

Rotary International District 5500, Inc.
An Arizona Nonprofit Corporation

BYLAWS

**Amended and Restated by the Council on District Legislation (CODL)
on October 7, 2023.**

Article 1 - Definitions

- 1.1. Past District Governor.** Each Past District Governor is a former officer of Rotary International and not of the district in which he or she served. As such, each Past District Governor who is a member, other than honorary, in good standing of a Member Club of D5500 is entitled to all the privileges of, and shall be treated in all respects as, a Past District Governor who served in District 5500 or one of its predecessor districts. For the purposes of service as a “Past District Governor” in any position or office within District 5500, no person shall be deemed a Past District Governor and eligible to serve in such position or office until July 1 following his or her full 12 months of service as District Governor.
- 1.2. Past President.** For the purposes of service as a Member Club “Past President” in any position or office within District 5500, a Rotarian shall be considered a Past President only if he or she has served a full 12-month term as president of a club or be a charter president of a club having served the full term from date of charter to June 30, provided that this period is for at least six months.
- 1.3. Rotary Year.** The Rotary Year begins on July 1 and ends on the following June 30. The Fiscal Year of the District coincides with the Rotary Year.
- 1.4. Assistant Governor.** Assistant Governors serve in geographic regions as determined by the District Governor to assist the District Governor in the execution of his or her duties. The Rotary International Manual of Procedures defines the duties of Assistant Governors.

