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# **GOVERNING DOCUMENTS**

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**Rotary International District 5495**

**Effective JULY 1, 2023**

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# BYLAWS

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## ARTICLE I – THE DISTRICT

### A. ORGANIZATION

Rotary District 5495 is a geographic territory in which member clubs are associated for the administrative purposes of Rotary International. The District organization exists solely to help its member clubs advance the objects of Rotary and should not diminish service provided by its member clubs or District Rotarians.

### B. ELIGIBILITY

Rotarians who are active members in good standing of District clubs and who meet the requirements of a District position are eligible to serve in the District organization. Those past officers of Rotary International (such as Past District Governors) from other Districts who are now members, other than honorary, of District clubs are eligible to serve in the Rotary District 5495 organization through appointment.

For the elected District Committees, only those Rotarians who have significant experience within any Rotary District and/or Rotary International for at least one Rotary Year are eligible to serve.

### C. VOTING

It is in the best interest of Rotary District 5495 for committee members and representatives of District clubs to participate and vote in District matters according to their best judgment, based upon debate and discussion, except to the extent that electronic voting is authorized by these By-laws and Policies. Proxy voting, therefore, shall not be permitted in the conduct of District affairs, including District committee deliberations, the District Club Leadership Academy, and the District Council on Legislation.

### D. RULES OF ORDER

The rules of order contained in the current edition of Robert's Rules of Order, newly revised, shall govern unless and to the extent that such rules are inconsistent with the current Rotary International Manual of Procedure, these Bylaws or any policies and procedures the District may adopt.

## **E. FILES**

The official District files shall be kept in the District office. The District Governor shall pass the official files, together with any District-owned properties, to the incoming District Governor within one month following the end of the Rotary year.

# **ARTICLE II – DISTRICT OFFICES**

## **A. SECRETARY**

The District Secretary reports directly to the District Governor, and his or her duties are set by the District Governor and the District Finance Committee as described in the District Policies and Procedures. The District Secretary shall not also serve as District Treasurer.

## **B. TREASURER**

Every other Rotary year the District Governor-Elect, in consultation with the District Governor-Nominee, shall appoint a District Treasurer to serve a term of two (2) years to carry out those functions established in the District 5495 Policies and Procedures. The District Treasurer shall not also serve as District Secretary and shall serve as an ex officio non-voting member of the Finance Committee.

# **ARTICLE III – DISTRICT COMMITTEES**

## **A. ELIGIBILITY**

No Rotarian shall serve on more than two elective committees at any given time.

## **B. DUTIES**

Each committee shall carry out those duties and functions established in the District Policies and Procedures.

## **C. FINANCE COMMITTEE**

### **1. Composition**

The Finance Committee shall have seven members consisting of six (6) Rotarians who have financial management experience. The seventh member will be the Committee Chairperson

appointed by the current District Governor. The Chairperson could be reappointed to serve up to three years at the discretion of the successive District Governors. The committee should have at least one member who is a CPA (Certified Public Accountant) or CMA (Certified Management Accountant). The candidate can be either professionally active or retired.

The District Governor, the District Governor-Elect, and the District Treasurer shall serve as ex officio members of the Finance Committee with voice, but without vote.

## 2. Terms

Each Rotarian member shall serve for three years.

## 3. Election

At each District Council on Legislation, the club delegates shall elect two Rotarians for a three-year term. No member of the Finance Committee may be elected or appointed to a successive term and, subject to that limitation, the District Governor shall fill by appointment any vacancies occurring on the Finance Committee because of death, resignation, or removal during his/her term.

# D. BYLAWS AND POLICIES COMMITTEE

## 1. Composition

The Bylaws and Policies Committee shall consist of six (6) Rotarians who have significant experience within any Rotary District and/or Rotary International for at least one Rotary Year thus making them eligible to serve. The District Governor shall designate one of the members to serve as Chairperson of the Committee and that person, at the discretion of the District Governor may also serve as District Parliamentarian. The District Governor, District Governor-Elect and District Governor-Nominee shall be ex officio members of the Committee with voice, but without a vote.

## 2. Term of Office

Each member shall be elected for a term of three years.

## 3. Election

At each District Council on Legislation the club delegates shall elect the number of members of this committee necessary to maintain its composition. The District Governor shall by appointment fill any vacancy occurring on the Bylaws and Policies Committee because of death, resignation, or removal during his/her term of office.

## E. NOMINATING COMMITTEE

### 1. Composition

The Committee shall consist of the District Governor, District Governor-Elect and District Governor-Nominee and nine (9) Rotarians who have significant experience within any Rotary District and/or Rotary International for at least one Rotary Year thus making them eligible to serve. The District Governor shall serve as Chairperson unless unable to so serve in which event the District Governor-Elect shall serve as Chairperson. The Committee would consist of three-member sets with no more than one Past District Governor in each set. The Immediate Past District Governor would be prohibited from serving on the Committee until at one year past their year as District Governor. The Committee should try to maintain an equitable geographic distribution across the District of elected committee members.

### 2. Terms

Each member shall be elected for a term of three years.

