

# **ROTARY INTERNATIONAL DISTRICT 5440, INC. BYLAWS**

## **ARTICLE 1.**

### **NAME AND AUTHORITY**

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

## **ARTICLE 2.**

### **MEMBERSHIP**

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

## **ARTICLE 3.**

### **ADMINISTRATION**

- 3.1 The administration of this organization shall be according to the Constitution and By-Laws of Rotary International, in particular ARTICLE 16 Bylaws of Rotary International (as printed in the current Editions of the Manual of Procedure), and according to these District 5440 Bylaws. Whenever any conflict may exist between these Bylaws and the Constitution and Bylaws of Rotary International, the Constitution and Bylaws of Rotary International shall take precedence and prevail.
- 3.2
  - a. The District Governor, being an officer of Rotary International (“RI”), and having been nominated by ROTARY INTERNATIONAL DISTRICT 5440, INC. and elected at an annual Convention of Rotary International, shall function under the general supervision of the RI Board of Directors. The Governor is charged with the duty of furthering the Object of Rotary in exercising direct supervision of the clubs in the District. Additionally, the Governor shall be responsible for those duties described in Section 16.090 of the Bylaws of Rotary International in the current edition of the RI Manual of Procedure, and charged with carrying out the Duties of a Governor as specified in the most current edition of the RI Manual of Procedure.
  - b. The District Governor, District Governor Elect and District Rotary Foundation Committee Chair shall hold primary responsibility for district and club qualification, implementation of the District Memorandum of Understanding and the proper implementation of Rotary Foundation grants.
- 3.1
  - a. ROTARY INTERNATIONAL DISTRICT 5440, INC. shall be governed by a Board of Directors, also known as the Executive Committee. The Executive Committee is comprised of the current District Governor, the immediate Past District Governor who serves as committee chair, two Past District Governors elected to serve staggered two-year terms by the Executive Committee, the Chairman of the Council of Past Governors, District Governor Elect, the District Governor Elect, the District Governor Nominee, and

The District Governor Nominee Designate (when selected). The Rotary Foundation Committee Chair, District Trainer, District PR Committee Chair, District Treasurer, and Administrative Secretary shall serve as ex-officio members. All members of the Executive Committee shall be current members of Clubs within the District and willing to serve.

b. The Chairman of the Council of Past Governors shall serve a renewable one (1) year term.

3.3 Before assuming office, the District Governor Elect shall establish a quarterly schedule of meetings for the ensuing year. Special meetings can be called by the Chairman, or by a majority of the voting members, and such meetings may be held by conference telephone call or by internet access. Meetings of the Executive Committee shall be open to any interested Rotarian in ROTARY INTERNATIONAL DISTRICT 5440, INC.

3.4 There shall be a Council of Past Governors comprised of all past officers of Rotary International residing in and currently a member of a Club within the District and desiring to participate. This group shall elect a Chairman for the ensuing Rotary year at its last meeting of the preceding year. The role of the Council is to offer advice, counsel, and assistance upon request to the District Governor, the District Governor Elect, and the District Governor Nominee, on matters affecting the District as referred to them. Meetings of the Council shall also serve as an opportunity for the District Governor to inform members regarding any items of interest or news involving the District and/or Rotary International.

3.5 a. A ROTARY INTERNATIONAL DISTRICT 5440, INC. office shall be established and maintained as a centralized permanent office to: (1) provide continuity and safe keeping for ROTARY INTERNATIONAL DISTRICT 5440, INC. records and data base information; (2) to aid in the efficient storage and dissemination of Rotary International forms, documents, and materials for the use of District Clubs and Rotary Officers; and (3) to assist each successor District Governor with the availability of an experienced Administrative Secretary responsive to the needs and desires of the District Governor.

b. When a vacancy occurs in the Administrative Secretary position, a replacement shall be nominated by the current District Governor with final approval by the Executive Committee. The Administrative Secretary shall be an employee of the District with primary duties and responsibilities as stated in the preceding Article 3, Paragraph 3.6.a.

c. The Office shall be managed by the District Governor, with the assistance of a Past District Governor or other experienced Rotary Officer, appointed by the District Governor, as may be appropriate or necessary. This person, if so identified and functioning, shall be known as the District Office Manager.