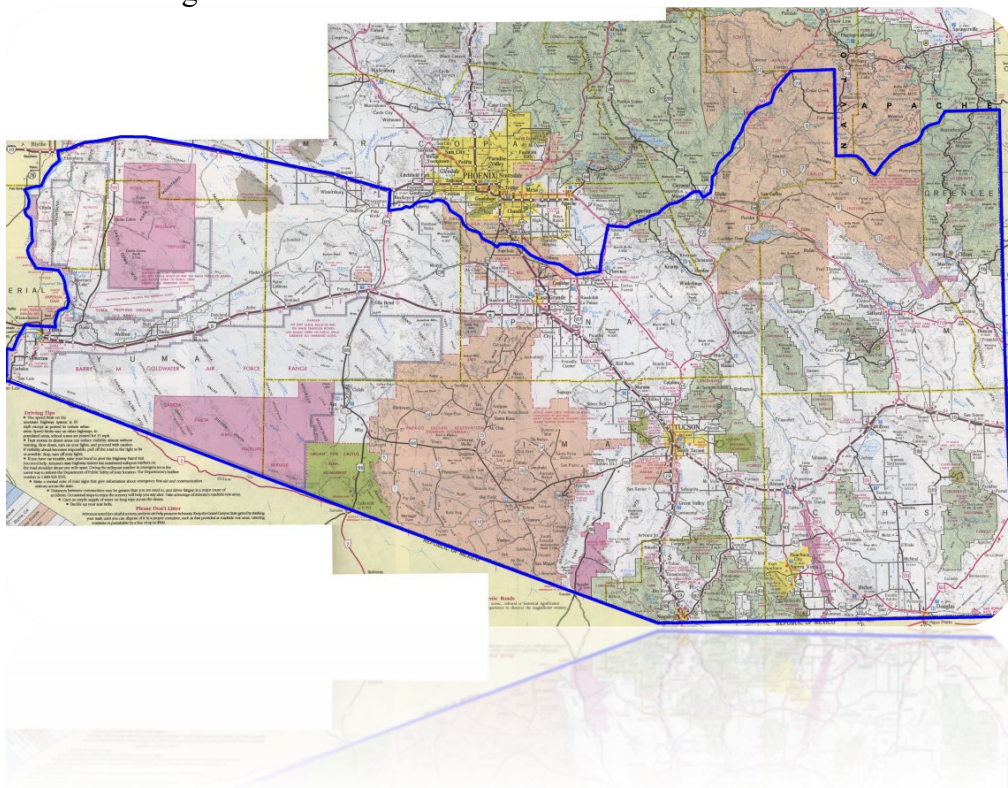
Article 2 – Name and Purpose

- 2.1 Name.** The name of the organization is Rotary International District 5500, Inc., hereinafter referred to as The District. The District is a nonprofit corporation organized under the laws of the State of Arizona. The District operates as a Rotary District under the constitution and bylaws of Rotary International, its parent organization. As such, The District is defined by a geographical territory in which its member clubs are associated for administrative purposes of Rotary International and the conduct of its programs in accordance with the current Rotary International Manual of Procedure.

2.2 Purpose. The District exists to help its member clubs advance the Object of Rotary and should not tend to diminish services provided by its member clubs or District Rotarians.

2.3 District 5500 Boundaries as Established by Rotary International: USA - ARIZONA, the portion south of a line beginning at the southeastern corner of Apache County and following the boundaries of Apache and Navajo counties westward to the intersection of U.S. Highway 60; thence south along U.S. Highway 60 to U.S. Highway 89; thence south along U.S. Highway 89 to the Gila River (including the cities of Globe, Miami, Superior and Florence Junction); thence northwest along the Gila River to U.S. Highway 85; thence north along U.S. Highway 85 to Interstate 10; thence west along Interstate 10 to the state border.

2.4 Rotary International allows and encourages District 5500 to establish new Rotary Clubs within its designated boundaries.



2.5 Rotary Zone. The District is aligned with other districts in accordance with Rotary International guidelines in a Zone. The District may participate in Zone activities, to include a Zone Institute, normally conducted in the fall, and a Zone Assembly, normally conducted in the spring.

2.6 Partnerships with Other Rotary Organizations. The District may from time to time determine that formal partnerships or cooperation with external Rotary organizations may be beneficial to the District. Such activities may include Southwest Rotary PETS, Rotary Foundation events, training seminars, social events and other events that promote the Object of Rotary. Contractual partnerships require the approval of the District 5500 Corporate Board.

Article 3 – Members

3.1 Member Clubs. Members of the District shall be all Rotary Clubs designated to be within District 5500, pursuant to the Bylaws of Rotary International. Such clubs are hereinafter referred to as Member Clubs. Each club itself has member Rotarians who comprise the membership of the club.

3.2 Good Standing. A Member Club shall be considered in good standing only if:

One. The club has no outstanding indebtedness to Rotary International or to The District exceeding six months, AND

Two. In the preceding Rotary Year, the club President-elect (or a representative approved by the then District-Governor-Elect) attended an approved Presidents-elect Training Seminar as provided in Article 7.3.

3.3 Failure to Maintain Good Standing. It is in the best interest of the District that the business of the District be conducted by members of Member Clubs in good standing. Accordingly, for purposes of these bylaws, only members of Member Clubs in good standing shall be allowed to serve on:

- The District Corporate Board of Directors (see Article 5)
- The District Finance Committee (see Article 6.1)
- The District Governor Nominating Committee (see Article 6.2).

Only Member Clubs in good standing may submit candidates for District Governor-Nominee (see Article 4.2.1).

3.4 New Member Clubs. The District may add new Member Clubs at any time in accordance with procedures established by Rotary International for the chartering of new Rotary Clubs.

3.5 Termination. Any Member Club whose membership in Rotary International is terminated by Rotary International shall also cease to be a member of The District.

3.6 Membership in Clubs. Membership of Rotarians in each Member Club shall be determined in accordance with the current Rotary International Manual of Procedure. For purposes of these bylaws, the membership of any club shall be determined based on the most recent Semi-Annual Report submitted by the Member Club to Rotary International.

3.7 District Dues. The total annual dues for each Member Club are determined as the product of these two factors:

1. Club membership as established in the July 1 and January 1 Rotary International membership reports.
2. Per capita dues established in the budget for the applicable year.