### 3. Election

At the District Council on Legislation, the club delegates shall elect the number of Rotarians necessary to maintain the required committee composition. No member of the Committee may be elected or appointed to a successive three-year term and, subject to that limitation, the District Governor shall fill by appointment any vacancies occurring on the Committee because of death, resignation, or removal during his/her term. The District Governor shall be an ex officio member with voice, but no vote.

### 4. Selection of District Governor Nominee

The District Governor Nominee shall be selected through the process set forth in the RI Manual of Procedures and the District 5495 Policies and Procedures pursuant to the time frames, not less than 24 months and not more than 36 months prior to the date that person is to take office as District Governor.

### 5. Selection of Vice Governor

Each year the District Governor-Elect shall designate a Past District Governor residing in the District to serve as Vice Governor for the next Rotary year. The sole duty of the Vice Governor shall be to replace the sitting District Governor in the event of the death, resignation or temporary or permanent inability of the sitting governor to continue to perform the duties of the office as provided in the District 5495 Bylaws, and Policies and

Procedures. The Vice Governor shall attend all Line Continuity Meetings and should attend other District meetings including committee meetings necessary to maintain a good understanding of the current procedures, programs, and issues of the District.

At the meeting when the District Governor Nominee is selected, the Committee will ratify the District Governor-Elect's selection of the Vice Governor or name a Vice Governor in the absence of a selection.

## F. STRATEGIC PLANNING COMMITTEE

### 1. Composition

The Strategic Planning Committee shall consist of six (6) Rotarians who have a broad range of experience in Rotary and/or with Strategic Planning, each to serve a three-year term. Where possible, to ensure that the perspective of younger Rotarians is appropriately represented, one committee member should be under the age of 35. The District Governor shall designate one of the members to serve as Chairperson of the Committee.

### 2. Term of Office

Each member shall be elected for three years with overlapping terms such that each year one (1) member terms out and one (1) new member is elected.

### 3. Election

At the District Council on Legislation, the Club delegates shall elect the number of Rotarians necessary to maintain the required committee composition. The District Governor shall by appointment fill any vacancy occurring on the Strategic Planning Committee because of death, resignation, or removal during his/her term of office.

## G. EDUCATION AND LEADERSHIP DEVELOPMENT COMMITTEE

### 1. Composition

The District Education and Leadership Development Committee shall consist of three (3) elected Rotarians who share the organizational responsibilities for the Presidents-elect Training Seminar (PETS); Club Leadership Academy (CLA); Rotary Leadership Institute (RLI); Assistant Governor, District Leadership and Facilitator training; and Membership and Rotary Foundation seminars. The elected member serving in his/her third year shall also serve as the Committee chair and chair of the PETS Subcommittee. Any subcommittee may include members not currently serving as the Education and Leadership Development Committee, who shall serve on a year-to-year basis at the will and pleasure of the



Committee. Other ad-hoc members such as a Treasurer, Secretary, Facilities Coordinator, etc. could be asked to serve for a one-year term, as needed and at the discretion of the elected members. The District Governor, District Governor-elect, District Governor Nominee and District Governor Nominee Designate shall serve as ex-officio members.

## 2. Term of Office

Each member shall be elected for three years with overlapping terms such that each year one (1) member terms out and one (1) new member is elected.

## 3. Election

At the District Council on Legislation, the Club delegates shall elect the number of Rotarians necessary to maintain the required committee composition. The District Governor shall appoint a replacement member to fill any vacancy occurring on the committee.

# H. DISTRICT 5495 DIRECTORS FOR THE ROTARY VOCATIONAL FUND OF ARIZONA

## 1. Composition

Since its incorporation in 1991, and their designation as a 501(c)(3) public charity in 1992, TRVFA has been a non-profit entity continuously providing vocational education grants to Arizona residents meeting defined low-income guidelines. TRVFA was organized by and continuously managed by Rotarians. Each Arizona district has director seats on the TRVFA board proportionate to their portion of total Rotary Clubs in the state. The TRVFA board is a working board made up entirely of active Rotarians.

## 2. Term of Office

The director seats are three-year overlapping terms. (As of March 2021 and for the foreseeable future, District 5495 has six director seats.)

## 3. Election

Each year directors whose terms are expiring shall be replaced by election at COL. Should vacancies occur midterm, the vacated director seat can be filled by District Governor appointment of an active Rotarian in good standing to serve the remainder of the vacated term.

## **I. OTHER COMMITTEES**

The District Organization shall be only as extensive as the District Governor deems necessary for the effective promotion of the program of Rotary in the District. The District Governor shall appoint experienced Rotarians as members of or to chair other District Committees as deemed necessary for continuity in the District organization.

## **J. REMOVAL OF COMMITTEE MEMBERS**

The District Governor may remove any member of an appointed committee at any time in his/her discretion. The District Governor may remove a sitting member of an elected committee provided the other sitting members of that committee unanimously approve the removal.

## **K. ATTENDANCE**

Members appointed or elected to committees must agree to attend meetings of those committees, and chairpersons are to set forth meeting schedules for their committees as early as possible after taking office.

# **ARTICLE IV – DISTRICT MEETINGS**

The District will conduct meetings each year in accordance with all requirements of the Rotary International Manual of Procedure and as set forth in the District 5495 Policies and Procedures.

