



ROTARY DISTRICT 5420 MANUAL OF PROCEDURE

Adopted April 23rd, 2021

PREAMBLE

Rotary International (RI) is a service organization whose stated purpose is to bring together business and professional leaders to provide humanitarian service and to advance goodwill and peace around the world. Rotary is a non-political and non-religious organization open to all. Districts in Rotary exist to strengthen and serve clubs. The Manual of Procedure of District 5420 (Utah Rotary) is the governing document guiding District leadership in supporting club efforts to do more good in the world.

ARTICLE A. GOVERNOR ADVISORY BOARD

The District Governor (DG) has the authority to make final District management decisions not reserved by the Manual of Procedure. To counsel the DG in making District decisions, the Governor Advisory Board exists to offer insight and guidance on any matters requested by the DG. The Board shall consist of the three most immediate Past District Governors who have been the most active in the District since their Governorship as determined by the DG. The District Governor-Elect (DGE), the District Governor-Nominee (DGN), and the District Governor-Nominee Designee (DGND) are members of the Committee. Other Rotarians may be invited at the request of the DG, to serve on the Board or attend a meeting of the Committee.

Section 1. Duties

- (a) **The Board may meet as often as monthly**, at the discretion of the DG, to advise on issues and topics submitted to the Committee for their discussion in an agenda prepared by the DG. At least yearly the Board shall review the Manual of Procedure and recommend changes to the document and submit those changes to the Resolution Committee.
- (b) **Annually, after the RI International Assembly, the Board will call together** an advisory council of all Past District Governors who are members of Rotary Clubs in the District, to allow the DGE to share what transpired at the International Assembly and to foster better friendships among all Governors in the District.

ARTICLE B. ASSISTANT GOVERNORS

Assistant Governors are appointed by the District Governor (DG) to motivate and support a group of designated clubs to thrive.

Section 1. Duties:

- (a) **Visit each club at least quarterly, or as needed**, to discuss club activities, resources, and opportunities.
- (b) **Support clubs** in setting and achieving goals, finding solutions to challenges, resolving conflicts, and meeting District and RI administrative requirements.
- (c) **Serve as a liaison** between clubs and District committees.
- (d) **Assess each assigned club's ability to thrive** and serve as a mentor on strategies to make the club successful.
- (e) **Encourage clubs' involvement** in District activities and committees.
- (f) **Keep the governor informed** on the progress of the clubs.
- (g) **Stay up to date** on Rotary initiatives.
- (h) **Share club status** with a successor.

Section 2. Selection Criteria:

- a) **active member in good standing** in a club in the district for at least three years
- b) **served as president** of a club for a full term, or as a charter president for at least six months

**ARTICLE C.
COMMITTEES**

Committees exist to carry out the work of the District. The District Governor-Elect (DGE), District Governor (DG), and Immediate Past District Governor should work together to ensure continuity of leadership and succession planning. The District Governor is a non-voting member of all District Committees.

Section 1. District Committees Formed

- (a) **Before July 1**, the DGE shall appoint or re-appoint Chairs of all District Committees.
- (b) **Except when specified** in the Manual of Procedure, all committee deliberations are suggestive, and the DG shall be the final determinant as to whether committee recommendations are adopted.
- (c) **To accomplish the work of the District**, the DG may merge committees.
- (d) **Other committees may be appointed** when they serve a specific function as identified by the DG.
- (e) **Other specific requirements for a particular committee** may be outlined in the Sections to follow.

Section 2. District Standing Committees

- (a) Finance
- (b) Membership/Extension
- (c) Foundation
- (d) Youth Service
- (e) Rotaract
- (f) Public Image
- (g) Education and Training
- (h) District Conference
- (i) Resolutions and Business Meeting
- (j) Nomination
- (k) Selection

Section 3. Guidelines for all District Committees

- (a) **Committees should consist of** at least three Rotarians including the Chair.
- (b) **The Chair of each committee shall appoint committee members** in accordance with the Manual of Procedure, with the advice and consent of the District Governor.
- (c) **Chairs may only vote in case of a tie.**
- (d) The District Governor-Elect (DGE), or the District Governor-Nominee (DGN), or the District Governor-Nominee Designee (DGND) may suggest names of Rotarians to serve on committees for consideration of the Chairs.