District dues are billed semi-annually: July (based on the July membership report) and January (based on the January 1 membership report), Dues are payable upon receipt of billing by the District Treasurer.

Article 4 - District Officers.

The Officers of The District shall be:

- The District Governor
- The District Vice-Governor
- The Immediate Past District Governor
- The District Governor-Elect
- The District Governor-Nominee
- The District Secretary
- The District Treasurer

4.1 Term of Office. The term of office for each officer shall be one year, the 12-month period beginning on July 1 and ending on June 30. During said term of office, each officer shall serve as a member of the District Board of Directors (see Article 5).

4.2 District Governor. The District Governor shall be the chief executive officer/president of the District, and shall exercise all powers customary to such office, to include serving as the Officer of Rotary International in The District, and shall perform such duties as established in the Rotary International Manual of Procedures and such other duties as may be delegated by the Board of Directors. The District Governor or his or her designate shall preside at all meetings of the District.

4.2.1 Selection of District Governor. The District Governor serves for one year, from July 1 to June 30. In accordance with Rotary International procedures, the District submits the name of its nominee to Rotary International at least 24 months and not more than 36 months prior to the date on which the nominee is to assume the office of District Governor. The District shall follow the following procedures for selection of District Governor.

4.2.1.1 Nomination by Club Resolution. On or before July 31, the President of any Member Club in Good Standing may place the name of one of its members in nomination to serve as District Governor beginning on the third July 1 following, or (with that club's concurrence) propose a member of another Member Club in good standing. Such nomination shall be:

- approved as a resolution of the club, such resolution being adopted at a regular club meeting;
- completed on forms as approved by Rotary International; and
- filed with the District Governor.

The resolution shall:

- certify that the candidate meets the Qualifications for District Governor as provided in the current Rotary International Manual of Procedure;
- include a picture of the candidate; and
- include a résumé and biographical sketch of the candidate's personal and Rotary background.

All Member Clubs should refer to the current Rotary International Manual of Procedure regarding prohibitions against promotion of a candidate.

4.2.1.2 District Governor Nominating Committee. The District Governor Nominating Committee shall be charged with the duty to seek out and select the best available candidate for governor-nominee (RI Manual of Procedure, (14.020.2). The District Governor Nominating Committee (see Article 6.2) shall meet as established herein to select the candidate whose name shall be submitted to Rotary International. From the date of selection until July 1, the selectee shall be known as the District Governor-Nominee Designate.

4.2.1.3 District Governor Search Committee. It is in the best interests of the district to have multiple qualified candidates for District Governor. Throughout the Rotary Year, the Search Committee actively seeks potential candidates throughout the district and encourages them to apply. The committee may also conduct seminars at district conferences or other district events to inform potentially interested Rotarians about the role of the District Governor and the joys and challenges of serving. The members of the committee shall be: The District Governor, the five most recent Past District Governors, the District Governor-elect, and the District Governor-nominee.

4.2.1.4 Selection by Nominating Committee of Best Qualified Rotarian. The District Governor Nominating Committee shall not be limited in its selection to those names submitted by clubs in the district. The committee shall nominate the best qualified Rotarian who is available to serve as governor (RI Manual of Procedure 40.020.5).

4.2.2 Selection of the District Team. Prior to assuming duties as District Governor, the selectee shall select:

- Assistant Governors, who shall be Past Presidents as defined herein, to serve during his or her term.
- the District Secretary and District Treasurer to serve during his or her term. The District Governor shall not appoint the same Rotarian to serve as District Secretary and District Treasurer.
- such Committee Chairs as he or she deems necessary for effective operation of The District.

All such selections shall be made sufficiently far in advance to ensure that incoming Assistant Governors, District Officers, and Committee Chairs receive adequate training prior to assuming duties. The District Governor shall appoint Rotarians of experience to each position and shall provide for continuity in the District organization.