# **ARTICLE V – DISTRICT FINANCES**

## **A. THE DISTRICT 5495 FUND**

### **1. Composition**

The District 5495 Fund shall be comprised of the net assets of the District including all monies, property, equipment, and other assets, less all liabilities, whether restricted or unrestricted in its use. The District 5495 Fund shall be for the purpose of financing the activities of the District as authorized by the District Governor's budget, the District Governor or the Finance Committee under guidelines established within these Bylaws or as set forth in the District 5495 Policies and Procedures.

## 2. Per Capita Levy

The District 5495 Fund shall be funded by all clubs in the District through a per capita levy based on each club's membership as of the immediately preceding June 30 as reported to Rotary Club International. The amount of the per capita levy shall be based on the District Governor's budget for that fiscal year.

## 3. Fiscal Year

The fiscal year for the District will be from July 1 through June 30.

## B. AUTHORIZED EXPENDITURES

Monies in the District 5495 Fund may be expended to pay costs and expenses as defined in the District 5495 Policies and Procedures.

## C. BUDGET

### 1. Process

Each year the District Governor-Elect shall submit to the Finance Committee at its midyear meeting a proposed budget for expenditures from the District 5495 Fund. The Committee with the District Governor-Elect shall review the proposed budget and make any adjustments necessary for the Committee to recommend said budget for the next fiscal year. The Chair of the District Finance Committee shall present the recommended budget to the District Club Presidents-Elect for approval at either the PETS or the Club Leadership Academy (CLA). The budget must be approved by three-quarters of the Presidents-Elect present in person, or by electronic ballot. If not approved at PETS or CLA, the budget may be approved at the District Council on Legislation by a majority of the electors present and voting in person, or duly registered to participate by electronic voting.

### 2. Timing

The District Governor-Elect shall provide the proposed budget as approved by the Finance Committee to all Presidents-Elect at least 30 days prior to the voting date.

### 3. District Conference Budget

At the same mid-year meeting of the Finance Committee, the District Governor-Elect shall submit for the approval of the Finance Committee an itemized budget of proposed income and expenditures for the District Conference.

### 4. Budget Exceptions

Any non-budgeted disbursements in excess of 5% of the total annual budget shall be made

only upon the approval of the Finance Committee. All other disbursements from the District 5495 Fund shall be made at the discretion of the District Governor.

## **D. DEPOSIT & WITHDRAWAL OF FUNDS**

### **1. Deposit**

All District 5495 funds shall be deposited in the name of "Rotary International District 5495" in one or more accounts in federally insured institutions.

### **2. Withdrawal**

Withdrawals or transfers from such account(s) shall be made by check or electronically only upon properly documented joint approval of the District Governor, and either the District Treasurer or the District Secretary.

## **E. ANNUAL FINANCIAL STATEMENTS**

There shall be a non-disclosure compilation (NDC) of the annual financial statements of the District each year by a Certified Public Accountant to be completed within 90 days of the end of the fiscal year. The NDC shall be presented to the Finance Committee for approval within 90 days of its receipt. Following approval by the Finance Committee, it shall be available by request for review.

# **ARTICLE VI – AMENDMENTS**

## **A. PROPOSALS**

Any District club or the District Bylaws and Policies Committee may submit to the District Governor one or more proposed amendments to these Bylaws no fewer than 60 days prior to the meeting of the District Council on Legislation. All such proposed amendments from any club shall be promptly submitted by the District Governor to the District Bylaws and Policies Committee for review of wording and for their non-binding recommendation of "pass" or "do not pass."

## **B. SUBMISSION**

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

## **C. AMENDMENTS**

Any amendments to these Bylaws may be made at the District Council on Legislation by receiving the affirmative vote of three-fourths of the votes cast.

## POLICIES AND PROCEDURES

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These policies and procedures are issued pursuant to authority of the Bylaws of the District to supplement its provisions with more detailed guidance and to govern various programs and activities of the District.

### SECTION I - ADMINISTRATIVE

#### A. DUTIES OF DISTRICT OFFICERS

##### 1. District Secretary

**Appointment.** The District Governor Elect shall appoint a person knowledgeable in Rotary and familiar with district meetings to serve as District Secretary for a one-year term concurrent with such District Governor Elect's year of service. The District Secretary may serve successive terms if appointed by successive District Governors-Elect. The District Secretary shall not also serve as District Treasurer during the same Rotary year.

**Duties.** The District Secretary shall:

- a. Assist the District Governor in making arrangements for district meetings and shall compile proper minutes of all such meetings.
- b. Handle correspondence as directed by the District Governor.
- c. Maintain complete files and records of all district business.
- d. Act as secretary of the Council on District Legislation.
- e. Deliver all continuing committee files to the incoming District Governor on July 1 of the current Rotary year.
- f. Relieve the District Governor of other routine tasks as requested.

##### 2. District Treasurer

The District Treasurer shall:

- a. Promptly pay all District expenses upon receipt of proper documentation supporting such payment.
- b. Properly account for all District funds.