Section 4. District Committee Chairs, when possible, shall be Past District Governors (PDG), District Governor-Nominees (DGN), Past Assistant Governors, or effective past district committee members.

- (a) **For continuity**, a standard term of service for a District Chair will be three years, appointed or re-appointed by the DGE, serving at the discretion of the District Governor (DG).
- (b) **Chairs shall ensure the District Governor**, the DGE, the DGN, are invited to all committee meetings.
- (c) **Chairs shall ensure minutes of all meetings are kept** and distributed after the meeting to the Committee, and the Governors as listed in (b) above.

Article C. Committees - Section 4. District Committee Chairs (*continues*)

- (d) **Chairs shall fill committee vacancies** with the advice and consent of the DG.
- (e) **Chairs shall, when possible, appoint Rotaractors** to their Committees.

Section 5. The District Finance Committee exists to steward District financial resources, ensuring District compliance with financial requirements of the State of Utah and the Internal Revenue Service of the United States Government. The Chair of the Committee should be a Past District Governor (PDG) or a Rotarian with a background in the fields of finance law, banking, or accounting.

(a) Committee Composition

- i. The Chair will appoint or re-appoint a District Treasurer (DT). The DT should be a Certified Professional Accountant (CPA), experienced accountant or banker, either active or retired and should have no other official District responsibilities during their tenure in this position.
- ii. The Chair and the Committee provide direct oversight of the financial records kept by the DT.
- iii. Each successive Governor shall select his|her own Governor's Financial Officer (GFO) to manage the financial affairs during the Governor's years as a District-Governor Nominee (DGN), District-Governor Elect (DGE), and a District Governor (DG).
- iv. To observe good financial operating practices, the Chair, the DT, and the GFO shall be three separate individuals.
- v. The Governor's Financial Officer, DGE, and DGN shall be non-voting members of the Committee.

(b) Duties of the Committee in general:

- i. Maintains bank accounts at a financial institution with low or no fees, with online banking so Committee members may track transactions occurring in all accounts.
- ii. Ensures expenditures during a District Governor's year do not exceed the revenue collected from the clubs' dues assessment approved by Club Presidents during Presidents-Elect Training Seminar (PETS).
- iii. Develops a request form to itemize proposed expenses before District funds are transferred to the District Governor (DG), DGE, or DGN banking accounts.
- iv. Ensures the DT does not make any transactions involving District or RI funds without receiving written authorization from the Committee and signed by the Chair or his|her designated representative.
- v. Retains transaction approval documents as an official record of all District banking transactions and keeps such records for a minimum of three years after the termination of the Rotary year in which the documents were generated.
- vi. Maintains a one-year cash reserve, calculated by determining the average annual expenditure of the District over the previous three years. The purpose of this reserve is to ensure expenses of the DGE, DGN, and District Governor-Nominee Designee (DGND) incurred prior to assuming the District Governorship are reimbursed and any unforeseen expenses not anticipated or budgeted in the District are paid. Funds in excess of a full year's cash reserve may be expended by the suggestion of the DG with the approval of the Committee for the benefit of the District.

(c) Duties of the Committee regarding the DGE's budget: Assist the DGE in presenting his or her budget for consideration of Presidents-Elect during their PETS.

- i. Funding for the DGE's budget is determined by estimating the number of Rotarians in the District multiplied by a proposed per-capita member District dues. The estimate is not finalized by the Committee until the DT has collected all due assessments from the clubs.
- ii. By a majority vote, the Presidents-Elect in attendance approve the recommended District dues based on the budget being proposed.
- iii. If proposed dues are not approved, the current Governor's District dues shall remain in effect for the new Rotary year.

(d) Duties of the District Treasurer (DT)

- i. Maintain the District financial records by using a software program widely accepted in the industry. Provide Generally Accepted Accounting Principles (GAAP) statements at least annually, but more frequently if requested.
- ii. Transfer funds approved by the Committee may be transmitted by email or other electronic means. The Chair will ensure all such transaction approval documents are retained to constitute a record of transactions.
- iii. Collect all club dues and deposits in the District account, keeping all records of these transactions. District dues are based on RI's official membership records as of July 1 of the new Rotary year and will be payable immediately upon the club being invoiced by the Committee. Club invoices not paid within thirty (30) days are delinquent. A club that has not paid its dues assessment by January 1 may be subject to termination.
- iv. Reconcile and balance, every month, the District Checking Account.