4.3 District Vice-Governor. The District Governor Nominating Committee, as provided in Section 6.2, will select a Past District Governor proposed by the District Governor-Elect to serve as Vice-Governor at the same time it selects the District Governor Nominee. In the

event that the nominating committee does not select a vice-governor, the governor-elect may appoint a past governor to serve as Vice-Governor. The role of Vice-Governor is to replace the Governor in case of temporary or permanent inability to serve. The Vice-Governor will commence service on July 1 following selection and will serve a one-year term.

4.4 District Governor-Elect. During the Rotary year prior to serving as District Governor, the Rotarian shall be the District Governor-Elect.

- The District Governor-Elect shall prepare to assume duties as District Governor.
- The District Governor-elect shall inform each Member Club of the venue of PETS and shall encourage each club President-elect to attend PETS.
- The District Governor-elect shall inform each Member Club of the date(s) of District Assembly(ies) and shall encourage each club President-elect to promote attendance by each member of the incoming club board of directors.
- The District Governor-Elect shall attend the Rotary International Assembly (if such assembly is conducted by Rotary International) and the Governor-elect Training Seminar (GETS).

4.5 District Governor-Nominee. During the Rotary year prior to serving as District Governor-elect, that Rotarian shall be the District Governor-Nominee.

- The District Governor-Nominee shall initiate preparations to assume duties as District Governor.
- The District Governor-Nominee shall attend the Governor Nominee Advanced Training Seminar (GNATS).

4.6 District Secretary. The Secretary shall be knowledgeable in Rotary and familiar with District meetings and procedures.

The District Secretary shall:

- Assist the District Governor in planning for District meetings and shall compile proper minutes of all such meetings.
- Handle correspondence as directed by the District Governor.
- Maintain complete files and records of all District business.
- Act as secretary of the Council on District Legislation.
- Collect and maintain records of District personnel, activities, events, regulations and resolutions.
- Report the condition and extent of the District records to the District Governor on or before September 1.
- Perform such other routine duties as requested by the District Governor.
- At the end of his or her term, deliver all continuing committee files to the incoming District Governor by July 1.
- Maintain a record of the standing in The District of each Member Club.

4.7 District Treasurer. The District Treasurer shall be knowledgeable in Rotary, familiar with District finances, knowledgeable in general accounting principles and ready, willing and able

to accept training in Rotary accounting practices, The District Treasurer shall serve as an ex-officio member of the District Finance Committee (see Article 6.1).

The District Treasurer shall:

- As soon as practicable after July 1, forward to each District club a statement of its *per capita* dues.
- Promptly pay all District expenses upon receipt of proper documentation supporting such payment.
- Properly account for all District funds.
- Maintain, or cause to be maintained, an inventory of District properties. Such inventory shall identify, for each item of property, the location and/or the name of the Rotarian who currently holds possession of such property.
- Report the condition and extent of the District properties to the District Governor annually, on or before August 1.
- As soon as practicable after the end of the Rotary year of service as District Treasurer, but not later than August 1, effect an orderly transition of all district financial records to the then sitting District Governor and District Treasurer.

Article 5 – Board of Directors

The District Corporation shall consist of a Board of ten Directors. The District Governor, the District Vice-Governor, the District Governor-Elect, District Governor-Nominee, the Immediate Past District Governor, the Chair of the District Rotary Foundation Committee, the Chair of the District Finance Committee and three At-Large Directors shall constitute the Board. The District Governor shall serve as Chair of the Board of Directors.

5.1 Duties of the Board of Directors. The Board of Directors shall be responsible for conducting the affairs of the Corporation.

5.1.1 Unless otherwise determined by the Board of Directors, day-to-day operational authority shall be delegated to the District Governor.

5.1.2 The Board of Directors approves changes to the District 5500 Operations Manual.

5.2 Selection of At-Large Directors. Each year at the Council on District Legislation, to fill the vacancy which will be created by term expiration on June 30, the District clubs shall elect one At-Large Director for a three-year term. Each At-Large Director shall be an Active member in good standing of a District 5500 Member Club, which shall be in good standing, and shall not have previously served on the Board of Directors.

