

1 incorporation. The addition or removal of a club or clubs from the District pursuant to
2 the Rotary International bylaws shall immediately and automatically result in a
3 corresponding change in the membership of the District.
4

5 **§ D. Term of Service of District Officials:** No Rotarian shall hold the same
6 elective or appointed District position for a term of more than three consecutive years
7 unless otherwise provided herein, or unless judged by the District Governor to be in the
8 best interest of the district.
9

10 **§ E. Proxy Voting:** It is in the best interests of Rotary in the District for
11 committee members and representatives of District clubs to participate and vote in
12 District matters according to their best judgment based upon debate and discussion.
13 Except where specifically required or permitted by Rotary International, proxy voting,
14 shall not be permitted in the conduct of District affairs, including District Committee
15 deliberations, the District Assembly, and the Council on District Legislation or such
16 gatherings at which Club Presidents are expected to assemble for the purpose of ratifying
17 the proposed budget of an upcoming Rotary year - normally the annual Presidents-Elect
18 Training Seminar (PETS).
19

20 **§ F. Rules of Order:** The then current edition of *Roberts' Rules of Order* shall
21 govern the conduct of District business, unless and to the extent that such rules contradict
22 the current Rotary International Manual of Procedure, the Articles of Incorporation of
23 Rotary International District 5500, Inc., these Bylaws, or any special provision adopted by
24 the District.
25

26 **§ G. District Files and Other Property:** The location of the District office, where
27 the official files shall be kept, shall be designated by the District Governor. The
28 Immediate Past District Governor shall pass the official files, together with any District-
29 owned properties, other than the District 5500 Fund, to the District Governor on July 1.
30 The Immediate Past District Governor shall pass the custody of the District 5500 Fund to
31 the District Governor on or before August 1.
32

33 **§ H. Past District Governors and Past Presidents:** Each Past District Governor is
34 a former officer of Rotary International and not of the district in which he or she served.
35 As such, each Past District Governor who is a member, other than honorary, in good
36 standing of a District club is entitled to all the privileges of, and shall be treated in all
37 respects as, a Past District Governor who served in District 5500 or one of its predecessor
38 districts. For the purposes of service as a "Past District Governor" in any position or
39 office within District 5500, no person shall be deemed a Past District Governor and
40 eligible to serve in such position or office until July 1 following his or her year of service

1 as District Governor. For the purposes of service as a District Club "Past President" in
2 any position or office within District 5500, no person shall be deemed a Past President
3 and eligible to serve in such position or office until July 1 following his or her year as
4 service as Club President.
5

6 **§ I. Meetings of the Board of Directors:** The Board of Directors shall meet at
7 least quarterly during the Rotary fiscal year, on such dates as may be established by the
8 District Governor. Such meetings may be conducted in person or by teleconference as
9 directed by the District Governor.
10

11 **§ J. Annual Corporate Report:** The District Governor shall report annually to the
12 District Clubs on the status of the District corporation.
13

14 **Article II - District Officers**

15

16 **§ A. District Governor:** The District Governor nominated and elected as stated
17 herein, shall be the chief executive officer/president of the District, and shall exercise all
18 powers customary to such office, and such other duties as may be delegated by the Board
19 of Directors. The District Governor or his or her designate shall preside at all meetings of
20 the District. District Governor shall appoint Assistant Governors, who shall be Past
21 Presidents as defined herein, to serve during his or her term.
22

23 **§ B. Immediate Past District Governor:** The Immediate Past District Governor for
24 the District shall preside at all meetings of the District in the place and stead of the
25 District Governor in his or her absence, and in the absence of the District Governor's
26 designate.
27

28 **§ C. District Governor-Elect:** The District Governor selected by the District
29 Governor Nominating Committee pursuant to Article III, § B herein shall be the District
30 Governor- Elect during the year prior to his or her term as District Governor.
31

32 **§ D. District Secretary:**
33

34 **¶ 1. Appointment:** The District Governor-Elect shall appoint a Rotarian
35 knowledgeable in Rotary and familiar with District meetings and procedures to serve as
36 District Secretary for a term concurrent with such District Governor-Elect's year of
37 service as District Governor. The District Secretary shall not also serve as District
38 Treasurer during the same Rotary year.
39

