



Rotary

ROTARY DISTRICT 5420

MANUAL OF PROCEDURE

Approved: February 3, 2022

ARTICLE I 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.

District 5420 is a geographic subdivision of Rotary International, including all authorized Rotary Clubs within the State of Utah. Any provision of this Manual of Procedure for District 5420 is subordinate to the provisions of Bylaws of Rotary International. In the event of a conflict between this Manual of Procedure and the RI Bylaws, the latter shall prevail; and the conflict shall be resolved by amending this Manual of Procedure at the next regular District Annual Business Meeting to resolve the conflict. A copy of the RI Bylaws is attached to this Manual of Procedure as Exhibit A and are, thereby incorporated herein by reference. In the event the RI Bylaws are amended, Exhibit A to this Manual of Procedure shall be updated by substituting the current RI Bylaws as Exhibit A to this Manual of Procedure and may be done by simply administrative action, without the need of a formal amendment to this Manual of Procedure. However, in the event of such substitution, notification shall be given by the District to all clubs and District Officers of such substitution, as a matter of information only.

This 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 II OFFICERS

Section 2.100. Campaigning, Canvassing, and Electioneering. In order that the best qualified Rotarians are selected for District elected or appointed offices, any effort to influence the selection process for an elective office in any manner, including campaigning, canvassing, or electioneering, is prohibited. Rotarians shall not campaign, canvass, or electioneer for elective position in the district, or allow such activity, for either themselves or others. Unless expressly authorized by the board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped. Nothing in this section shall prohibit the District from forming a committee to investigate allegations or complaints of campaigning, canvassing and/or electioneering, initiated by a Club in District 5420, and recommending appropriate action to the District Governor.

Section 2.200. District Governor.

Section 2.210. Qualifications of a Governor-nominee. Unless excused by the RI board, the person selected as a governor-nominee shall at the time of selection: (a) be a member in good standing of a functioning club in the district; (b) have served as club president for a full term or as charter president for at least six months; (c) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 2.230; (d) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws; and (e) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

Section 2.220. Qualifications of a Governor. Unless excused by the RI board, a governor, when taking office, must have attended the international assembly for its full duration, have been a Rotarian for at least seven years, and continue to possess the qualifications in Section 2.210.

Section 2.230. Duties and Responsibilities of District Governor. The District Governor is the Chief Executive Officer of District 5420 and shall provide leadership to the District during the year when he/she serves as District Governor. The District Governor shall be selected and serve in accordance with the Rotary International Bylaws, Articles 12 and 16 or their successor provisions. The District Governor is also the officer of RI in the district, functioning under the general control and supervision of the board. The governor shall inspire and motivate the clubs in the district. The governor shall ensure continuity within the district by working with past, current, and incoming district leaders. The governor is responsible for: (a) organizing new clubs; (b) strengthening existing clubs; (c) promoting membership growth; (d) working with district and club leaders to encourage participation in a district leadership plan as developed by the board; (e) furthering the Object of Rotary by providing leadership and supervision of the clubs in the district; (f) supporting TRF; (g) promoting cordial relations among the clubs and Rotaract clubs and between the clubs, Rotaract clubs, and RI; (h) planning for and presiding at the district conference and assisting the governor-elect in planning and preparing the PETS and the district training assembly; (i) conducting an official visit to each club, individually or in multi-club meetings, that maximizes the governor's presence to: 1. focus attention on important Rotary issues; 2. provide special attention to weak and struggling clubs; 3. motivate Rotarians to participate in service activities; 4. ensure that the club constitution and bylaws comply with the constitutional documents, especially following councils on legislation; and 5. personally recognize the outstanding contributions of Rotarians in the district; (j) issuing a monthly communication to each club; (k) reporting promptly to RI as required by the president or the board; (l) providing the governor-elect, before the international assembly, full information about the condition of clubs and recommended action to strengthen them; (m) assuring that district nominations and elections comply with the constitutional documents and RI's established policies; (n) inquiring regularly about the activities of Rotarian organizations in the district; (o) transferring district files to the governor-elect; and (p) performing any other duties as are inherent of an RI officer. The District Governor (DG) has the authority to make final District management decisions not reserved by the Manual of Procedure to another body.