(e) Duties of the Governor's Financial Officer (GFO):

- i. Serves the District Governor (DT) in managing his/her financial affairs and budget during his/her term as DGN, DGE, and DG. Maintains financial records by using a software program widely accepted in the industry. Provides Generally Accepted Accounting Principles (GAAP) financial statements at least annually, but more frequently if requested by the Governor.
- ii. The GFO should be a Certified Professional Accountant (CPA), experienced accountant or banker, either active or retired, and should have no other official District responsibilities during their tenure in this position.
- iii. Helps the Governor set up record-keeping in an online software program where each expenditure and income can be recorded, and receipts uploaded. The Governor or their designee is responsible for the immediate recording of income and expenses and uploading of receipts into these shared records. To ensure transparency, the Committee shall be provided online access to view the information described above.
- iv. Reconcile and balance, every month, the Governor's Checking Account.
- v. Retire all accounts of the outgoing DG and produce GAAP financial statements to report expenditures within six months after the outgoing DG leaves office.

(f) Excess Funds

- i. Toward or after the conclusion of the DG's fiscal year, any approved funds not expended shall be considered excess funds if the condition of Article C, Section 5 (a) vii has been met. Such excess funds may only be disbursed for appropriate Rotary causes as determined by the outgoing DG, his or her leadership team, and his or her Presidents.
- ii. If these excess funds are not disbursed within two years of being accumulated, funds shall be returned to the Committee.
- iii. The outgoing DG, with the approval of the incoming DG, may serve as a non-voting member of the Finance Committee in an advisory capacity for one year to oversee the appropriation of the excess funds accumulated during his or her year of service.

Section 6. The District Membership/Extension Committee exists to identify, promote, and implement membership strategies determined to result in membership development and growth, and the formation and support of new Rotary and Rotaract clubs within the district.

(a) Duties:

- i. Provide resources, training, and programs concerning membership recruitment and retention matters for clubs in the District.
- ii. Assist club membership committee chairs in carrying out their responsibilities to recruit and retain members.
- iii. Manage prospective members through the Manage Membership Leads page on My Rotary.
- iv. Assist in organizing, establishing, and supporting new and different types of clubs,

where Rotary is currently not present, as well as in areas where Rotary is already active.

- v. Communicate committee progress, challenges, and opportunities with the Zone Rotary Coordinator and the District Governor (DG) regularly.

Section 7. The District Rotary Foundation Committee exists to promote giving within the clubs, manage the District Designated Funds provided by The Rotary Foundation, oversee and distribute funds to foster Global Grants and District Grants, and other duties as may be assigned by the Chair or suggested by the District Governor (DG).

(a) **Duties:**

- i. Report to the DG on all Foundation activities monthly, including qualification status of clubs.
- ii. Together with the DG, provide authorization for the use of the District Designated Fund to reflect the decisions of the District Rotary Foundation committee.
- iii. Review Global Grant applications and confirm sponsor clubs are qualified.
- iv. Serve as the primary contact for District Grants.
- v. Oversee the district qualification process and compliance with the requirements of qualifying, including ensuring the annual financial assessment of the financial management plan and its implementation is properly distributed to the clubs in the district.
- vi. Work with the DG, trainer, and the training committee to plan, organize, and promote seminars, training assemblies, Presidents-Elect Training Seminar (PETS), and grant management seminars, focusing on agenda and content.
- vii. Assist the District Governor-Elect (DGE) in obtaining input from Rotarians before establishing district Foundation goals for implementation during his/her term as governor.
- viii. Ensure Rotary Foundation grant activities are reported at a district meeting to which all clubs are invited or eligible to attend, as required by the terms and conditions of Foundation grants.

Section 8. The District Youth Service Committee exists to promote the youth service programs of Rotary International including Rotary Youth Leadership Awards (RYLA), Interact, New Generation Service Exchange, and Youth Exchange (YE). It is recommended the Youth Service Chair has previously served as Chair of one of these programs.