1 **¶ 2. Duties:** The District Secretary shall:
2

3 (a) Assist the District Governor in making arrangements for District
4 meetings and shall compile proper minutes of all such meetings.
5

6 (b) Handle correspondence as directed by the District Governor.
7

8 (c) Maintain complete files and records of all District business.
9

10 (d) Act as secretary of the Council on District Legislation.
11

12 (e) Prior to the end of the Rotary year, and after consultation with and
13 direction from the District Governor-Elect, procure (or cause to be procured) an approved
14 insurance policy or policies providing comprehensive blanket and officer and director
15 liability insurance coverage for the benefit of the District, its clubs and the clubs'
16 members and leadership for the coming year.
17

18 (f) Collect and maintain records of District personnel, activities, events,
19 regulations and resolutions.
20

21 (g) Catalog and file all visual material in such manner that they may be
22 available for reference.
23

24 (h) Report the condition and extent of the District records to the District
25 Governor on or before September 1.
26

27 (i) Perform such other routine duties as requested by the District Governor.
28

29 (j) At the end of his or her term, deliver all continuing committee files to
30 the District Governor on July 1.
31

32 **§ E. District Treasurer**
33

34 **¶ 1. Appointment:** The District Governor-Elect shall appoint a Rotarian
35 knowledgeable in Rotary and familiar with District finances who is knowledgeable in
36 general accounting principles and ready, willing and able to accept training in Rotary
37 accounting practices, to serve as District Treasurer for a one-year term, concurrent with
38 such District Governor-Elect's year of service as District Governor. The District Treasurer
39 shall serve as an ex-officio member of the District Finance Committee. The District
40 Treasurer shall not also serve as District Secretary during the same Rotary year.

1
2 **¶ 2. Duties:** The District Treasurer shall:
3

4 (a) As soon as practicable after July 1, forward to each District club a
5 statement of its *per capita* dues based on the July 1 membership, or the most recent
6 membership prior thereto, reported to the District by its club secretary. Such statement is
7 payable upon receipt to the District Treasurer.
8

9 (b) Promptly pay all District expenses upon receipt of proper documentation
10 supporting such payment.
11

12 (c) Properly account for all District funds.
13

14 (d) Serve as custodian and maintain an inventory of District properties and
15 secure receipts for all properties loaned.
16

17 (e) Report the condition and extent of the District properties to the District
18 Governor annually, on or before August 1.
19

20 (f) At the end of his or her term, deliver all financial records and funds of
21 the District to the District Governor on or before August 1.
22

23 **Article III - District Committees**
24

25 **§ A. Finance Committee:**
26

27 **¶ 1. Composition:** The Finance Committee shall consist of (i) three Past District
28 Governors of Rotary International and (ii) two Past Presidents who are Active members in
29 good standing who are not Past District Governors, who are willing and able to serve. The
30 Past District Governor whose term is expiring shall serve as Chairman. The Immediate
31 Past District Governor, the District Governor, the District Governor-Elect, the District
32 Governor-Nominee, the District Treasurer and the immediate past District Finance
33 Committee Chair shall serve as ex-officio members of the Finance Committee with voice
34 but without a vote.
35

36 **¶ 2. Election:** Each year at the Council on District Legislation (see Article IV, §
37 D herein), to fill the vacancies which will be created by term expirations on June 30, the
38 District clubs shall elect (i) one Past District Governor (other than the sitting District
39 Governor), for a three-year term and (ii) two Past Presidents who are not Past District

1 Governors, for a one-year term. No member of the Finance Committee may be elected or
2 appointed to a successive term. Subject to the foregoing limitations, the District Governor
3 shall fill by appointment any other vacancies occurring on the Finance Committee and
4 said appointment(s) shall be for the duration of the intended term of the member being
5 replaced.