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

- e. The district office is intended to be a continuing function of the District and shall function as a primary source of historical information and data for incoming District Governors.
- 3.6 A District Treasurer shall be appointed by the District Executive Committee to function on a continuing long-term basis, coordinating his or her efforts with the current and incoming District Governors and the District Office Manager and Administrative Secretary. The appointment shall be confirmed annually upon the recommendation of the incoming District Governor. The District Treasurer shall function under the guidelines as stated in Articles 3 and 4 of these Bylaws. Further, the Treasurer shall be responsible for documenting and monitoring all District Funds including separate accounts such as may be maintained for Youth Exchange, Rotary Youth Leadership Award (RYLA), District Conference and Presidents Elect Training Seminar (PETS). The Treasurer may also be designated to monitor and report on District Grant funds received from The Rotary Foundation. Quarterly financial reports shall be submitted by the District Treasurer to the Executive Committees and other committees and officers as may be appropriate. The District Treasurer shall receive no compensation, but shall be reimbursed for appropriate out-of-pocket expenses. The Treasurer shall be bonded in an amount approximating the total Funds of the District, the expense of such bond to be borne by the District.
- 3.7
- a. All officers of ROTARY INTERNATIONAL DISTRICT 5440, INC. including District Governor, District Governor Elect, District Governor Nominee, District Governor Nominee Designate, Assistant Governors, District Treasurer, Foundation Treasurer (if one has been appointed), District Trainer(s) and District Protection Officer shall be members in good standing in a member club of the district.
  - b. The District Governor shall appoint all district officers not specifically identified elsewhere in these bylaws for a one (1) year term. No person shall be eligible to serve in the same office for more than three (3) years except as may be otherwise provided in the Bylaws.
  - c. No officer, except the District Governor Nominee Designate, who is selected midyear, shall hold any other district office except as provided in these Bylaws.
- 3.8 A District Leadership Plan shall be maintained for the use, benefit and information of all district officers and Rotarians. The Plan, in addition to these Bylaws, shall be a primary and continuing source of uniform and consistent governance of ROTARY INTERNATIONAL DISTRICT 5440, INC. The Plan shall be reviewed annually by the first day of April of each year and revised as deemed necessary by the Executive Committee to provide useful guidance to District Officers in carrying out the District's functions and activities. Activities and responsibilities of district officers and committees shall be described in the District Leadership Plan.

ARTICLE 4.

FINANCES

- 4.1 A District Budget Fund shall be established for the administration and development of Rotary activities in the District as described in Article 4 of District Bylaws. This Fund shall be developed through a per-capita levy of the Clubs in the District, plus any subsidy received from Rotary International. The total shall be sufficient to fund the activities of the District for the next Rotary year. A per-capita levy shall also be established to fund the Presidents Elect Training Seminar.
- 4.2 The annual District per-capita levies shall be paid by all Rotary Clubs in ROTARY INTERNATIONAL DISTRICT 5440, INC. to the District Treasurer based on the total of active and honorary members on the first day of July of each year as such totals are reported to Rotary International. These levies shall be paid no later than the thirtieth day of September of each year. Payment of the levies is mandatory. Upon notification by the District Governor that a Club has failed for more than six (6) months to pay its per-capita levies, that Club, by action of the Rotary International Board of Directors, is subject to suspension of Rotary International services and termination of membership in Rotary International.
- 4.3. Care shall be taken to ensure that:
- a. Approval of the per-capita levies and the budget for the following Rotary year shall take place at the District PETS by a two-thirds (2/3) vote of the incoming club presidents in attendance at the PETS meeting.
  - b. No District Funds are under the control of a single individual; and
  - c. An audited statement of income and expenditures, including District Grant funds, is presented to the following District Conference as well as to club presidents as required in ARTICLE 4, Paragraph 4.7 of these Bylaws.
- 4.4. a. A District Contingency Reserve Fund shall be established and maintained by the District in an amount sufficient to defray unexpected losses of the District. The minimum level of this Reserve Fund shall be Fifty Thousand and No/100 Dollars (\$50,000). Money in this Fund will be augmented by funds remaining from prior year's activities, including funds remaining from the District Conference. The Fund shall be managed by the District Executive Committee which shall be responsible for annually reviewing the Fund level and making adjustments, as appropriate, in the minimum maintenance level. Expenditures from the Reserve fund shall be replaced with funds in succeeding year's budgets to keep it at its approved minimum level. The District Governor, with concurrence of two thirds (2/3) of the members of the Executive Committee, shall determine if an emergency exists within the District, or within its operations or activities, that warrants an expenditure from the Reserve Fund. Expenditures from the Reserve Fund might include the following:
- b. Funds for specific on-going District programs;
  - c. Advance funds to establish the ensuing year's budget when required by the District Governor-Elect and approved by the District Finance Committee;