(a) **Duties:**

- i. Ensure all members of the Youth Service Committee, and club Youth Chairs, are educated on RI's policies and procedures governing the protection of youth in Rotary youth programs.
- ii. Work under the direction of the Utah Rotary Youth Foundation to monitor the expenditure of funds by various Youth Programs in the District and when necessary making funding requests to outside organizations.
- iii. Ensure funds contributed for Rotary Youth Leadership Awards and Youth Exchange, shall be dedicated for those purposes, and not commingled with other Utah Youth Foundation funds.
- iv. Provide annually to the District Governor (DG) and the Finance Committee an itemized accounting of all expenditures made.

Section 9. The District Rotaract Committee exists to encourage and promote membership in Rotaract. It is suggested the Committee consists of an equal number of Rotarians and Rotaractors. The Committee chair (a Rotarian), appointed by the governor, and the District Rotaract Representative (a Rotaractor), elected by Rotaract clubs in the district, should serve as co-chairs and oversee the administrative functions of Rotaract Clubs. To ensure continuity of leadership, when possible the terms of the co-Chairs should be staggered.

Article C. Committees - Section 9. The Rotaract Committee *(continues)*

(a) Duties:

- i. Work to encourage the participation of Rotaractors on all District Committees.
- ii. Encourage participation of Rotaractors in Rotary activities and service projects.
- iii. Help coordinate joint Rotary-Rotaract activities in the District.
- iv. Work with the Public Image Committee, as needed, to produce promotional and informational materials for Rotary Clubs and potential Rotaractors, as needed.
- v. Request financial assistance from the Utah Rotary Youth Foundation so Rotaract Club Presidents, Presidents-Elect, and other leaders may attend the same training available to Rotary club leadership.
- vi. Ensure participation of Committee leadership in RI, Zone, District events, and other events available especially District Conference, the President-Elect Training Seminar, and Zone Institute.
- vii. Handle trainings of Rotary club leadership on RI Rotaract policies and procedures.
- viii. Develop and distribute a District Rotaract Newsletter.
- ix. Prepare and submit an annual budget to the District Governor (DG).
- x. Educate clubs on Rotary as an organization of both Rotary and Rotaract clubs.

Section 10. The District Public Image Committee

The Public Image Committee promotes Rotary awareness in the District, provides resources, training, and programs to clubs within the District. The Chair should be a Rotarian with a background in public relations, marketing, or related fields.

(a) The Committee should include:

- i. The District's Newsletter/blog editor, Social Media Leader, and Webmaster.
- ii. Other members may be added as needed.

Section 11. The Education and Training Committee ensures incoming Assistant Governors, Presidents-Elect, Presidents-Nominee, Club Chairs, and Club Committee members are provided with the education and training necessary to be successful in carrying out their duties and responsibilities. The Chair of the Committee shall be the District Trainer.

(a) Duties:

- i. Work with the District Governor (DG), District Governor-Elect (DGE), and the District Governor-Nominee (DGN) to plan the time, place, and format of any District level training including the Presidents-Elect Training Seminar (PETS), Foundation, Membership, and Assemblies events.
- ii. Schedule the Presidents-Elect seminar as soon after the International Assembly as possible.
- iii. Inform Club Presidents-Elect attendance at the Presidents-Elect Training Seminar is required by RI's Manual of Procedure.
- iv. Encourage Club Presidents-nominee to attend PETS.
- v. Work with the Club Presidents, Presidents-Elect, Presidents-Nominee, Club Chairs and Officers, the DGE, and the DGN to help the leadership of clubs understand their responsibilities, duties, and roles.

Section 12. The District Conference Committee exists to assist the District Governor (DG), the District Governor-Elect (DGE), and the District Governor-Nominee (DGN) to promote an annual conference to foster networking, fellowship, training and to celebrate the accomplishments of clubs, Rotarians, and the District. The Governors appoint the Chairs of their respective District Conferences and to promote the RI Convention.

(a) Responsibilities and duties

- i. The DG has the authority to plan and conduct the District Conference during their year with assistance from the committee and input from the RI President.
- ii. During the RI Convention and District Conference events, it is recommended Rotary clubs cancel their scheduled meeting and events to allow club members to attend.

Section 13. The District Resolution and Business Meeting Committee at least annually reviews the Manual of Procedure. When requested by the District Governor (DG), the Committee schedules and holds business meetings. At least one business meeting in the Rotary year shall be held annually. The Committee prepares proposed changes to the Manual of Procedure called resolutions, then presents all resolutions to the clubs for their consideration. The Chair of the Committee must be a Past District Governor (PDG). Resolutions shall be submitted by any club in the District on a form provided by the Committee. Resolutions not submitted on this form shall not be considered at the business meeting. The Governor Advisory Board may also submit resolutions through the DG.