6
7 **¶ 3. Duties:**
8

9 (a) As soon as practicable after August 1, the Finance Committee shall meet
10 with the Immediate Past District Governor, Immediate Past District Treasurer, and
11 District Governor to review the compiled annual statement of Financial Operations for the
12 preceding Rotary Year, the District 5500 Fund, and any other supplemental accountings.
13 The compiled annual statement of District Financial Operations and the District 5500
14 Fund, together with the supplementary accountings, shall be presented to, discussed, and
15 accepted by the Council on District Legislation at the following District Conference.
16

17 (b) On or before September 1, the Finance Committee shall approve for
18 distribution by the District Governor to each club in the District and to each Active Past
19 District Governor residing in the District, a compiled financial statement which meets
20 Rotary International's reporting requirements. **The District Governor shall distribute**
21 **the approved compiled financial statement as stated above no later than October 15.**
22 The compiled statement shall be supplemented with:

23
24 (i) a reconciliation of the difference, if any, between the beginning and ending
25 balance of the District 5500 Fund, and
26

27 (ii) an itemized accounting, prepared in accordance with the minimum financial
28 reporting requirements for Rotary activities as approved from time-to-time by Rotary
29 International, of all funds received and expended during, and all funds remaining at
30 the end of, the Rotary fiscal year; such compiled statement shall be prepared by a
31 qualified person not serving on the Finance Committee.
32

33 (c) The Finance Committee shall meet with the District Governor and the
34 District Governor-Elect to prepare a recommended budget for the following year,
35 utilizing standardized forms as directed by the Finance Committee. The meeting shall
36 take place no later than December 15, which permits final drafting and distribution of the
37 proposed budget to Presidents-Elect 30 days prior to the date on which Presidents-Elect
38 will vote to ratify the budget. The vote shall take place at a time when all District
39 Presidents-Elect are expected to assemble (normally the Presidents-Elect Training
40 Seminar) and not later than April 30. Distribution and presentation of the proposed budget

1 to Presidents-Elect is the responsibility of the District Governor-Elect.
2

3 (d) The Finance Committee shall ensure the timely filing of IRS tax forms 990
4 and all other required state and federal tax forms.
5

6 **§ B. District Governor Nominating Committee:**
7

8 **¶ 1. Composition:** The District Governor Nominating Committee shall consist of
9 the District Governor (who shall be Chairman of the Committee), the three most recent
10 Past District Governors, two Past District Governors to be appointed by the District
11 Governor and one Regional Representative (see ¶ 2, *infra*) from each of the Assistant
12 Governor Regions, all of whom shall reside in District 5500.
13

14 **¶ 2. Selection of Regional Representative:** The Club Presidents in each Assistant
15 Governor Region (as may be designated by the District Governor from time to time) shall
16 select the Nominating Committee member to represent their Region as Regional
17 Representative. It is the responsibility of each Assistant Governor to cause the Club
18 Presidents in his/her Region to convene before May 15 for the purpose of electing a
19 Regional Representative to serve on the Nominating Committee. It shall be the
20 responsibility of each Assistant Governor to forward the name of the elected Regional
21 Representative from his/her Region to the District Governor-Elect on or before June 15.
22 No Past President, except one who later serves on the Nominating Committee later as a
23 Past District Governor, shall serve more than one term on the Nominating Committee.
24

25 **¶ 3. Procedure:**
26

27 (a) On or before November 15, the President of any District club in good
28 standing, which has no outstanding indebtedness to Rotary International or to the District
29 as of the close of the preceding year, wishing to place the name of one of its members in
30 nomination (or, with that club's concurrence) propose a member of another District club
31 in good standing which has no outstanding indebtedness to Rotary International or to the
32 District as of the close of the preceding year) shall file with the Chairman of the
33 Nominating Committee, using forms as approved by RI, a resolution of the club, adopted
34 at a regular club meeting. The resolution shall certify that the candidate meets the
35 Qualifications for District Governor as provided in the current Rotary International
36 Manual of Procedure, and include a picture of the candidate together with a resume and
37 biographical sketch of the candidate's personal and Rotary background. All District clubs
38 should refer to the current Rotary International Manual of Procedure regarding the
39 promotion of a candidate and should nominate the best qualified candidate.
40