Section 2.300. GOVERNOR ADVISORY BOARD. The District Governor appoints three (3) Past District Governors to serve on the Governor Advisory Board (“GAB”) to counsel the District governor in making District decisions. These three Past District Governors shall have been active in District 5420 at the time of their appointment. The Governor Advisory Board exists to offer insight and guidance to the District governor on any matters as requested by the District Governor. The District Governor-Elect (DGE), the District Governor-Nominee (DGN), and the District Governor-Nominee Designee (DGND) are also members of the Committee. In addition, other Rotarians may be invited by the District Governor to serve on the Governor Advisory Board or attend a meeting of the Board for a specific purpose.

Section 2.310. Duties and Meetings of the Governor Advisory Board. The GAB meets at the discretion of the District Governor, as often as monthly, to advise on issues and topics submitted to the GAB for discussion in an agenda prepared by the District Governor. At least annually the Board shall review the Manual of Procedure and may recommend changes to the document and submit those changes to the Resolution Committee.

Section 2.400. Assistant District Governors. Assistant Governors are appointed by the District Governor to motivate, help and support a group of designated clubs to thrive and to do any other Rotary-related task assigned by the District Governor. To serve as an Assistant District Governors, the candidate shall be an active member in good standing in a club in the district for at least three years; and shall have served as president of a club for a full term, or as a charter president for at least six months. Assistant District Governors shall (1) visit each club at least quarterly, or as needed, to discuss club activities, resources, and opportunities; (2) Support clubs in setting and achieving goals, finding solutions to challenges, resolving conflicts, and meeting District and RI administrative requirements; (3) Serve as a liaison between clubs and District committees; (4) Assess each assigned club’s ability to thrive and serve as a mentor on strategies to make the club successful; (5) Encourage clubs’ involvement in District activities and committees; (6) Keep the District Governor informed on the progress of the clubs; (7) Stay up to date on Rotary initiatives; and (8) Share club status with a successor.

Section 2.500. VICE GOVERNOR. When a sitting District Governor 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, the District Governor Elect, and the District Governor Nominee, a Vice Governor will be selected from the corps of Past District Governors and District Governor Elect to serve as District Governor. The Vice Governor shall serve in this capacity until a majority of those officers listed above agree the District Governor may resume his or her duties. In addition, the following guidelines shall be followed:

Section 2.510. If, as outlined above, it becomes necessary to replace a District Governor an electronic notification shall be sent to Club Presidents notifying them a Vice Governor has been appointed to serve the District and the expected term of service.

Section 2.520. Any club disagreeing with the selection of the Vice Governor may respond via electronic notification to the District Governor Elect within fifteen (15) days of the notice.

Section 2.530. If a majority of clubs oppose the appointment of the Vice Governor, a different Vice Governor will be appointed, and the confirmation process repeats until a Vice Governor is confirmed.

Section 2.540. Fifteen (15) days after the Club Presidents have been notified and without a majority of clubs objecting to the appointment of the Vice Governor, the Vice Governor shall be confirmed, and the clubs notified of the finality of the decision. The sitting District Governor remains the District Governor, but the Vice Governor may act management and operation of the District, utilizing all rights and authority of the District Governor as specified by Section 2.200 herein, without the consent of the District Governor until termination of the Vice Governor's term.

ARTICLE III 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 3.100. General Committee Guidelines.