- c. Collect dues from Rotary clubs, twice per year, July 1, and January 1, in alignment with the assessment of the Rotary International dues. Invoices will be issued by 7/31 and 1/31 and shall be payable on receipt.
- d. Upon receipt of the prior year's compilation annual financial statement from the immediate Past District Governor, make distribution first to the Finance Committee and then on or before October 1, to each club president, District Governor, District Governor-Elect, District Governor-Nominee and each Past District Governor who requests a copy.
- e. Manage the collection of account receivables.
- f. Perform such other duties as may be assigned by the District Governor.

### 3. Executive Assistant Governor

Any individual as selected by the District Governor, shall serve as the Executive Assistant Governor by supporting Assistant Governors under the direction of the District Governor.

## B. DUTIES AND PROCEDURES FOR DISTRICT STANDING COMMITTEES

### 1. District Finance Committee

#### a. General Duties

The Committee shall supervise the financial operations of the District including budget preparation and oversight of the District Fund. It is charged with reviewing the proposed budget, spending, and expansion plans, as prepared by the Governor-Elect, to ensure appropriate scope of program funding and balanced financial objectives for all district events, committees, and programs. The approval of the Finance Committee precedes the general acceptance of an annual budget and spending program by vote. It shall also develop financial operational policies in coordination with the Bylaws and Policies Committee.

#### b. Meetings

The Committee shall meet quarterly subject to the discretion of its chair as to date, time, and place.

#### c. Reports

The Committee is responsible for ensuring the timely submission of all financial and statutory reports required by federal and state laws and regulations, the RI Manual of Procedures and District Bylaws or Policies and Procedures, expressly including the annual non-disclosure compilation of the annual financial statements of the District required by ARTICLE V, Section E of the District Bylaws. These include, but are not

limited to the following:

- i. Federal Tax Form 990s for all accounts that use the District TIN (Taxpayer Identification Number), which will be consolidated into a single 990. These federal filings are due by 15 November each year. State of Arizona filings for the above accounts as required.

## 2. District Bylaws and Policies Committee

### a. General Duties

The Committee shall conduct an annual review of the Bylaws and, in coordination with other committees or District officers, may draft and put forward for approval at the District Council on Legislation proposed amendments, complying with the requirements of ARTICLE VI of the Bylaws. Upon request from a club wishing to propose an amendment, the committee shall assist in drafting appropriate language.

### b. Formulation of Temporary Policies

The Committee, subject to approval of the District Governor, in coordination with other committees or District officers, and consistent with the Bylaws, may draft and approve new policies for District activities or amend existing policies on a temporary basis between District Councils on Legislation at which a quorum exists. To become permanent such policy or amended policy must be submitted to the next Council for adoption by a simple majority of delegates voting in person or by electronic vote.

### c. Maintaining Bylaws and Policies Documents

The Committee shall maintain a master book of current Bylaws and Policies for the District and have the same posted on the District website, keeping it regularly updated as changes occur.

### d. Annual Review of Club Documents

The Committee shall conduct an annual review of all amendments to governing documents of all clubs in the District for conformance with the requirements of Rotary International and the District. The Committee may delegate this responsibility to the District Parliamentarian or any other person of sufficient knowledge and background to accomplish the task and report the results to the Committee and to the District Governor and District Governor-Elect for action if any. All clubs in the District shall, by no later than one week following PETS each year, furnish the District Secretary with any amendments made during the preceding year or a statement that there has been no such amendment. The Presidents-Elect at PETS shall be advised of this requirement each year.

## 3. District Nominating Committee

a. Procedure for Selection of the District Governor-Nominee.

The Nominating Committee is charged with the responsibility of ensuring a broad choice of candidates for selection to serve as District Governor. They shall consult with the Governor line, and other district committee chairs, to identify Rotarians with qualification and interest in serving as governor, to encourage their candidacy and ensure they are informed of the process through the Nominating Committee process, pursuant to Rotary International requirements and time frames, not less than 24 months and not more than 36 months prior to the date that person is to take office as District Governor:

- i. No later than ten days prior to the announced date for the Committee meeting, the President of any club in good standing, having had no outstanding indebtedness to RI or the District as of the close of the preceding year, wishing to place the name of one of its members in nomination (or propose a member of another club in good standing, having had no outstanding indebtedness to RI or to the District as of the close of the preceding year, and with that club's concurrence) for the office of District Governor-Nominee shall file with the Chairperson of the Committee a resolution of the club adopted at a regular club meeting. The resolution shall certify that the candidate meets the qualifications for District Governor as provided in the current Rotary International Manual of Procedure and include a picture of the candidate together with a completed "Governor-Nominee Form" and a biographical sketch of the candidate's personal and Rotary background. All District clubs should refer to the current Rotary International Manual of Procedure regarding the prohibition of campaigning, canvassing, or electioneering for a given candidate and should nominate the best-qualified candidate.
- ii. The Nominating Committee shall meet in person or electronically no earlier than July 1 or later than November 30 to choose a proposed candidate for District Governor-Nominee. The District Governor shall set the date for this Committee meeting and provide at least 60 days' notice to the District clubs of such meeting. The committee shall endeavor to select the best possible candidate and shall not be limited in making its selection to those names submitted by the District clubs. Should the District clubs submit no name, the Nominating Committee nonetheless shall meet and select a candidate in accordance with the procedure set forth in the remainder of this subsection. The Committee shall participate in assessing each candidate's curriculum vitae and written essay answers prior to the in-person interview. Interviews are to be conducted in person or by virtual/electronic means but, to be fair to all concerned, the process shall be consistent for all candidates. Interviews are to be evaluated by the Committee as a whole. Scoring criteria, including weighting of the written curriculum vitae and interview portions, shall be