- d. Funds needed to support special new District projects or programs, as proposed to the Executive Committee by a Rotary Club or District Committee, with management and oversight of the funds by that Club or Committee;
  - e. Funds required to pay for emergency and/or unforeseen needs of the District.
- 4.5.
- a. The Executive Committee shall appoint a subcommittee named the Finance Committee. The Finance Committee shall be comprised of five (5) members and shall consist of the District Governor, a Council of Past Governor representative and a past Club President, who shall serve two year staggered terms, and the immediate Past District Governor, and the District Governor Nominee. The Immediate Past District Governor shall serve as the chair of the Finance Committee and may be an ex officio member of any other district committee. The District Treasurer shall serve as an ex-officio member.
  - b. No later than sixty (60) days prior to the Presidents-Elects Training Seminar, the Finance Committee, and the District Governor, shall prepare a proposed budget for financing of District-sponsored projects and programs, and for administration and development of Rotary within the District for the next fiscal year. The proposed budget shall be submitted to the Executive Committee for review and comment.
  - c. To coordinate with the District Finance Committee's preparation of the budget as defined in paragraph a. above, all District committees that anticipate either income or expense, or that are requesting funds from the District treasury, shall submit their proposed Committee budgets and fund requests to the Finance Committee by the thirty-first day of December of each year, or at other times if so requested by the Finance Committee.
  - d. Following preparation, the budget will be submitted to the Clubs within the District at least four (4) weeks prior to PETS and approved by two-thirds (2/3) of the incoming Presidents in attendance at that meeting.
  - e. The Finance Committee is responsible for the management of District funds including the current year's Budget Fund. The Committee will also have oversight of any other District Funds such as may be required for RYLA, Youth Exchange, PETS and the District Conference, as well as providing assistance to the District Governor in preparation of the budget for the District Conference.
  - f. All decisions of the Finance Committee shall be approved by a majority vote of Committee members. The Finance Committee may authorize expenditures of up to Ten Thousand and No/100 Dollars (\$10,000) from the District Contingency Reserve Fund for contingency or emergency requests in support of Rotary programs, subject to final approval by the Executive Committee (Article 4, Paragraph 4.4 of these Bylaws).
- 4.6.
- a. Expenditures from the District Fund may be made by the District Treasurer upon written authorization of the District Governor up to individual line-item budgeted amounts. Expenditures in excess of these amounts can only be made with the approval of the Finance Committee.
  - b. Two (2) signatures may be required to approve the disbursement of funds from the District Fund as further defined in Paragraph 4.6(b). Rotarians authorized to approve

expenditures shall include the District Governor, District Governor Elect, and the District Treasurer. A Past District Governor may be authorized as a signatory for disbursement of funds upon approval of the Executive Committee and signed authorization by the District Governor and District Governor Elect. Such authorization shall be established and approved annually. The District Governor's signature on a written request shall constitute one of the two (2) required signatures for disbursement.