Section 3.110. Committee Chairs; Before July 1, the District Governor Elect (“DGE”) shall appoint or re-appoint Chairs of all District Committees. In addition to those standing committees specified in this Manual of Procedure, the District Governor may appoint other committees, work groups or task forces to accomplish the work of the District, including disbanding or terminating committees, work groups or task forces – other than those specifically provided for by name in this document. District Committee Chairs, when possible, shall be Past District Governors (PDG), District Governor-Nominees (DGN), Past Assistant Governors, or effective past district committee members and shall be appointed annually by the District Governor Elect. While the standard term of service for a District Chair will be three years (i.e. three consecutive terms), a District Committee Chair may be appointed or re-appointed by the DGE, with the approval of the District Governor for a period not to exceed five (5) years total service in that assignment. Chairs shall fill committee vacancies with the advice and consent of the District Governor. Chairs shall, when possible, appoint members of Rotaract to their Committees.

Section 3.120. Scope of Committee Decisions. All decisions of district committees, work groups or task forces shall be presented to the District Governor in the form of a recommendation to be considered and approved, denied or modified by the District Governor as he/she sees fit.

Section 3.130. District Standing Committees. The following shall constitute standing committees of District 5420: (1) Finance, (2) Membership/Extension, (3) Foundation, (4) Youth Service, (5) Rotaract, (6) Public Image, (7) Education and Training, (8) District Conference, (9) Resolutions and Business Meeting, (10) Nomination and (11) Selection Committees.

Section 3.140. Committee Membership and Leadership/Ex Officio Membership. Committees should consist of at least three Rotarians including the Chair. 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. The District Governor, 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 by the Chairs. The chair of the committee shall conduct the meetings of the committees, which may be in-person or by technology, whichever is convenient and, at times, necessary, to appropriate conduct the business of the District or a committee of the District. The District Governor, District Governor-Elect and District Governor Nominee shall be *ex officio* members of all District committees, without vote.

Section 3.150. Committee Meetings. Committee meetings shall be held as necessary and at a location designated by the chair to conduct the business of the committee and to accomplish the work of the committee as designated in this *Manual of Procedure* and as otherwise directed by the district governor. While it is not necessary that a district committee follow *Robert's Rules of Order* strictly in the conduct of its business, it should do so in a way that provides for meeting control and to facilitate meeting situations in an efficient manner that allows for fair and open debate, discussion, and deliberation by all present.

Section 3.160. Committee Voting. The majority of the members of any given committee shall constitute a quorum.

Section 3.161. Action by Majority Vote. When a quorum is present, as defined in Section 3.150, the matters before the committee shall be decided by majority vote. The Chair shall vote only in the event of and in order to break a tie vote.

Section 3.170. Meeting Notice. Notice of Committee Meetings shall be given in writing or by electronic means to all members of the committee in accordance with the notice provisions of Article VI herein (“Meetings”).

ARTICLE IV STANDING COMMITTEES (As specified in Section 3.130)

Section 4.100. 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.

Section 4.110. Committee Composition. The Finance Committee shall be composed of the Chair, District Treasurer, other members as designated by the Chair with the approval of the District Governor, and the District Governor.

4.111. The Chair will appoint or re-appoint a District Treasurer (DT). The DT and the Governor's Financial Officer (GFO) should be Certified Public Accountants (CPA), experienced accountants or bankers, either active or retired, and should have no other official District responsibilities during their

tenure in this position.

4.112. The Chair and the Committee provide direct oversight of all financial records of the District.

4.113. To observe good financial operating practices, the Chair, the DT, and the GFO shall be three separate individuals.

4.114. . The Governor's Financial Officer, District Governor Elect and District Governor Nominee are non-voting ex-officio members of the committee.

Section 4.120. Duties of the Finance Committee in general. The Finance Committee:

4.121. Maintains bank accounts at a financial institution with low or no fees, with online banking so the Finance Chair and DT may track transactions occurring in all accounts.

4.122. 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).

4.123. Develops a request form to itemize proposed expenses before District funds are transferred to the District Governor (DG), DGE, or DGN banking accounts.

4.124. Ensures the GFO 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.

4.125. 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.

4.126. 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.