5.3 Vacancies. If a vacancy occurs on the Board of Directors that is not filled by procedures established by Rotary International or by The District Operations Manual, the District Governor may appoint a qualified Rotarian to serve for the remaining unexpired term of the

Board member being replaced. Such appointee shall be an Active member in good standing of a District 5500 Member Club, which shall be in good standing.

5.4 Meetings of the Board of Directors. The Board of Directors shall meet at least quarterly during the Rotary fiscal year, on such dates as may be established by the District Governor. Such meetings may be conducted in person or by teleconference or videoconference as directed by the District Governor. As required for the effective conduct of District business, the District Governor may bring matters to the Board for vote by electronic means without the need for a face-to-face meeting.

5.5 Annual Corporate Report. The District Governor shall report annually to the Member Clubs on the status of The District.

Article 6 - District Standing Committees

Unless otherwise stated herein, the District Governor shall have authority to select standing committee chairs and (in concert with the appointed chair) committee members to serve during his or her year of service as District Governor. It is in the best interest of the District that such selections be made sufficiently far in advance to allow district officials to receive adequate training, to coordinate with predecessors, and to develop goals and action plans. The District Governor shall have the authority to establish other committees not identified herein to assist in District operations. Any recommendations for additional standing committees must be approved by the Corporate Board of Directors.

It is in the best interest of the District to codify procedures for conduct of committee operations. Each standing committee or other committee appointed by the District Governor shall have the authority and is encouraged to propose policy and procedures within its purview for review and action by the Corporate Board of Directors. When approved by the Corporate Board of Directors, the policy and procedures will be inserted in the District Operations Manual.

6.1 Finance Committee. In accordance with Rotary International policy, The District shall have a Finance Committee.

6.1.1 Composition. The Finance Committee shall consist of:

- three Past District Governors of Rotary International
- three Past Presidents who are not Past District Governors
- the following ex officio members who shall have voice but not a vote: The Immediate Past District Governor, the District Governor, the District Vice-Governor, the District Governor-Elect, the District Governor-Nominee, the District Treasurer and the immediate past District Finance Committee Chair

Each member of the committee shall be an Active member in good standing of a D5500 Member Club, which club shall be in good standing, who is willing and able to serve. The Past District Governor whose term is expiring shall serve as Chairman.

6.1.2 Election. Each year at the Council on District Legislation, to fill the vacancies which will be created by term expirations on June 30, the Council shall elect one Past District

Governor (other than the sitting District Governor), for a three-year term and one Past President who is not a Past District Governor, for a three-year term. No member of the Finance Committee may be elected or appointed to a successive term. Subject to the foregoing limitations, the District Governor shall fill by appointment any vacancies occurring on the Finance Committee and said appointment(s) shall be for the duration of the intended term of the member being replaced.

6.1.3 Duties. The Finance Committee shall:

- Review the compiled annual statement of Financial Operations for the preceding Rotary Year.
- Advise the District Governor
- Conduct periodic reviews of budgeted versus actual expenditures.
- Assist the District Governor-Elect in the preparation of the district budget for the following Rotary Year. The Finance Committee shall approve the budget. The Governor-Elect shall distribute the proposed budget to club Presidents-Elect at least 30 days before PETS. The proposed budget and dues assessment shall be approved by a majority of Presidents-elect attending PETS.
- Ensure the timely filing of IRS tax forms 990 and all other required state and federal tax forms.

6.2 District Governor Nominating Committee. The District Governor Nominating Committee, with composition and duties as described herein, shall select the District Governor-Nominee.

6.2.1 Composition. The District Governor Nominating Committee shall consist of the District Governor (who shall be Chairman of the Committee), the three most recent Past District Governors, two additional Past District Governors to be appointed by the District Governor and one Regional Representative from each of the Assistant Governor Regions, all of whom shall be members in good standing of District 5500 Member Clubs, which are in good standing.