- c. The District Governor provides one of the two authorizing signatures for the use of District Designated Funds. The other signature is provided by the District Rotary Foundation Committee Chair in accordance with Rotary Foundation Code of Policies 1.060.1.1.
  - d. On all payments in excess of Five Thousand and No/100 Dollars (\$5,000), two (2) signatures, as defined above, must appear on the check.
  - e. At the District Governor's discretion, designated budgeted funds may be adjusted on a line-item basis and transferred in amounts not exceeding One Thousand and No/100 Dollars (\$1,000) to satisfy the changing monetary needs of the District. The District Treasurer and Finance Committee shall be notified promptly of any such adjustments and these changes must be specifically noted in the next quarter's financial report. Adjustments in excess of One Thousand and No/100 Dollars (\$1,000) can only be made with the approval of the Finance Committee.
  - f. It is recognized that in addition to the regular and normal activities of the District, which are paid for either by reimbursement from Rotary International, by the District's per-capita levy, or by allotment of District Reserve funds there may be special Club, District, or Rotary International programs, activities or functions which require or encourage the District Governor's participation and use of District funds. It has been the long-standing policy of District 5440 and of Rotary International that expenses associated with these additional activities, including those incurred by the District Governor, if not allocated through the normal budgeting process and in compliance with the District Bylaws, become the personal responsibility of the relevant District Governor.
- 4.7. Prior to taking office, the District Governor Elect, with the assistance of the District Treasurer, shall appoint a District Audit Committee for the ensuing year. To assure continuity the Committee shall consist of three (3) Past District Governors (PDG) appointed to staggered terms of three (3) years each, and two Rotarians with specific financial and/or audit experience who are appointed for one-year terms. Chair of the Committee will be the most senior PDG member. The Committee shall not include any current members of the Finance Committee. The Audit Committee shall conduct an internal audit, or, if so required by the Executive Committee, shall contract with an outside accounting firm for an audit of the District's financial records. The audit shall include District Grant fund records. This audit shall cover the period of the preceding Rotary fiscal year and shall be completed within four (4) months following the close of said year. If additional time is needed, the Audit Committee can request an extension from the Executive Committee. The Audit Report shall be submitted to the Finance Committee for review, following which the Report, including any comments by the Finance Committee, shall be submitted to the Executive Committee for review and to the Council of Past Governors for information and comment. Copies of the Report, with copies of the comments of the Finance and Executive Committees, will be submitted to Presidents of the Clubs in the District no later than sixty (60) days prior to the District Conference. The Report shall be accepted by a majority vote of the delegates

attending that year's District Conference. If it is not approved, it will be referred back to the Executive Committee for appropriate action.

- 4.8 All District committees which have either income or expense, or which have received funds from the District treasury, shall make a complete itemized accounting of all income and expenses to the District Treasurer no later than the thirty-first day of August each year for the preceding Rotary year. The District Rotary Foundation Committee Chair shall coordinate such accounting reports for all District Rotary Foundation Subcommittees. Exceptions to requirements of this paragraph will be permitted only upon written approval of the District Governor and the Finance Committee.
- 4.9 Where funds are raised for specific purposes or for District programs, such as for Youth Exchange, the District Conference, or multi-District activities such as RYLA and PETS, a separate budget and bank account may exist. At least quarterly, the Chair or Treasurer of that respective activity shall submit a financial report to the District Treasurer for inclusion in the District Financial Report.
- 4.10 When funds are to be solicited and accumulated from within the District for joint or multi-District meetings or projects, the proposed budget of income and expenditures, including the level of involvement requested of Rotarians in ROTARY INTERNATIONAL DISTRICT 5440, INC., shall be prepared by the first day of February of each year, or thirty (30) days before the PETS, and submitted to the District Treasurer so that the information may be included in the budget submitted to incoming club presidents at their Presidents Elect Training Seminar.
- 4.11 Annual Statement and Report of District Finances.  
The District Governor must provide an annual statement and report of the district finances that has been independently reviewed to each club in the District within three months of the completion of the governor's year in office. It may be reviewed either by a qualified accountant or by a District Audit Committee as may be decided by the District Conference. If an audit committee approach is selected, then it must:
- a. be composed of at least three members;
  - b. have all the members be active Rotarians;
  - c. have at least one member who is a past governor or a person with audit experience;
  - d. not allow the following to serve on the audit committee for the year in which they serve in these positions: District Governor, treasurer, signatories of district bank accounts, and members of the Finance Committee; and
  - e. have the members selected by the District in accordance with the procedures established by the District.

This annual statement and report shall include but not be limited to details of:

- ~~a.~~ all sources of the District's funds (RI, The Rotary Foundation, district and club);
- ~~b.~~ all funds received by or on behalf of the District from fundraising activities;
- ~~c.~~ grants received from The Rotary Foundation or funds of The Rotary Foundation designated by the district for use;
- ~~d.~~ all financial transactions of district committees;
- ~~e.~~ all financial transactions of the governor by or on behalf of the District;
- ~~f.~~ all expenditures of the District's funds; and
- ~~g.~~ all funds received by the District Governor from RI.