4.127. The DT shall file form 990 'Return Organization Exempt from Income Tax' annually with the Internal Revenue Service (IRS).

Section 4.130. 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.

4.131. 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.

4.132. By a majority vote, the Presidents-Elect in attendance approve the recommended District dues based on the budget being proposed.

4.133. If proposed dues are not approved, the current Governor's District dues shall remain in effect for the new Rotary year.

Section 4.120. Duties of the District Treasurer (DT)

- 4.121. Maintain the District financial records by using a software program widely accepted in the industry.
- 4.122. Provide Generally Accepted Accounting Principles (GAAP) statements at least annually, but more frequently if requested and financial detail on specific accounts as requested by the Committee.
- 4.123. 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.
- 4.124. 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.
- 4.125. Reconcile and balance, every month, the District Checking Account.

Section 4.130. Duties of the Governor's Financial Officer (GFO)

- 4.131. Serves the District Governor 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 and the Committee.
- 4.132. 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.
- 4.133. Reconcile and balance, every month, the Governor's Checking Account.
- 4.134. Retire all accounts of the outgoing DG and produce GAAP financial statements to report expenditures within six months after the outgoing DG leaves office.

Section 4.140. Excess Funds. Toward or after the conclusion of the DG's fiscal year, any approved funds not expended shall be considered excess funds. 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. If these excess funds are not disbursed within two years of being accumulated, funds shall be returned to the Committee. 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 4.200. 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.

Section 4.210. Duties of the District Membership/Extension Committee include the following:

- 4.211. Provide resources, training, and programs concerning membership recruitment and retention matters for clubs in the District.
- 4.212. Assist club membership committee chairs in carrying out their responsibilities to recruit and retain members.
- 4.212. Manage prospective members through the Manage Membership Leads page on My Rotary.
- 4.213. 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.
- 4.214. Communicate committee progress, challenges, and opportunities with the Zone Rotary Coordinator and the District Governor (DG) regularly.

Section 4.300. 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).

Section 4.310. Duties of the District Rotary Foundation Committee:

- 4.311. Report to the DG on all Foundation activities monthly, including qualification status of clubs.
- 4.312. Together with the DG, provide authorization for the use of the District Designated Fund to reflect the decisions of the District Rotary Foundation committee.
- 4.313. Review Global Grant applications and confirm sponsor clubs are qualified.
- 4.314. Serve as the primary contact for District Grants.
- 4.315. 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.
- 4.316. 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.
- 4.317. Assist the District Governor-Elect (DGE) in obtaining input from Rotarians before establishing district Foundation goals for implementation during his/her term as governor.
- 4.318. 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 4.400. 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.

Section 4.410. Duties of the Youth Service Committee:

- 4.411. 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.
- 4.412. 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.
- 4.413. 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.
- 4.414. Provide annually to the District Governor (DG) and the Finance Committee an itemized accounting of all expenditures made.

Section 4.500. 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.

Section 4.510. Duties of the Rotaract Committee:

- 4.511. Work to encourage the participation of Rotaractors on all District Committees.
- 4.512. Encourage participation of Rotaractors in Rotary activities and service projects.
- 4.513. Help coordinate joint Rotary-Rotaract activities in the District.
- 4.514. Work with the Public Image Committee, as needed, to produce promotional and informational materials for Rotary Clubs and potential Rotaractors, as needed.
- 4.515. 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.
- 4.516. 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.
- 4.517. Handle trainings of Rotary club leadership on RI Rotaract policies and procedures.
- 4.518. Develop and distribute a District Rotaract Newsletter.
- 4.519. Prepare and submit an annual budget to the District Governor (DG).
- 4.520. Educate clubs on Rotary as an organization of both Rotary and Rotaract clubs.

Section 4.600. 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. The Committee should also include, as members, the District's Newsletter/blog editor, Social Media Leader, and Webmaster, as well as other members as needed.

Section 4.700. 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.

