by a majority vote of the electors at a meeting of the membership of the District.

ARTICLE XI MISCELLANEOUS

- A. Conformity with Rotary International Articles of Incorporation and Bylaws. These Bylaws and any amendment thereto are intended to supplement the Articles of Incorporation and Bylaws of Rotary International. If there is any provision in these Bylaws or any amendment to them that conflicts with the Articles of Incorporation or Bylaws of Rotary International, then the provision in the Articles of Incorporation or Bylaws of Rotary International shall supersede the conflicting provision in these Bylaws or amendment thereto unless a different result is

required by Nebraska or federal law in which case the provision required by law shall prevail.

- B. Articles and Bylaws Supersede Previous Legislation. The Articles of Incorporation and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire legislation governing the administration of District 5630 and shall therefore, replace any and all legislation previously enacted by the clubs of this District.
- C. Roberts' Rules of Order. The edition of Robert's Rules of Order, Newly Revised, that is then currently sanctioned by the Roberts' Rules Association governs this organization in all parliamentary situations that are not provided for in the law, these Bylaws, or adopted rules.
- D. Fiscal Year. The fiscal year shall be from July 1 through June 30.
- E. Principal Office. The principal office of the District shall be the address of the District Governor.

ARTICLE XII AMENDMENTS

- A. Amendment Process. These Bylaws may be amended at the Annual Meeting by a majority vote of the electors present and voting provided that no amendment shall be considered unless it has been submitted in writing to the District Governor at least 60 days before the Annual Meeting, and provided further that the District Governor shall give notice of any proposed amendment to all of the clubs in the District at least 30 days before the Annual Meeting of the members. Only the District Governor or a member club may propose amendments to the Bylaws.
- B. Effective Date. Amendments to the Bylaws shall be effective on July 1 following the Annual Meeting at which they were adopted.