The annual statement and report shall be presented for discussion and adoption at the next District meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given that the statement and report of District finances will be presented. If no such District meeting is held, the statement and report shall be presented for discussion and adoption at the next District conference. If the statement is not adopted after presentation, it shall be discussed and adopted within three months of the conclusion of the District conference at the next district meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given that the statement and report of District finances will be presented. If a District meeting does not take place, the District Governor shall conduct a ballot-by-mail within 60 days thereafter.

## **ARTICLE 5.**

### **MEETINGS**

- 5.1 There shall be three (3) official ROTARY INTERNATIONAL DISTRICT 5440, INC. meetings held during any District Governor's term. They are the Presidents Elect Training Seminar, the District Assembly, and the District Conference. Other District-wide meetings such as the Rotary Foundation Seminar and Grant Qualification training as required or desirable shall be held with the approval and sanction of the District Governor or as called for by RI.
- 5.2 All District-wide meetings and trainings shall be financed through registration fees paid by the participants, with supplementary District funds made available only when budgeted for that specific purpose. It shall not be the purpose of these meetings to produce a profit or surplus. Rather, it shall be the purpose of the meetings to operate on the lowest feasible registration fee so as to encourage the widest possible attendance at such meetings.
- 5.3 The Presidents Elect Training Seminar shall be held annually, within one (1) month after the International Assembly, but no later than the thirty-first day of March, for the purpose of orientation and training of Rotary Club Presidents Elect. The Presidents Elect Training Seminar shall be scheduled and conducted by the District Governor Elect, in cooperation with the District Governor, and shall be held at a time different than that of the District Assembly. The Presidents Elect Training Seminar shall conform to ARTICLE 16. 16.030 of the Bylaws of Rotary International.
- 5.4 The District Assembly shall be directed particularly toward the incoming club and district Officers, Directors and Committee members of the ROTARY INTERNATIONAL DISTRICT 5440, INC. The Assembly program shall emphasize instruction and preparation of the participants for the Rotary year ahead, and shall follow as nearly as practical the guidelines furnished by Rotary International conforming to ARTICLE 16. 16.020 of the Bylaws of Rotary International. All Rotarians within the District are welcome and encouraged to attend.
- 5.5 The District Conference shall be a meeting for all Rotarians, spouses, guests, and others. The program and activities of the District Conference shall emphasize Rotary information, ROTARY INTERNATIONAL DISTRICT 5440, INC. activities, business matters, inspiration, and fellowship. The District Conference shall conform to ARTICLE 16, 16.040 & 16.050 of the Bylaws of Rotary International.



- 5.6 The Council of Past District Governors shall assist the incoming District Governor on the selection of site and related contractual negotiations of the District Conference during the year he or she will serve as District Governor. The Council of Past District Governors and the District Governor shall develop an advisory committee including the two most recent past district governors one of whom will be designated as the chair to assist the District Governor Nominee and District Governor Nominee Designate in matters of the district, including district conference. The District Governor may annually appoint one additional member for this committee.

## **ARTICLE 6.**

### **COMMITTEES**

- 6.1 All Committees, except the Executive Committee, are a part of ROTARY INTERNATIONAL DISTRICT 5440, INC. The District Rotary Foundation Committee and required subcommittees are district committees.
- 6.2 All Committee Chairs, except the Executive Committee, must report to the District Governor.
- 6.3
- a. The District Governor shall appoint all District Committee members and designate each Committee Chair. Appointees shall be current members in good standing of a ROTARY INTERNATIONAL DISTRICT 5440, INC. club.
  - b. During the selection process, before the beginning of a new Rotary year, the District Governor Elect shall consult with current Committee Chairs and Committee members, the District Governor, the Council of Past Governors, and other Rotarians seeking suggested names of potential Committee members best suited for open positions. Efforts shall be made to select such persons from the broadest possible geographic Club distribution.
  - c. To be effective, the District Rotary Foundation Committee must have continuity of leadership; therefore, the chair is a three (3) year appointment subject to removal for cause. The District Governor (if selected) scheduled for each of the years of the three (3) year term will participate in the selection of the chair (Rotary Foundation Code of Policies 7.010.3). Although not mandatory, it is recommended that the chair be a past governor in accordance with Rotary International's Manual of Procedure.
  - d. One-year appointments for Committee members are normal, except as committee membership is specifically identified elsewhere in these Bylaws. Two-year and three-year terms are acceptable at the discretion of the District Governor
  - e. Notwithstanding Paragraph b. of this Article 6, no person shall be eligible to serve on the same Committee for more than three (3) years except as may be otherwise provided in the Bylaws. No person who has served on a committee for three (3) years shall be eligible for subsequent appointment to the same committee except as approved by the Executive Committee. The provisions of this Paragraph d. of this Section 6.3 shall not apply to an *ex officio* member of any committee or to members of ad hoc committees.
  - f. All members of ROTARY INTERNATIONAL DISTRICT 5440, INC. committees shall be in good standing in a member club of ROTARY INTERNATIONAL DISTRICT 5440, INC.