(a) Duties:

- i. Ensure the Manual of Procedure of District 5420 conforms with the Rotary International Manual of Procedure.
- ii. Promote understanding of the Manual of Procedure by club leadership.
- iii. Prepare, distribute resolutions submitted to the Committee, and conduct the District Business Meeting.
- iv. Develop a Resolution Submission Form. Clubs shall submit a proposed Resolution using the Resolution Submission Form. The form format shall require: the name of the club submitting the resolution, the current language of the Manual of Procedure as presently constituted, the new language being proposed, and a signed statement by the President of the club stating a majority of the membership in a club meeting approved the resolution.
- v. Develop a simple parliamentary procedure process to use during the business meeting.
- vi. Work with clubs to determine if resolutions submitted by a club may be combined with another club's resolution or rescinded. The Committee may alter resolutions to clarify wording, correct grammar, and improve syntax, to allow the wording of the resolution to conform to the style of the Manual of Procedure. After doing so, the Committee shall obtain the consent of the club or the DG to ensure no content in the Resolution is lost in the alterations.

(b) Process

- i. At least one hundred and twenty (120) days prior to a District Business Meeting held in a format as determined by the DG, the Committee shall notify all clubs in the District of the date and time of the meeting. The Committee shall include in the notification to clubs a copy of the current Manual of Procedure and request any resolutions.
- ii. Ninety (90) days before the business meeting, resolutions must be submitted to the Committee. Resolutions received after that day shall not be authorized and will not be considered at the business meeting.
- iii. Sixty (60) days before the business meeting, the Committee shall post in a section of the District website, all authorized resolutions received by the Committee for the review and discussion of the clubs. Once resolutions are posted, a thirty (30) day comment period commences. Comments not received in the timeframe will not be considered. Comments on resolutions may only be submitted by clubs or the DG, as chair of the Advisory Board.
- iv. Twenty (20) days in advance of the business meeting, the Committee will prepare a resolution delegate packet, to include the recommendations of the Committee as to the passage of the resolution as well as summarized comments submitted by the clubs or the DG. The Committee shall post online the packet so a delegate(s) may discuss the resolutions with their club and adopt a position in favor or against the passage of the resolution.
- v. All authorized resolutions shall be discussed on the floor of the business meeting and voted up or down by a majority vote of those present using the process of a parliamentary procedure approved by the delegates.

Section 14. The Nomination Committee exists to bolster the number of applications for the position of District Governor-Nominee Designee (DGND) by encouraging qualified candidates to apply for the position, starting in the summer of each Rotary Year.

Article C. Committees - Section 14. The Nomination Committee *(continues)*

- (a) **Applications.** When appropriate, this Committee also encourages and receives applications for the position of District Representative to the Council on Legislation, (hereinafter called COL Representative); and a representative to interview candidates seeking the position of Zone Director-elect, (hereinafter called Zone District Representative).
- (b) **The Nominating Committee:**
- i. shall email to all Club Presidents, on or before October 1st of each Rotary year, application forms for all open positions as described in this section.
 - ii. review all application forms received by a member of a club wishing to be considered for any open positions. Applications must be submitted to the Committee no later than November 1st of each Rotary year. Application forms received after the deadline shall not be considered. The application form will have a section, to be completed by the President of the club, certifying the candidate's application for the position sought has been approved by a majority vote of those present in a club meeting.
 - iii. rules on whether the candidate for the sought position meets the minimum qualifications, as outlined by the Rotary International Manual of Procedure, and is, therefore, eligible to be considered for the position.
 - iv. advance all eligible applications for sought positions to the Selection Committee Chair.
 - v. shall have the DG email all Club Presidents no later than February 15th of each Rotary year announcing the date of the interviews for all open positions.
 - vi. prepare a configuration of clubs, dividing all clubs in District 5420 into five (5) caucus areas, to select five (5) Caucus Representatives to serve on the Selection Committee. Each area shall be approximately equal in membership.