6.2.2 Selection of Regional Representative: The Club Presidents in each Assistant Governor Region (as may be designated by the District Governor) shall select the Regional Representative to the Nominating Committee. Such Regional Representative must be an Active member of a D5500 Member Club in Good Standing and must be a Past President or a sitting President of a Rotary Club.

It is the responsibility of each Assistant Governor to cause the Club Presidents in his/her Region to convene before August 15 for the purpose of electing a Regional Representative to serve on the Nominating Committee. Each Assistant Governor shall forward the name of the elected Regional Representative from his/her Region to the District Governor on or before August 31.

It is in the best interests of the District to provide opportunity for many Rotarians to serve on the District Governor Nominating Committee. Accordingly, Club Presidents in each Region should give priority to Rotarians who have not previously served. However, it is also in the

best interest of The District to have the maximum possible number of members on the committee. Accordingly, in the event the only Rotarians available to serve are those who have previously served, it is acceptable for the Club Presidents to select a Regional Representative who has previously served.

6.2.3 Duties. The Committee shall meet as directed by the District Governor to select the District Governor Nominee. The Committee shall interview each candidate prior to making its selection. If there are three or more candidates, election shall be by single transferable ballot. The District Governor shall report the name of the selected candidate to Rotary International in accordance with established Rotary International procedures. The Committee shall also select a District Vice-Governor.

6.2.4 Date of the Committee Meeting. The meeting of the District Governor Nominating Committee shall occur between September 1 and September 30.

6.2.5 Challenges. The Rotary International Manual of Procedure establishes procedures for challenges to the selection of the Nominating Committee. Any Member Club that wishes to make such a challenge must follow these established procedures. If such a challenge is made, the District shall act in accordance with these procedures.

6.3 District Rotary Foundation Committee. In accordance with Rotary International Policy, The District shall have a District Rotary Foundation Committee.

6.3.1 Selection of Chair of the DRFC. In accordance with Rotary International policy, the chair serves a term of three years beginning on July 1. Not later than January 1 in the final year of the incumbent's term, the District Governor-elect, District Governor-nominee, and District Governor-Nominee Designate (if selected) shall jointly select a qualified Rotarian to serve the subsequent three-year term.

6.3.2 Subcommittees. The Rotary International District Rotary Foundation Committee Manual specifies the subcommittees and the duties thereof. The District Governor may choose to expand the DRFC to include Area Representatives for The Rotary Foundation.

6.4 District Membership Committee. In accordance with Rotary International policy, The District shall have a District Membership Committee. Rotary International provides guidance to define the duties of this committee. The District Governor may choose to expand the committee to include Area Representatives for Membership.

6.5 Term of Service of District Officials. It is in the best interest of The District to have experienced Rotarians serving in all positions to include assistant governors, committee chairs and committee members. No Rotarian shall hold the same elective or appointed District position for a term of more than three consecutive years unless otherwise provided herein, or unless such extended term is judged by the District Governor to be in the best interest of the district.

6.6 Continuity. It is in the best interest of The District that committees have continuity of membership from year to year. Incoming District Governors are encouraged to consider the need for continuity in making selections

Article 7 - District Meetings

7.1 Procedural Matters.

7.1.1 Proxy Voting: Except where specifically required or permitted by Rotary International, proxy voting shall not be permitted in the conduct of District affairs, including meetings of the Board of Directors, District Committee meetings, and any other meetings.

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

7.2 District Conference: The District shall conduct a District Conference during each Rotary Year. The District Governor shall determine the venue for the district conference to be held during his or her term of office. Such selection should be made up to two years prior to the date selected and should be entered on the district calendar as soon as possible. The date shall not conflict with the District Assembly(ies), the International Assembly, the Governor-Elect Training Seminar (GETS), the Governor-Nominee Training Seminar (GNATS), the Zone 26 Institute, or the Rotary International Convention. The District Conference and the District Assembly(ies) should be held as separate, unrelated meetings. The District Governor-Elect may announce the venue and host club for his or her District Conference at the immediately preceding District Conference.