decided on by the Committee and published as an addendum. The Committee Chair initially shall propose the number and content of written questions and interview questions. The Committee shall review the proposed questions for relevancy and make appropriate adjustments by majority vote accordingly. Scores for the candidates' curriculum vitae and written portions shall be tallied prior to the interview. Any Committee member who does not submit written scoring prior to the interview will not be allowed to participate in the interview process. Interview scores are to be tallied and aggregated with the curriculum vitae and written portions for each candidate and then provided to the Committee as a factor for consideration during selection, following the completion of all the in-person interviews. Following discussion and scoring considerations, balloting shall be by secret ballot with a simple majority sufficient to select a candidate. The Committee Chair shall be a non-voting member for purposes of this selection (as generally provided in Bylaw Article III(E)(3).

In the event the Committee Chair is not the governor, the Chair of the nominating committee shall notify the governor of the candidate selected within 24 hours of the adjournment of the nominating committee. The governor shall then publish to the clubs of the district the name and club of the nominee within 72 hours from receipt of the notice from the chair of the nominating committee via letter, e-mail, or facsimile.

- iii. No later than 14 days following the District Governor's announcement of the Committee's proposed candidate, any district club that submitted a name of a candidate to the Committee other than the Committee's choice may challenge.

## Nominating Committee Procedure

Event	Timing	Date
1. Members of the nominating committee have been determined by the district's own criteria, or if it has none, the default procedure in RI Bylaws 14.020.3.		
2. The district governor invites clubs to submit their suggestions for nominations for governor.	At least two months before the deadline	
3. Deadline for the governor or the nominating committee chair to receive club resolutions suggesting candidates for the office of district governor.	At least two months after governor sends announcement	
4. The nominating committee selects its nominee for governor.		

5. The nominating committee chair notifies the governor of the candidate selected.	Within 24 hours after nominating committee adjourns	
6. The governor notifies all candidates of the decision. The governor also notifies clubs in the district of the selected nominee and announces the deadline for receipt by the governor of challenging candidates.	Within 72 hours of notification by nominating committee	
7. Deadline for receipt by the governor of challenging candidates.	Not more than 14 days after clubs are notified	
<i>If clubs do not submit challenges by the deadline or if challenges are withdrawn, then the governor will declare the nominating committee selection to be the official nominee and notify all club presidents within 15 days.</i>		
8. Governor notifies clubs of any challenging candidates and asks if clubs wish to concur.		

#### Nominating Committee Procedure - continued

Event	Timing	Date
9. Deadline for receipt by the governor of concurrences with a challenge.	Determined by the governor	
<i>If there are not enough clubs concurring with a challenge, or if concurrences are withdrawn or invalid, then the governor will declare the nominating committee selection to be the official nominee and notify all club presidents within 15 days.</i>		
10. If a valid challenge and the necessary concurrences are received prior to the deadline, the governor notifies clubs of names and qualifications of each candidate, the names of the challenging and concurring clubs, and the selection method: ballot-by-mail or district conference vote ( <i>note: If a district conference vote is selected, refer to the procedure outlined on that worksheet below.</i> )	Within seven days of the deadline for concurrences	
11. The governor notifies each club of the number of votes to which it is entitled.	At least 15 days before the balloting	
12. The governor mails one ballot, signed by the members of the balloting committee, to each club.		
13. Deadline for receipt by the governor of ballots.	No less than 15 days and no more than 30 days after the ballot is mailed	
14. The governor announces the place, date, and time for counting and validating of ballots and appoints a three-member committee to perform these duties.	Determined by the governor	

15. In the presence of the candidates or their representatives, the balloting committee validates the ballots cast. Then, in a separate process, the balloting committee counts the ballots. The balloting committee promptly reports the results of the ballot to the governor, including the number of votes cast for each candidate.		
16. The governor notifies the candidates and all clubs of the election results, declaring the candidate receiving a majority of votes as the governor-nominee		
17. The balloting committee retains all ballots for 15 days and makes them available for inspection by a representative of any club. The ballots are destroyed after the 15-day review period (unless there is an election complaint).	For a period of 15 days following the governor's notification of the candidates	
18. The governor certifies the name of the governor-nominee by submitting the governor nominee form to Club and District Support.	Within 10 days after the governor declares the results	

### Ballot-by-Mail

Event	Timing	Date
1. The district governor invites clubs to submit their suggestions for nominations for governor.		
2. Deadline for suggestions from clubs.	At least one month after announcement is sent by governor	
<i>If only one suggestion, governor declares the sole candidate to be the governor nominee</i>		
3. When two or more candidates are suggested, governor notifies all clubs of their names and qualifications, indicating that the governor-nominee will be selected in a ballot-by-mail.		
4. The governor notifies each club of the number of votes to which it is entitled.	At least 15 days before the balloting	
5. The governor prepares and mails one ballot, signed by the members of the balloting committee, to each club.		
6. Deadline for returning ballots to the district governor.	No less than 15 days and no more than 30 days after the ballot is mailed	
7. The governor announces the place, date, and time for counting and validating of ballots and appoints a three-member committee to perform these duties.	Determined by the governor	