Section 15. The District Selection Committee schedules caucus meetings to select Caucus Representatives to interview and recommend a DGND to the clubs of the District. The Committee shall consist of the three most immediate Past District Governors (PDG) who have been the most active in the District since their Governorship as determined by the District Governor (DG). One of the PDGs shall be selected as the Chair of the Committee by the DG. The Committee shall also interview when appropriate candidates for the positions of a District Representative to the RI Council on Legislation, hereinafter referred to as the District COL Representative; and a representative to interview candidates seeking the position of Zone Director-Elect, hereinafter referred to as the District Zone Representative. The Committee:

- (a) **convenes caucus meetings** to select Rotarians and Rotarian-alternates (in the event the elected Rotarian cannot serve) for each of the five (5) caucus areas as created in Section 13 (b) vi. Area caucuses will be held in a format, time, and place as determined by the Committee with the advice and consent of the DG.
- (b) **appoints five (5) caucus chairs** to oversee the election of a Rotarian and an alternate Rotarian to serve on the Committee, after receiving the area designations provided by the Nomination Committee.
- (c) **shall assign a representative** if a caucus area(s) has no representation.
 - i. Caucus Representatives and Representative alternates must be current or past Club Presidents in good standing with their club and RI.
 - ii. These five (5) Rotarians Caucus Representatives become part of the Committee.
- (d) **interviews all Rotarians who are nominated** for the position(s) as outline above. The interview shall be held on a date, time, and format as determined by the Chair to ensure all committee members have had the opportunity to read and review all applications for the positions under consideration. Not less than the Chair, three (3) Caucus Representatives, and one (1) other PDG shall be present to conduct interviews. After all applications for the positions have been distributed, the Chair shall ask if any member of the Committee has been approached to support any candidate under consideration. The Chair may dismiss a representative and replace him|her with the alternate if necessary. If the Committee, after interviewing and deliberating on the nominated candidates, concludes none of the candidates are viable, the Committee may interview other candidates. Interviews, when possible, shall be held in person.

(e) **District Governor- Nominee Designee (DGND) Announcement process**

- i. Within three days of the decision, the Chair of the Committee shall notify the DG of the Committee's recommendation for the DGND, and when appropriate the District COL Representative and the District Zone Representative.
 - ii. The DG shall notify the nominated candidate(s).
 - iii. The Chair of the Committee shall notify those candidates not selected. Within one week of the selection, the Committee Chair shall email the Club Presidents announcing the recommendation of the Committee's choices for all open positions together with a statement of qualifications.
 - iv. Process challenges to the DGND recommendation: Only a club that has nominated a candidate for the position of DGN is eligible to challenge the Committee's recommendation. An eligible club has thirty (30) days to do so from the time the Committee Chair notified the Club Presidents in an email of the Committee's recommendation for DGND. If a challenge is forthcoming by an eligible club, the Committee shall prepare a one-page summary of qualifications for each DGND candidate under consideration. Summaries of candidates' qualifications shall be forwarded to all the clubs. Then the names of the candidates shall be placed on a ballot and submitted to all clubs. Each club shall cast one vote for the candidate of their choosing determined by the club at a regularly scheduled club meeting. The candidate receiving a majority vote of the clubs shall be certified as the DGND.
 - v. If an electronic ballot is required, the procedure established by the Rotary International Manual of Procedure shall be utilized.
- (f) **Finalization of DGND Selection.** If within thirty days of the Committee's notification to the Club Presidents, no challenge has occurred, the Committee shall certify the selected candidate as the DGND. An announcement of the DGND shall be posted on the website.
- (g) **Campaigning, canvassing, or electioneering** for a candidate for the Governorship of the District is strictly prohibited in the Rotary International Manual of Procedure. The Candidate(s) doing so will be disqualified regardless of who is responsible for the campaigning.

**ARTICLE D.
CLUBS**

The District's mission is to serve the interest of the clubs and strengthen all clubs by providing opportunities, training, and networking to do more good in the world. The District respectfully requests Rotary clubs:

Section 1. During the District Governor's official visit, ensure the meeting is wholly dedicated to the business of the District Governor (DG). The only speaker during the meeting should be the DG unless the DG approves otherwise.