7.3 Presidents-Elect Training Seminar (PETS): The President-Elect of each Member Club shall attend PETS unless excused by the District Governor-Elect. If the President-elect of any Member Club is unable to attend Southwest Rotary PETS or an alternate PETS approved by the District Governor-Elect, said President-Elect shall request an excuse from the Governor-Elect. Any President-Elect, so excused, shall send a designated club representative, whose duty it will be to report back to the President-Elect. Any Member Club that fails to fulfill this requirement shall be considered not in good standing in the following Rotary Year.

The date for PETS is typically set several years in advance. Usually, this date is in early February. The District Governor-Elect shall coordinate with the Southwest PETS Committee to preclude schedule conflicts.

7.4 District Assembly(ies): The District will typically conduct one or more District Assemblies. The District Governor-Elect shall select the site, date, and host club of each District Assembly with the approval of the District Governor. Each District Assembly shall be held after PETS but before July 1 at a time that does not conflict with the Rotary International Convention. The President-Elect of each Member Club shall attend at least one District

Assembly unless excused by the District Governor-Elect. Any President-Elect, so excused, shall send a designated representative from the club whose duty it will be to report back to the President-Elect. The President-Elect of each Member Club shall encourage all incoming club leaders (officers and board members) to attend a District Assembly.

7.5 Council on District Legislation

7.5.1 Procedural Matters. The Council on District Legislation is the annual business meeting of The District. It shall be held in conjunction with the District Conference at a time determined by the District Governor. If deemed necessary by the District Governor, the Council may be held remotely by videoconference.

The District Governor shall serve as Chairman unless unable to so serve in which even the most recent Past District Governor present shall serve as Chairman.

The District Parliamentarian or his or her designate shall act as an advisor in all matters of parliamentary procedure. The District Secretary or his or her designate shall act as secretary of the Council.

The meeting is open to all active Rotarians who are members in good standing of Member Clubs.

Only Voting Delegates, selected as established herein, Past District Governors, the Chairman of the Council, and the advising District Parliamentarian, may participate in discussion, except special privilege may be given by the Chairman to any Rotarian to speak. The advising District Parliamentarian may participate in the discussion only to respond to questions regarding applicable parliamentary procedure.

7.5.2 Agenda. No fewer than 30 days prior to the Council on District Legislation, the District Governor shall mail (electronically or otherwise) to each Member Club President and to each Past District Governor a tentative agenda of matters to be considered at the forthcoming Council including without limitation:

- All resolutions proposing amendments to these bylaws, including a summary of same;
- Election of the members of the District Finance Committee and District board of Directors, including the names of nominees;
- Acceptance of the compiled annual statement of the District 5500 Fund;
- Election of the District Representative and alternate to the Rotary International Council on Legislation in those years in which such representatives are elected, including the names of nominees;
- Election of the District Representative and alternate to serve on the Committee to Select a Rotary International Zone Director in those years in which such representatives are elected, including names of nominees; and
- Any other matter proposed by the District Governor, a District officer, a District committee or a District club, including where practicable, description of same.

7.5.3 Voting. Only Voting Delegates, selected as established herein and present at the Council on District Legislation, may vote. Each Voting Delegate is entitled to one vote.

Each Member Club in good standing, regardless of size, is entitled to at least one Voting Delegate. Any club with a membership of more than 25 shall be entitled to one additional Voting Delegate for each additional 25, or major fraction thereof, of its members. That is, a club with up to 37 members is entitled to one Voting Delegate. A club with between 38 and 62 members is entitled to two Voting Delegates, etc. Such membership shall be determined by the number of members in the club as of the most recent semi-annual report to Rotary International. Each Voting Delegate shall be an Active member in good standing of the club.