1 (b) The Nominating Committee shall meet between January 1 and March 30, to
2 choose a proposed candidate for District Governor Nominee Designate. The Nominating
3 Committee shall not be limited in making its selection to those names submitted by the
4 District clubs. Should no name be submitted by the District clubs, the Nominating
5 Committee nonetheless shall meet and select a qualified candidate *sua sponte* in
6 accordance with the procedure set forth in the remainder of this sub-section. The
7 Nominating Committee as a whole must personally interview each candidate and
8 balloting shall be by secret, single transferable ballot with a simple majority sufficient to
9 select a candidate. The name and club of the candidate proposed by the Nominating
10 Committee shall, within 15 days, be communicated to Club and District leadership,
11 including Assistant Governors, and District committee chairs. Posting such announcement
12 in the next District Governor's newsletter shall be considered sufficient notification.
13

14 (c) Within 30 days of the announcement of the Nominating Committee's
15 choice, any District club that submitted a name of a candidate to the Nominating
16 Committee other than the Nominating Committee's choice may challenge that selection by
17 resubmitting the name of the challenging candidate by resolution adopted by the club at a
18 regular meeting.
19

20 (d) The District Governor shall inform all District clubs through a form
21 prescribed by Rotary International of the name of any challenging candidate who has
22 been proposed as specified above. The District Governor shall also inquire whether any
23 club wishes to concur with the challenge. A District club must file a resolution of the club
24 adopted at a regular meeting to concur with any challenge. Such resolutions must be filed
25 with the District Governor on or before May 15. Only challenges concurred with by at
26 least five other District clubs shall be considered valid.
27

28 (e) The District Governor shall declare the candidate of the Nominating
29 Committee to be the District Governor Nominee Designate where no such challenging
30 nomination has been received by the established date. Such declaration shall be made to
31 all District clubs by May 30.
32

33 (f) The District Governor shall notify all District clubs when a challenging
34 nomination has been received by the deadline and that it continues effective for 15 days
35 after the deadline. Such notice shall include the name and qualifications of each
36 challenging candidate and state that such candidates will be balloted upon in a ballot-by-
37 mail or alternatively at the District Conference. Where no challenge continues effective
38 following the 15-day period, the District Governor shall declare the candidate of the
39 Nominating Committee as District Governor Nominee Designate. The District Governor
40 shall notify all District clubs of such Nominee Designate within 15 days.

1 **§ D. Council on District Legislation:**

2
3 **¶ 1. Composition:** The Council on District Legislation shall be constituted as
4 follows:

5
6 (a) Each District club in good standing, having no indebtedness to Rotary
7 International or the District exceeding 6-months, shall select, certify, and send to the
8 Council on District Legislation one elector for every 25, or major fraction thereof, of its
9 members. For the purposes of these Bylaws the term “major fraction thereof” shall mean
10 thirteen (13) or more. Such membership shall be determined by the number of members
11 in the club as of the most recent semi-annual report to Rotary International. Each elector
12 shall be a member in good standing of the club. An elector must be present at the Council
13 on District Legislation to vote. All clubs in good standing shall be entitled to at least 1
14 elector.

15
16 (b) The District Governor shall serve as Chairman unless unable to so serve in
17 which event the most recent Past District Governor present shall serve as Chairman.

18
19 (c) The District Parliamentarian or his or her designate shall act as an
20 advisor in all matters of parliamentary procedure. The District Secretary or his or her
21 designate shall act as secretary of the Council.

22
23 **¶ 2. Meeting:** The Council on District Legislation shall meet during the District
24 Conference at a time designated by the District Governor. The meeting shall be open to
25 attendance by all Rotarians. Only Electors to the Council, Past District Governors, the
26 Chairman of the Council, and the advising District Parliamentarian, may participate in
27 discussion, except special privilege may be given by the Chairman to any Rotarian to
28 speak. The advising District Parliamentarian may participate in the discussion only to
29 respond to questions with regard to applicable parliamentary procedure.

30
31 **¶ 3. Agenda:** No fewer than 30 days prior to the Council on District Legislation,
32 the District Governor shall forward to each District club President and to each Past
33 District Governor a tentative agenda of matters to be considered at the forthcoming
34 Council including without limitation:

35
36 (a) All resolutions proposing amendments to these bylaws, including a
37 summary of same;

38
39 (b) Election of the members of the District Finance Committee, including the
40 names of nominees;

1
2 (c) Acceptance of the compiled annual statement of the District 5500 Fund
3 and the supplementary accountings provided pursuant to Article III, § A, ¶ 3(a) of these
4 Bylaws;

5
6 (d) Election of the District Representative and alternate to the Rotary
7 International Council on Legislation in those years in which such representatives are
8 elected, including the names of nominees;

9
10 (e) Any other matter proposed by, the District Governor, a District officer, a
11 District committee or a District club, including, where practicable, description of same.