8. In the presence of the candidates or their representatives, the balloting committee validates the ballots cast. Then, in a separate process, the balloting committee counts the ballots. The balloting committee promptly reports the results of the ballot to the governor, including the number of votes cast for each candidate.		
9. The governor notifies the candidates and all clubs of the election results, declaring the candidate receiving a majority of votes as the Governor-nominee.		
10. The balloting committee retains all ballots for 15 days and makes them available for inspection by a representative of any club. The ballots are destroyed after the 15-day period (unless there is an election complaint).	For 15 days after the governor's notification of the candidates	
11. The governor certifies the name of the governor-nominee by submitting the governor nominee form to Club and District Support.	Within 10 days after the governor declares the results	

## District Conference

Event	Timing	Date
1. The district governor invites clubs to submit their suggestions for nominations for governor.		
2. Deadline for suggestions from clubs.	At least one month after announcement is sent by governor	
<i>If only one suggestion, governor declares the sole candidate to be the governor nominee</i>		
3. When two or more candidates are suggested, governor notifies all clubs of their names and qualifications, indicating that the governor-nominee will be selected at the district conference.		
4. The governor notifies each club of the number of votes to which it is entitled.	At least 15 days before the balloting	
5. One elector for each Club votes at the district conference. In the presence of the candidates or their representatives, the three-person balloting committee validates the ballots cast, and then counts the ballots in a separate process. The balloting committee promptly reports the results of the ballot to the governor, including the number of votes cast for each candidate.		
6. The governor notifies the candidates and all clubs of the election results, declaring the candidate receiving a majority of votes as the governor-nominee		

7. The governor announces the place, date, and time for counting and validating of ballots and appoints a three-member committee to perform these duties.	Determined by the governor	
8. The governor certifies the name of the governor-nominee by submitting the governor nominee form to Club and District Support.	Within 10 days after the governor declares the results	

b. Other Nominations

The selection of the District's representative and alternate for the International Council on Legislation will be made using a similar Committee process as for selection of the District Governor-Nominee, including the use of electronic interviews in lieu of in-person interviews when appropriate. Secretary ballots would be optional. The candidate deemed by the majority of the Committee as having the best qualifications shall be nominated as primary representative, and the candidate deemed to have the next-highest qualifications shall be nominated as the alternate representative. At least 30 days prior to the District Conference, the Committee shall select and announce those candidates who are to stand for election as delegates and alternates for the Rotary International Council on Legislation, the Rotary Zone Nominating Committee to which the District is assigned, and for membership on the Bylaws and Policies, Finance, Nominating, Strategic Planning, Education and Leadership Development and District 5495 Directors for The Rotary Vocational Fund of Arizona Committees (with compliance with the area definitions set forth in the District Bylaws) said candidates to be voted upon at the District Council on Legislation. In completing selection of members for standing committees, the Nominating Committee may seek input from the current Assistant Governors and District club presidents.

## 4. Strategic Planning Committee

a. General Duties

The Committee shall conduct an annual review of the District Strategic Plan and report its findings to the Clubs at the District Council on Legislation. In consultation with District officers and other committees, the Committee shall draft and put forth for approval at the District Council on Legislation recommended amendments to the District Strategic Plan complying with the time requirements of ARTICLE VI of the Bylaws.

b. Meetings

The Committee shall meet semi-annually at the discretion of its chair as to date, time, and place.

## 5. District Education and Leadership Development Committee

### a. General Duties

The Committee shall be responsible for the following Educational programs: Presidents-elect Training Seminar; Club Leadership Academy; Rotary Leadership Institute; Assistant Governor, District Leadership and Facilitator training; Membership and Rotary Foundation seminars. The committee chair will serve as the Chair of Presidents-elect Training Seminar Sub-Committee. Any voting by the Committee shall be limited to the three elected members and the District Governor-elect and the District Governor Nominee.

### b. Meetings

The Committee shall meet as called by the Chair as necessary to fulfill its responsibilities.

### c. Presidents-elect Training Seminar (PETS)

- i. The PETS Subcommittee is responsible for planning and providing a PETS program for all District 5495 Presidents-elect that conforms to and adheres to all “core” education as recommended by Rotary International and as determined by said Subcommittee. Supplemental education and leadership development topics should be covered in other settings, such as pre-PETS, Club Leadership Academy, or AG-led events. Primary PETS speakers should be selected as far in advance as feasible with the concurrence of the event-year’s DGE.
- ii. The Committee should prepare and present a proposed budget to the DGE with a request for funding in time for the District Finance Committee review and approval by the clubs. Funding for PETS should come primarily from event revenues, but the District can participate as well from District funds. The Committee should establish and maintain a consistent policy governing any reimbursements for Club Presidents who are geographically remote from the PETS venue. Financial oversight for the Committee should be done by the DGE and the District Finance Committee. However, it is recommended that the Education and Leadership Development Committee appoint a Committee Treasurer to track detailed revenues and expenses and assist with developing budgets.