Section 2. When terminating their affiliation with RI, the club is responsible for resolving any unpaid financial matters. It shall be the responsibility and obligation of the DG to preside over these matters to maintain the good name and reputation of Rotary. In addition:

- (a) **Club Termination:** Any unencumbered funds raised by the club shall be delivered to the DG and all financial accounts of the terminated club closed.
- (b) **Funds Determination:** Funds received by the DG due to termination of a club shall be disbursed in the furtherance of Rotary causes only after the DG has consulted with the former officers of the terminating club on how they would like to see the funds disbursed and consulted with the District Finance Committee to determine if the terms of Article B. Section 5(a) ii have been met.

Section 3. Delegates. Club Delegates are charged with considering resolutions to amend the Manual of Procedure or to select a Caucus Representative to serve on the District Selection Committee. Club delegate selection is determined by a process governed solely by

Article D. CLUBS - Section 3. (continues)

the clubs. To ensure resolutions are accomplished by the consent of clubs, each club, regardless of size, will be entitled to one delegate who is an active Rotarian in good standing with RI and has been appointed by the Club President to serve in this capacity. It is encouraged Club Delegates be selected at least sixty (60) days in advance of the business meeting. Additional Club Delegates are awarded, based on current RI official membership records, to a club whose membership exceeds 25 members based on the following formula:

- (a) **Two delegates:** Awarded to clubs with a minimum of 38 members.
- (b) **Three delegates:** Awarded to clubs with a minimum of 63 members.
- (c) **Four delegates:** Awarded to clubs with a minimum of 88 members.
- (d) **Five delegates:** Awarded to clubs with a minimum of 113 members.
- (e) **Clubs with memberships** above 113 members shall be awarded (5) five delegates as described in Article D. Section 3. (d) above, plus one delegate for every additional 25 club members thereafter.

Section 4. Develop partnerships with other organizations

- (a) **The District assumes no personal or financial liability** for the decision of a local Rotary Club to enter a partnership with other organizations.
- (b) **Before entering a partnership with an organization**, a club should perform due diligence in the following areas:
 - i. Determine the legitimacy of the cause and the stability of the organization.
 - ii. Secure a full financial statement and balance sheet are available and reviewed by the local Rotary club before entering the partnership.
 - iii. Review administrative overhead and costs of the organization to determine whether these costs are reasonable.
 - iv. Research the type of protection and limits on liability the organization ensures the partner as a part of determining whether to enter the partnership.
 - v. Assure programs involving youth have adequate protections to prevent any type of abuse, including, but not limited to, physical and sexual abuse.
- (c) **Partners, entering into a partnership with a Rotary Club** shall not imply the District or RI endorses their causes.
- (d) **Before forming a partnership**, refer to the RI Manual of Procedure for guidelines regarding a partnership with other organizations.

ARTICLE E. VICE-GOVERNOR

When a sitting District Governor (DG) is unable to serve effectively, for any reason, for a prolonged period and the good of the District is jeopardized as determined by the majority of Past District Governors (PDG), the District Governor-Elect (DGE), and the District Governor-Nominee (DGN), a Vice-Governor will be selected from the corps of PDGs and DGE to serve as DG. The Vice-Governor (VG) shall serve in this capacity until a majority of those officers listed above agree the DG may resume their duties. In addition, the following guidelines shall be followed:

Section 1. If, as outlined above, it becomes necessary to replace a DG, an electronic notification shall be sent to Club Presidents notifying them a VG has been appointed to serve the District and the expected term of service.

Section 2. Any club disagreeing with the selection of the VG may respond via electronic notification to the DGE within fifteen (15) days.

Section 3. If a majority of clubs oppose the appointment of the VG, a different VG will be appointed, and the confirmation process repeats until a VG is confirmed.

Section 4. Fifteen (15) days after the Club Presidents have been notified and without a majority of clubs objecting to the appointment of the VG, the VG shall be confirmed, and the clubs again

notified of this finality. The sitting DG remains the DG, but the VG may act without the consent of the DG until termination of the VG occurs.

ARTICLE F.
DISTRICT DOCUMENTS

The important documents of the District shall be kept in a manner and format as determined by the District Governor (DG). Before leaving office, the outgoing Governor will ensure the incoming Governor has access to all important documents.

ARTICLE G.
SUPREMACY CLAUSE

If the provisions of the District Manual of Procedure conflicts with those adopted by the RI Board of Directors, those District Manual of Procedure provisions shall be unenforceable and changed at the next District Business meeting to bring the District Manual of Procedure into compliance with RI policies and provisions.