Section 4.710. Duties of the Education and Training Committee:

- 4.711. 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.
- 4.712. Schedule the Presidents-Elect seminar as soon after the International Assembly as possible.
- 4.713. Inform Club Presidents-Elect attendance at the Presidents-Elect Training Seminar is required by RI's Manual of Procedure.
- 4.714. Encourage Club Presidents-nominee to attend PETS.
- 4.715. 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 4.800. 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, fellowshiping, 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.

Section 4.810. Duties of the District Conference Committee include:

- 4.811. 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.
- 4.812. 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 4.900. The District Resolution and Business Meeting Committee. The District Resolution and Business Meeting Committee reviews, at least annually, the District *Manual of Procedure*. 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 District Governor may also request that the Committee hold and conduct other business meetings during the year as needed. 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.

Section 4.910. Duties of the District Resolution and Business Meeting Committee:

- 4.911. Ensure the Manual of Procedure of District 5420 conforms with the Rotary International Manual of Procedure.
- 4.912. Promote understanding of the Manual of Procedure by club leadership.
- 4.913. Prepare, distribute resolutions submitted to the Committee, and conduct the District Business Meeting.
- 4.914. 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.
- 4.915. Develop a simple parliamentary procedure process to use during the business meeting.
- 4.916. 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.

Section 4.920. Resolution Process.

- 4.921. 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.
- 4.922. 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.
- 4.923. 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.
- 4.924. 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.

4.925. 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.

ARTICLE V. THE NOMINATION AND SELECTION PROCESS

Section 5.000. The Nomination and Selection Process. The nomination and selection of officers in District 5420 shall be in accordance with the provisions of this *Manual of Procedure* and the Rotary International Bylaws, a copy of which is attached and incorporated by reference. See especially Articles 12, 13, 15 and 16. The implementation of these provisions in District 5420 shall be accomplished by the Nomination Committee and the Selection Committee as provided herein.

Section 5.100. 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. 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).

Section 5.110. Duties of the Nominating Committee. The Nominating Committee:

5.111. 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.

5.112. 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.

5.113. 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.

5.114. Advance all eligible applications for sought positions to the Selection Committee Chair.

5.115. 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.

5.116. 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 5.200. 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.

Section 5.210. Duties of the District Selection Committee. The District Selection Committee:

5.211. 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.

5.212. 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.

5.213. Shall assign a representative if a caucus area(s) has no representation.

- a. Caucus Representatives and Representative alternates must be current or past Club Presidents in good standing with their club and RI.
- b. These five (5) Rotarians Caucus Representatives become part of the Committee.

5.214.(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.

5.215. District Governor- Nominee Designee (DGND) Announcement process

- a. 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.
- b. The DG shall notify the nominated candidate(s).
 - c. 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.
 - d. 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.
 - e. 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.

ARTICLE VI MEETINGS

Section 6.100. Meetings in General. Except as provided herein, the District Governor or the person conducting a specific committee or other meeting, may determine the time, manner and location of all meetings and be responsible for providing appropriate notice to all members entitled to attend such meeting in accordance with this Manual of Procedure.

Section 6.110. Secretary. A Secretary shall be appointed for all meetings of the district and shall keep minutes of the proceedings, assignments, decisions and actions of those district entities, including general District meetings, committee meetings, task force or working group meetings, etc.

Section 6.120. In-Person and Virtual Meetings (by electronic technology). All meetings in District 5420 may, unless otherwise specified herein, be held in person or virtually – or in a blended manner allowing for aural communication and participation both in-person and virtually by electronic technology, so long as all participants can hear and actively participate in the meeting. If such aural communication is possible, an electronic meeting and/or vote shall be as effective as an in-person meeting or vote.

Section 6.130. Quorum. A majority of the electors at the time of the meeting constitutes a quorum, except when this Manual of Procedure of the RI Bylaws or Constitution require a larger vote and the act of a majority of the members present at a meeting with a quorum shall be the act of the committee or subcommittee or other body.