12
13 **¶ 4. Voting:**

14
15 (a) Only Electors (except the District Representative to the International
16 Council on Legislation, and the District Representative to the Zone Nominating
17 Committee) present at the Council on District Legislation shall be entitled to vote on
18 matters submitted to vote. Voting shall be by voice vote, unless, upon duly passed motion
19 made by an Elector voting is required by secret written ballot. Following any voice vote,
20 any Elector shall have the right to demand a poll.

21
22 (b) Each club Elector shall have one vote. The Chairman shall vote only in
23 the event of a tie. Presence of electors from one-third of District clubs shall constitute a
24 quorum for the transaction of business. The affirmative vote of a simple majority of the
25 votes cast shall be required for approval of any matter considered except in the case of
26 amendments to these Bylaws per Article VI. If no District Conference is held or a quorum
27 is not present at the Council on District Legislation, any matter that otherwise could have
28 been determined at such Council may be determined in a ballot by mail in accordance
29 with the current Rotary International Manual of Procedure.

30
31 **Article V - The District 5500 Fund**

32
33 The District 5500 Fund is established for the adequate financing of the administration
34 and development of Rotary in the District and the financing of District-sponsored projects
35 while keeping the cost of membership in Rotary at a minimum. All monies belonging to
36 District 5500 shall be deposited in the name of Rotary International District 5500, Inc. in
37 one or more accounts in federally insured financial institutions or interest earning funds
38 maintaining offices or agents within the geographical boundaries of the District.

1 **§ A. The District Operating Account:** The District Operating Account shall be
2 funded by all the clubs through *per capita* levies based upon membership as of July 1, or
3 most recent membership prior thereto, reported to the District by the club secretary.

4 **¶ 1. Expenditures:** Monies in the District Operating Account may be expended to
5 pay:

6
7 (a) The expenses of the District Governor as delineated in the approved
8 budget.

9
10 (b) The expenses of conducting District affairs including, but not limited to the
11 District Conference, the District Assembly(ies), the Presidents-Elect Training Seminar
12 (PETS), and special District functions.

13
14 (c) The expenses of the District Governor, District Governor-Elect and the
15 District Governor Nominee and their spouses for not more than economy class air fare
16 and basic necessary expenses for attendance at the Zone Institute.

17
18 (d) The expenses of the District Governor-Elect and spouse for not more than
19 economy class air fare and basic necessary expenses for attendance at the Rotary
20 International Convention and the International Assembly held in conjunction with said
21 convention, and those basic expenses for attendance at the Rotary International Assembly
22 and which are above and beyond any reimbursement from Rotary International.

23
24 (e) The expenses of the District representative and spouse for not more than
25 economy class air fare and basic necessary expenses for attendance at the Rotary
26 International Council on Legislation, held every third year, and which are beyond the
27 amount provided by Rotary International.

28
29 (f) Such amounts as may be budgeted toward reimbursement of the
30 expenses of registration for registration and one night lodging for the Presidents-Elect at
31 the Presidents-Elect Training Seminar (PETS). (Each club and/or attendee shall be
32 responsible for all other expenses of PETS, such as meals, transportation and other
33 lodging expenses for its delegates, and for such registration fees as may not be budgeted
34 or reimbursed by the District.)

35
36 (g) The expenses of equipment and supplies required for new clubs chartered in
37 the District, including an initial contribution to the new club's treasury in an amount
38 which may be determined by the Board and included in the District budget. Existing
39 District clubs shall be encouraged to contribute such equipment and supplies to help
40 defray the cost of District funding.

1
2 (h) The premium expense of comprehensive blanket and officer and director
3 liability insurance coverage for the benefit of the District, its clubs and the clubs'
4 members and leadership.

5 (i) Other expenses which the District feels are in the best interest of the
6 District and are approved by the Finance Committee.