## **ARTICLE 7.**

### **SELECTION OF THE DISTRICT GOVERNOR**

- 7.1 The District Governor Nominee or Nominee Designate shall be selected by a District Nominating Committee in accordance with Article 14 of the Bylaws of Rotary International. The Nominating Committee shall consist of five (5) immediate Past District Governors and two (2) Rotarians, who are not Past District Governors, should have served as Club President, residing in and members in good standing of Clubs within the District and willing to serve in this capacity. The most senior Past District Governor in term of service shall serve as Chair. The Committee will act only with at least five (5) of the seven (7) members in attendance.
- 7.2 ROTARY INTERNATIONAL DISTRICT 5440, INC. shall select its District Governor Nominee during the second year before the year in which the Governor will serve. In addition, a District Governor Nominee Designate may also be selected during the third year before the year of service.
- 7.3
- a. No later than the first day of March of each year, the Nominating Committee will convene to begin an active search to find the best qualified candidates for District Governor Nominee or District Governor Nominee Designate and to set a date(s) for interviews of candidates. Also no later than the first day of March, the District Governor shall invite all the Clubs to submit their suggestions for nomination for Governor by mailing to the Secretary of every Club in the District an official call of nominations for Governor.
  - b. The last day for receipt of nominations from the clubs will be no later than the first day of March.
  - c. Names of candidates shall be submitted to the Council of Past Governors for comment.
  - d. The Nominating Committee shall meet no later than the first day of May to make its selection.
  - e. The District Governor shall be notified of the selection immediately thereafter.
  - f. All persons whose names were submitted will be notified by the Chair as to the selection made by the Nominating Committee.
  - g. The District Governor shall then publish to the clubs of the District the name and Club of the selected nominee and shall certify the name of the Governor Nominee to the General Secretary within ten (10) days after such nominee has been declared the Nominee.
  - h. If it is determined that an incoming District Governor Elect, District Governor Nominee, or District Governor Nominee Designate, cannot serve for any reason, or if a nominated Governor cannot serve for any reason before his or her election at the Rotary International Convention, or, if after the International Convention, the President of Rotary International acts for cause and disqualifies either the current District Governor or the Nominee candidate, the District Nominating Committee shall reconvene to select a replacement.

**ARTICLE 8.**

**VOTING**

- 8.1 a. In all matters that require a vote at the District Assembly or the District Conference, or by mail, or otherwise, except as outlined in Paragraph a. below, voting shall be as outlined in ARTICLE 16, 16.050 of the Bylaws of Rotary International.
- b. Voting for the Council on Legislation and Director Selection Committee representatives shall occur at the specified District Conference.
- c. In any matters where Rotary International may require a different method of voting, the requirements of Rotary International shall be followed.

**ARTICLE 9.**

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

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

**ARTICLE 10.**

**GENERAL**

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

## **CERTIFICATE OF ADMINISTRATIVE SECRETARY**

I, the undersigned, do hereby certify I am the duly appointed and acting Administrative Secretary of ROTARY INTERNATIONAL DISTRICT 5440, INC. and that the foregoing bylaws, comprising twelve (12) pages, constituting the original bylaws of said district, as duly adopted by the duly appointed delegates of the clubs at the District Conference on the 30th day of May 2020.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 30th day of May 2020.

Kellie S. Kegerreis  
Administrative Secretary