Section 6.140. Meeting Procedure. While it is not necessary that a district committee follow *Robert's Rules of Order* strictly in the conduct of its business, it should do so in a way that provides for meeting control and to facilitate meeting situations in an efficient manner that allows for fair and open debate, discussion, and deliberation by all, whether present physically or virtually by electronic means.

Section 6.150. Committee Voting. The majority of the members of any given committee shall constitute a quorum.

6.151. Action by Majority Vote. When a quorum is present, as defined in Section 3.150, the matters before the committee shall be decided by majority vote. The Chair shall vote only in the event of and in order to break a tie vote.

Section 6.160. Meeting Notice. Notice of Committee Meetings shall be given in writing or by electronic means to all members of the committee in accordance with the notice provisions of Article ___ herein ("Meetings").

Section 6.170. Parliamentarian. A District Parliamentarian shall be designated to ensure appropriate procedure, protocol and compliance with this Manual of Procedure at all general district meetings (and may be called upon to informally consult on district committee meetings). While it is not necessary that a district meeting (including district committee meetings) follow *Robert's Rules of Order* strictly in the conduct of its business, the parliamentarian shall be familiar with the most current version of Robert's Rules of Order in order to ensure appropriate meeting control and to facilitate meeting situations in an efficient manner that allows for fair and open debate, discussion, and deliberation by all, whether present physically or virtually by electronic means.

Section 6.200. District Conference. A district conference shall be held annually at a time agreed upon by the governor and the presidents of a majority of the clubs. The governor-nominee may begin planning the conference when selected and certified to the general secretary of Rotary International. The conference dates shall not conflict with the district training assembly, the international assembly, or the international convention.

Section 310. Site Selection. The governor-nominee and a majority of the current club presidents must agree on the site for the conference. Alternatively, the board may approve that the governor-nominee and a majority of those who will serve as club presidents during the same year may select the site of the conference. If a club has not selected its future president, its current president shall vote on the site.

Section 6.320. Conference and District Legislation Meeting Actions. A conference or legislation meeting may adopt recommendations on matters important to the district, in accordance with the RI constitution and bylaws and the spirit and principles of Rotary. Each conference and legislation meeting shall consider and act on all matters

submitted.

Section 6.330. Conference Secretary. After consulting the president of the host club, the governor shall appoint a conference secretary, who shall cooperate with the governor in planning the conference and recording its proceedings.

Section 6.340. Conference Report. Within 30 days after the conference, the governor or acting chair, along with the secretary, shall prepare a report of the conference proceedings and send it to the general secretary and each club secretary in the district.

Section 6.400. District Legislation Meeting. The district may also hold a district legislation meeting, after all clubs receive 21 days' notice, at a time and place set by the governor. If a majority of the clubs request a district legislation meeting, specifying the items to be discussed, the governor shall convene the meeting within eight weeks of the request.

Section 6.500. Procedures for Voting at District Conferences and Legislation Meetings.

Section 6.510. Electors. Each club shall select and certify at least one elector to its conference and legislation meeting (if held). A club with more than 25 members has one additional elector for each additional 25 members or major fraction thereof. That is, a club with a membership of up to 37 members is entitled to one elector, a club with 38 to 62 members is entitled to two electors, a club with 63 to 87 members is entitled to three electors and so on. Membership is determined by the number of members in the latest club invoice before the vote, except that a suspended club has no vote. Each elector shall be a member of the club. To vote, an elector must be present at the conference or legislation meeting. To participate in any voting by electors at the district conference, a club shall have paid the required district levy for the Rotary year in which the voting is taking place and shall not be indebted to the district. The financial status of the club is determined by the governor.