Voting shall be by voice vote, unless, upon duly passed motion made by a Voting Delegate, voting is required by secret written ballot. Following any voice vote, any Voting Delegate shall have the right to demand a poll.

The affirmative vote of a simple majority of the votes cast shall be required for approval of any matter considered except in the case of amendments to these Bylaws per Article 11.

7.5.4 Quorum. Presence of Voting Delegates from one-third of Member Clubs shall constitute a quorum for the transaction of business.

7.5.5 Credentials. At least 30 days prior to the Council on District Legislation, the District Secretary shall prepare and forward to each Member Club a memo identifying the number of Voting Delegates authorized and the procedures for authenticating credentials.

7.5.6 Ballot by Mail. If no District Conference is held or a quorum is not present at the Council on District Legislation, any matter that otherwise could have been determined at such Council may be determined in a ballot by mail in accordance with the current Rotary International Manual of Procedure.

Article 8 – Financial Administration

The District 5500 Fund is established for the adequate financing of the administration and development of Rotary in the District and the financing of District-sponsored projects while keeping the cost of membership in Rotary at a minimum.

8.1 Deposits. All monies belonging to District 5500 shall be deposited in the name of Rotary International District 5500, Inc. in one or more accounts in federally insured financial institutions or interest earning funds maintaining offices or agents within the geographical boundaries of the District.

8.2 Youth Exchange Funds. Funds associated with Rotary Youth Exchange shall be maintained in a separate account and not co-mingled with other funds.

8.3 Required Signatures. All checks shall be signed by two persons, both of whom shall have requisite signature authority. At a minimum, the District Governor, District Treasurer, and one other Rotarian (selected jointly by the District Governor and District Treasurer) shall obtain signature authority.

Article 9 - Files and Records

9.1 District Governor and Immediate Past District Governor. The District Governor shall designate the location of the District office, where the official files shall be kept. The Immediate Past District Governor shall pass the official files, and any District-owned properties normally maintained by the District Governor to the District Governor as soon as practicable after July 1.

9.2 District Secretary. The District Secretary shall maintain copies of minutes of all meetings of the Board of Directors and other such meetings as directed by the District Governor.

9.3 Back Up of Records. Important official documents and files shall be backed up digitally. At a minimum, such records will include minutes of all meetings of the Board of Directors, end-of-year financial records including budget to actual, and The Rotary Foundation grant records.

Article 10 - Dissolution

The District shall immediately and automatically cease operations and begin dissolution upon directive of the Rotary International Board of Directors or upon the approval of two-thirds of the Clubs of the District at the District Conference or through a ballot-by-mail. The District Governor shall provide the Board notice of a decision by the District to dissolve the corporation, and shall provide a final report upon the completion of the dissolution process.

Article 11 - Amendments to Bylaws

11.1 Proposals. Any Member Club in good standing or any District Standing Committee may submit to the District Governor proposed amendments to these bylaws no fewer than 45 days prior to the meeting of the Council on District Legislation.

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

11.3 Enactment. The affirmative vote of 2/3 (two-thirds) of votes cast shall be required to amend any provision of these Bylaws. Action by the Council on District Legislation shall become effective on July 1 following said action, unless an earlier effective date is approved expressly in the action approved by the Council.

Article 12 - Indemnification

Any person (and the heirs, executors, and administrator of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or elected officer hereof shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and costs, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other right to which such director or officer (or such director or officer's heirs, executor, or administrator) may be entitled apart from this section.

FORMALLY ADOPTED AND SUBSCRIBED TO AT THE DISTRICT COUNCIL ON LEGISLATION, DISTRICT 5500, October 7, 2023 in the CITY OF TUCSON, ARIZONA.

Dated: October 7, 2023
Nancy Fusco
Secretary, District 5500
By: /s/ Michael Drake