### d. Other Training events.

The Club Leadership Academy; Rotary Leadership Institute; Membership and Rotary Foundation Seminars should be revenue neutral. The cost for District Leadership Training, Facilitator Training, and Assistant Governor Training can be all or partially funded from the District budget, if requested by this Committee and approved in the District budget.

## 6. Electronic Attendance

At any meeting, regular or special, of any District Committee including the annual selection meeting of the District Nominating Committee, any and all Committee members, including the committee chair, with advance approval of the chairperson, may attend by means of telephonic or other electronic process so long as that member may hear all other members of the committee and may be heard by them. Committee members attending in that fashion will be counted in determining a quorum.

## C. DISTRICT MEETINGS

### 1. District Conference

The District Governor shall recommend to each District club that its President and Secretary attend the District Conference. The District Conference shall be held at such time and place as shall be selected by the District Governor-Elect. The District Conference and Club Leadership Academy should be held as separate, unrelated meetings unless special circumstances require consecutive meetings in which case the District Conference shall be held as the second such meeting. The District Governor-Elect shall announce the site and date of the District Conference and the name of the host club at the immediately preceding District Conference.

### 2. Club Leadership Academy

Each District Club President-Elect shall attend or participate by electronic-means in the Club Leadership Academy, unless excused by the District Governor-Elect. If so excused, he or she shall designate a representative from the club whose duty it will be to report back to him or her. It is recommended that all key club officers attend the Club Leadership Academy. The Club Leadership Academy shall be held on a date after PETS, not in conflict with the Rotary International Convention and preferably in April or May. The District Governor-Elect shall select the site, electronic means and date of the Club Leadership Academy with the approval of the District Governor.

At the Club Leadership Academy, each President-Elect shall have one vote and a majority of the votes cast shall be required for approval of any matter considered except for the budget recommended by the Finance Committee, which shall be adopted as required by ARTICLE V, Section C of the District Bylaws. If no Club Leadership Academy is held either in person or electronically, or a quorum is not obtained, any matter that otherwise could have been determined at such Club Leadership Academy, other than approval of the budget recommended by the Finance Committee, may be determined in a ballot by mail in accordance with the current Rotary International Manual of Procedure.

### 3. District Presidents-Elect Training Seminar (PETS)

a. Date and Site of PETS

The District Governor-Elect, in cooperation with the District Governor, shall select the site and date for PETS which preferably shall not be later than two months following the International Assembly and at a different time than the Club Leadership Academy.

b. Required Attendance

Each District Club President-Elect and President-Nominee shall attend a PETS unless excused by the District Governor-Elect. If so excused, he or she shall send a designated representative from the club whose duty it will be to report back to him or her. If the President-Elect does not attend the President-Elect Training Seminar (PETS) and the Club Leadership Academy, has not been excused by the Governor-Elect or, so excused, does not send a designated Club representative in his/her place, he or she shall not serve as club president. In such event the current President shall continue to serve as Club President until a successor who has attended a President-Elect Training Seminar and Club Leadership Academy, or undergone training deemed sufficient by the District Governor-elect has been duly elected.

#### 4. District Council on Legislation (DCOL)

a. Composition

The District Council on Legislation shall be constituted as follows: Each District club shall select and certify one elector to the District Council on Legislation, one elector for every 25, or major fraction thereof, of their members. Such membership shall be determined by the number of members in the club as of the most recent January 1. Each club elector shall be its President or a member, other than honorary, in good standing of the club appointed by the President. Notwithstanding the foregoing, each District club which has no outstanding indebtedness to RI, or to the District for more than 3 months preceding that in which the District Conference is held, shall be entitled to at least one elector.

b. Chairperson

The District Governor shall serve as Chairperson of the District Council on Legislation unless unable to serve, in which event, the most recent Past District Governor present shall serve as Chairperson. The Chairperson may appoint a parliamentarian to act as an advisor in all matters of parliamentary procedure and in his/her discretion may direct the parliamentarian to act as the presiding officer during the Council. The District Secretary shall act as Secretary of the Council.

c. Date and Location, Attendance and Participation

The District Council on Legislation shall meet either during the District Conference or in case of emergency by electronic participation at a time designated by the District Governor. The meeting shall be open to attendance by all Rotarians. Only members of



the Council may participate in the discussion, except special privilege may be given by the Chairperson to any Rotarian to speak.

d. Agenda

No fewer than 30 days prior to the District Council on Legislation, the District Governor shall forward to each District Club President and to each Past District Governor a tentative agenda of matters to be considered at the forthcoming Council including without limitation:

- i. All resolutions proposing amendments to the Bylaws.
- ii. Approval of proposed new or amended policies.
- iii. Election of members of the District Nominating Committee, District Finance Committee, District Bylaws and Policies Committee, District Strategic Planning Committee, District Education and Leadership Development Committee and District 5495 Directors for the Vocational Fund of Arizona.
- iv. Election of District representative and alternate to the Rotary Council on Legislation.
- v. Committee for RI Director in those years in which such Director is elected.
- vi. Approval of the budget recommended by the Finance Committee in those years the District opts to consider approval of such budget at the District Council on Legislation; and
- vii. Any other resolution proposed by a District club, a District committee, or the District Governor.