Section 6.520. Conference and Legislation Meeting Voting Procedures. Every club member in good standing present at the conference or a legislation meeting is entitled to vote on all matters, except for: (a) selection of a governor-nominee; (b) election of a member and alternate of the nominating committee for director; (c) composition and terms of reference of the nominating committee for governor; (d) election of the representative and alternate to the council on legislation and council on resolutions; and (e) amount of the per capita levy. Any club member in good standing present may demand a poll on any matter presented to the conference or legislation meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to electors. When voting on matters (a), (b), (c) and (d), all votes from a club with more than one vote shall be cast for the same candidate or proposition. For votes by single transferable ballot with three or more candidates, all votes from a club with more than one vote shall be cast for the same order of candidates.

Section 6.530. Proxies. If the governor approves, a club may designate a proxy for an absent elector, who may be a member of any club in the district. The proxy designation must be certified by the club president and secretary. The proxy may cast votes for an absent elector in addition to any other vote the proxy may have.

Section 6.540. District Club Ballot. Any decision or election that the bylaws authorize at a conference or training assembly may be the subject of a club ballot. A club

ballot shall follow the procedures in section 12.050 of the RI Bylaws as nearly as possible.

Section 6.550. Quorum. A majority of the electors at the time of the meeting constitutes a quorum, except when this Manual of Procedure of the RI Bylaws or Constitution require a larger vote.

ARTICLE VII 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 7.100. During the District Governor's official visit, ensure the meeting is wholly dedicated to the business of the District Governor. The only speaker during the meeting should be the District governor unless the District Governor approves otherwise. Announcements and preliminary ceremonies should be kept to a minimum in order to provide the District Governor with as much time as possible to deliver to message to the club.

Section 7.200. 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.

Section 7.300. Club Termination: Any unencumbered funds raised by the club shall be delivered to the DG and all financial accounts of the terminated club closed.

Section 7.310. 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 7.400. 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 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 that 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:

- **Two delegates:** Awarded to clubs with a minimum of 38 members.
- **Three delegates:** Awarded to clubs with a minimum of 63 members.
- **Four delegates:** Awarded to clubs with a minimum of 88 members.
- **Five delegates:** Awarded to clubs with a minimum of 113 members.
- **Clubs with memberships** above 113 members shall be awarded (5) five

delegates as described above, plus one delegate for every additional 25 club members thereafter.

Section 7.500. Develop partnerships with other organizations

Section 7.510. The District assumes no personal or financial liability for the decision of a local Rotary Club to enter a partnership with other organizations.

Section 7.520. Before entering a partnership with an organization, a club should perform due diligence in the following areas:

8.521. Determine the legitimacy of the cause and the stability of the organization.

8.522. Secure a full financial statement and balance sheet are available and reviewed by the local Rotary club before entering the partnership.

8.523. Review administrative overhead and costs of the organization to determine whether these costs are reasonable.

8.524. Research the type of protection and limits on liability the organization ensures the partner as a part of determining whether to enter the partnership.

8.525. Assure programs involving youth have adequate protections to prevent any type of abuse, including, but not limited to, physical and sexual abuse.

Section 8.730. Partners, entering into a partnership with a Rotary Club shall not imply the District or RI endorses their causes.

Section 8.740. Before forming a partnership, refer to the RI Manual of Procedure for guidelines regarding a partnership with other organizations.

ARTICLE VIII GENERAL PROVISIONS

Section 8.100. 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.

Section 8.200. SUPREMACY CLAUSE. If the provisions of the District *Manual of Procedure* conflicts with the Procedures and Bylaws adopted and amended from time to time by the RI Board of Directors, the RI procedures and bylaws provisions shall prevail and the Resolutions Committee shall be notified thereof and begin preparations immediately to amend this Manual of Procedure at the next District Business meeting to bring the District Manual of Procedure into compliance with RI policies and provisions. (See also PREAMBLE to this Manual of Procedure.)

Section 8.300. FISCAL YEAR. The fiscal year of District 5420 shall be from 1 July

to 30 June.

Approved this 21st day of January 2022 in a duly constituted Annual Business Meeting of District 5420.

Scott Leckman
Chair, District Resolution and Business Meeting Committee