7
8 **¶ 2. Budget Overrun Expenditures:** Any line item expenditure of the
9 approved budget may be exceeded by as much as 10% only with the approval of the
10 District Governor. The District Governor shall seek prior approval from the District
11 Finance Committee for any line item overruns expected to be in excess of 10% when
12 practicable. In all cases, it should be the objective of the District Governor to conclude
13 the fiscal year with expenditures not exceeding revenues. At such time as the District
14 Governor realizes an overrun may occur, the Finance Committee Chairman shall be
15 consulted.

16
17 **¶ 3. Proposed Budget:** Each year the District Governor-Elect shall submit to
18 the Finance Committee a requested budget detailing proposed expenditures from the
19 District Operating Account during his or her term for approval by the Finance Committee.
20 Upon approval of the budget by the Finance Committee, such budget shall be presented
21 by the Finance Committee for approval at the District Conference as its recommended
22 budget for the upcoming year. The District Governor-Elect (or in his or her absence, his
23 or her nominee) shall present the Finance Committee's recommended budget to
24 Presidents-Elect at the Presidents-Elect Training Seminar (PETS). The budget shall be
25 adopted upon approval by three-fourths of the Presidents-Elect in attendance. Votes cast
26 on behalf of Presidents-Elect by their designated representatives shall be counted.

27
28 **¶ 4. Unbudgeted Disbursements:** Any unbudgeted disbursement in excess of
29 5% of the total annual budget approved by the District clubs shall be made only upon the
30 prior approval of the Finance Committee. Lesser disbursements from the District
31 Operating Account shall be made at the discretion of the District Governor.

32
33 **¶ 5. Spending Authority:** All withdrawals from the District Operating Account
34 shall be made on the joint signatures of the District Governor and either the District
35 Treasurer or designated alternate, or upon the signature of the District Treasurer and
36 designated alternate upon written approval of the District Governor.

37
38 **§ B. The District Reserve Account:** The District Reserve Account shall be funded
39 from the year-to-year accumulated excess in the District Operating Account. Each year
40 the Immediate Past District Governor shall deposit all excess funds in the District

1 Operating Account into the District Reserve Account within 15 days following
2 acceptance of his/her final financial report by the Finance Committee. With the approval
3 of the Finance Committee, funds in the District Reserve Account may be used for
4 unbudgeted and unanticipated expenses necessary to meet major financial requirements of
5 significant effect upon District operations and programs.
6

7 **¶ 1. Budget Advances:** With the prior approval of the Finance Committee,
8 funds may be advanced to the District Governor-Elect from the District Reserve Account
9 for authorized expenses that are incurred prior to the District Governor-Elect's year of
10 service as District Governor. Such advances may not be used to offset District Governor-
11 Elect expenses already provided for in the then-current budget year. Any such advances
12 shall only be made upon the District Governor-Elect's written request to the Finance
13 Committee, and as soon after becoming District Governor-Elect as practicable. All such
14 advances shall be restored to the District Reserve Account by the District Governor-Elect
15 from the District Operating Account as soon as practicable after he or she assumes the
16 office of District Governor.
17

18 **¶ 2. Surplus Limits:** Prior to the end of the Rotary Year, the balance of the
19 District Reserve Account exceeds \$25,000, such excess may be transferred to the District
20 Operating Account of the District Governor-Elect and applied as a *per capita* credit to
21 District clubs in a manner as determined by the District Governor, according to their
22 membership total at the end of the Rotary Year for which there was an excess.
23

24 **¶ 3. Spending Authority:** Withdrawals from the District Reserve Account
25 must be authorized by the Finance Committee and made on joint signatures of the District
26 Governor and an authorized member of the Finance Committee.
27

28 **Article VI- Amendments to Bylaws and Dissolution**

29

30 **§ A. Proposals:** Any District club or any District committee may submit to the
31 District Governor proposed amendments to these bylaws no fewer than 60 days prior to
32 the meeting of the Council on District Legislation.
33

34 **§ B. Submission:** No fewer than 30 days prior to the Council on District
35 Legislation, the District Governor shall forward to each District Club President and Past
36 District Governor copies of all amendments proposed by the District Governor, a District
37 Club, or a District Committee which are consistent with the current Rotary International
38 Constitution and Bylaws and in keeping with the spirit and principles of Rotary.
39