## 5. Attendance at District Meetings

The success of District meetings depends largely upon the support of the clubs in attendance and participation by their members. Clubs should insist that their incoming officers and directors plan their time to enable them to attend the scheduled training sessions and it is highly recommended that each club assist in payment of their expenses to the extent of its ability.

## 6. Determination of a Quorum at District Meetings

A quorum shall be deemed to exist so long as thirty per cent (30%) of those eligible to vote at said meeting are personally present.

## D. DISTRICT FINANCES

### 1. The District 5495 Fund

a. Surplus Funds

In addition to financing the current activities of the District, the District 5495 Fund shall include surplus funds, defined as the cash component of unrestricted net assets, to maintain and purchase property and equipment in support of District activities and for unforeseen contingencies.

Within 90 days following the end of each fiscal year, the District Governor and District Treasurer for the year just ended shall prepare and provide to the Finance Committee, an evaluation of the District 5495 Fund. The evaluation shall identify the amount, if any, of excess surplus funds, defined as unrestricted cash in excess of the greater of 40% of the total expenses of the prior fiscal year or \$100,000, whichever is higher. Each District club that has paid in full the levy for the fiscal year just ended shall receive a credit of excess surplus funds on a pro rata basis based upon the club's reported membership upon which that levy was based.

b. Authorized Expenditures

Monies in the District 5495 Fund may be expended to pay:

- i. The expenses of the District Governor for travel, postage, telephone, stationary, printing, secretarial service and other administrative expenses beyond the monies allocated to the District Governor for such purposes by Rotary International.
- ii. The expenses of conducting District affairs including the District Conference, the Club Leadership Academy, District PETS and special District functions.
- iii. The expenses of the District Governor and District Governor-Elect and their spouses or, partners or significant others for not more than economy class air fare and basic necessary expenses for attendance at the Zone Institute-GETS (Governors-Elect Training Seminar), The Rotary International Convention and The Rotary International Assembly (beyond any amount provided for such travel and expenses by The Rotary International Assembly), provided that all such persons must attend all business and training events at these meetings. The expenses of the District Governor-Nominee and his/her spouse, partner or significant other to the Zone Institute-GNTS (Governors-Nominee Training Seminar) shall be paid beyond any expenses provided by the Zone or by Rotary International.
- iv. The expenses for the District Representative to the Rotary International Council on Legislation held every third year, which are beyond the amount allocated by Rotary International.
- v. PETS President-Elect and President-Nominee per diem subsidy will be established annually in coordination with PETS budget. Those clubs whose city center is greater

than 60 miles from the facility hosting PETS, are eligible. Reimbursement will be made from a report of eligible attendees by the registrar of PETS. Proof of completion of attendance for the President-Elect and President-Nominee shall be submitted to the District Treasurer no later than 30 days after PETS. This policy shall be revised as the location of PETS is established.

- vi. The expenses of equipment and supplies required for new clubs chartered in the District, including an initial contribution to the new club's treasury in the amount of \$150. Existing District clubs shall be encouraged to contribute such equipment and supplies to help defray the cost of District funding.
- vii. The premium expense of comprehensive liability insurance for the benefit of the District and its Officers.
- viii. Other expenses that the District Governor determines are in the best interest of the District and are approved by the Finance Committee. In that regard The District Governor shall have the option not to attend the Rotary International Convention and instead utilize the funds saved to represent the District at some other Rotary International event.

## 2. District Subsidiary Bank Accounts

District 5495 subsidiary bank accounts include all accounts supporting various elements of District 5495 that use any form of "District 5495" in the name of the account and/or the District 5495 Taxpayer Identification Number (TIN). The following rules apply to all such subsidiary accounts.

- i. No subsidiary deposit accounts shall be opened without advance authorization of the Finance Committee before being established.
- ii. All new subsidiary accounts shall use the District 5495 Taxpayer Identification number (TIN).
- iii. Accounts names shall include "Rotary District 5495" in full or abbreviated form.
- iv. The finance committee shall be informed of authorized signers on all subsidiary bank accounts. The District Treasurer shall have signing authority on all subsidiary accounts except those subsidiary accounts operating under guidelines of The Rotary Foundation.
- v. The District Treasurer shall have electronic banking viewing access on all subsidiary accounts including those operating under guidelines of The

Rotary Foundation.

- vi. The mailing address for all accounts shall be the current District Post Office Box.
- vii. The District Treasurer shall regularly sync accounting software with bank records and post transactions utilizing classification accounting to keep subsidiary account activity separate and distinct from other district accounting activity.
- viii. Authorized signers on subsidiary accounts shall utilize electronic banking systems to view and/or print information required for their purposes.
- ix. Quarterly financial statements will be provided by the District Treasurer to the authorized signers of subsidiary accounts utilizing classification accounting so each subsidiary can review and compare their records to district accounting of their activity.
- x. Subsidiary account representatives shall be invited to participate with voice but no vote at District Finance Committee meetings.