



BYLAWS of ROTARY INTERNATIONAL DISTRICT 5470

PREAMBLE: The actions of Rotary International District 5470 ("District") are governed by the Rotary International Constitution ("RIC"), Rotary International Bylaws ("RIB"), Rotary Manual of Procedures ("MOP"), the Rotary Code of Policies ("RCP"), the Standard Rotary Club Constitution ("SRCC") and the laws of the state of Colorado ("CRS"), collectively referred to as the Governing Documents. Items set forth in these Bylaws that are contained in the above Governing Documents will so indicate. *Supplemental items included by the District are in italics.* Where any provision of these Bylaws is not in conformity with the Governing Documents, the Governing Documents shall prevail at all times. Any discrepancies noted or interpreted will be immediately brought to the attention of the District Governor in writing.

I. PURPOSE

The purpose of this document is to provide district procedures of administration and operation established by district resolutions adopted and remaining in effect for the guidance and assistance of current and future district and club officers.

II. CLUBS

A. Administration.

All District 5470 clubs shall be administered in accordance with Rotary International governing policies.

B. Club Reports.

1. Membership

Each club shall certify to the RI board in a manner prescribed by the board the number of its members on 1 July and on 1 January in each year or on such other dates as established by the board.

Reference: RIB 18.020 (Club Reports)

2. Officers

All clubs are required to report to the District Secretary, their President, President-Elect, Treasurer and Secretary, as soon as they are elected by entering their names and contact information in the District's official record management system.

C. Unusual Activities.

Where a club proposes to engage in an unusual activity which is likely to involve liability on the part of the club, such activity should be separately incorporated from the club itself.

Reference: RCP 2.070 (Incorporation of Club Activity)

D. Legal and Insurance Counsel.

Clubs should obtain the advice of legal counsel and liability insurance counsel with respect to the need for protection against liability resulting from club projects and activities through the incorporation of clubs or their activities.

Reference: RCP 72.060 (Club & District Liability Insurance)

E. Club and District Liability Insurance

RI will maintain a policy of general liability and directors and officers/employment practices liability insurance, with limits deemed appropriate by the general secretary, protecting RI and clubs and districts located in the U.S. and its territories and possessions. Each club in these regions must participate in the program.

Reference: RCP 72.060.1 thru 72.060.2 (Club & District Liability Insurance)

F. Clubs and Politics.

In accordance with Rotary International policy, District 5470 clubs must refrain from issuing partisan political statements.

Reference: RCP 2.090 (Club and Politics), RCP 26.020 (Rotary and Politics), and SRCC 14.1 thru 14.4 (Community, National, and International Affairs)

G. Club Programs: Issues of Public Interest.

A club may properly discuss public questions of interest to its members, provided that, when such questions are controversial, both sides are adequately presented.

Reference: RCP 7.020.2 (Club Programs Issues of Public Interests)

H. Failure to Comply with Youth Protection Laws.

In accordance with Rotary International policy, District 5470 clubs must comply with Youth Protection Laws.

Reference: RCP 41.050 (Rotary Youth Exchange) and RCP 2.120.1 thru 2.120.4 (Youth Protection)

I. Prohibition of Mandatory Contributions to The Rotary Foundation.

The Rotary Foundation was developed on the basis of voluntary contributions. Contributions to the Foundation shall not be a condition of membership, and any reference implying such condition of membership shall not appear on the membership application card. Clubs are prohibited from enacting a bylaw that makes contributions to the Rotary Foundation a condition of membership.

J. Use of Directories.

No member of a Rotary club shall use the official directory or any other database or list of names compiled in connection with a Rotary-related project or activity for commercial purposes. The official directories of RI, its districts, and clubs, as well as any other database or list of names compiled in connection with a Rotary-related project or activity, shall not be made available by Rotarians or by clubs or districts for the purpose of circularization. This applies to directories in electronic and printed formats.

Reference: RCP 11.010.6 (Use of Member Data for Commercial Purposes or Circularization) and RCP 11.010.7 (Club & District Directories)

K. Club and District Directories.

Any club or district publishing a directory shall publish in that directory a notice to the effect that the directory is not for distribution to non-Rotarians, nor may it be used as a commercial mailing list.

Reference: RCP 11.010.7 (Club & District Directories)

L. Club President

A candidate for the office of president of a District 5470 club shall be selected in accordance with Rotary International policies. The club will bear all costs of required Rotary International to train their president, including all associated costs of attending President-Elect Training.

Reference: SRCC 11.5c (Qualifications of President) and RCP 10.020 (Qualifications of Club President)

M. District-level Club Dues

The amount of any per capita levy on clubs for a district fund should be decided in accordance with the RI Bylaws. This levy shall be called District Dues. District Dues must be paid within 30 days of receipt of the billing notice following July 1 and January 1, respectively. Any club failing to pay District dues within that 30-day grace period may be charged a \$5.00 fee per month until said dues are paid. The District, for the purpose of preparing the dues statements will pull club member totals from their official records management system.

N. Rotary International Dues

When appropriately established, payment of the Rotary International per capita levy is mandatory on all clubs of a district. The Board of Directors of RI may, upon receipt of certification from the District Governor that a club has failed for more than six months to pay such levy, suspend the services of RI to the club while the levy remains unpaid. District 5470 may charge a reinstatement fee of \$10 per member for clubs that have been suspended. For the purposes of the Rotary International Invoice, RI will pull club membership numbers from the rolls as integrated to Rotary Club Central from club's records management system.

Reference: SRCC 12 (Dues), RIC 10 (Dues), and RIB 18.030 (Dues)

III. DISTRICT

A. District Corporation. *District 5470 is a Colorado Non-Profit Corporation incorporated July 22, 2005.*

1. District Leadership

- a. The Governing Board shall consist of the District Governor, the District Governor-Elect, the District Governor Nominee, the District Governor Nominee Designate (once selected), the Rotary Foundation Chair, the District Finance Chair, the District Treasurer, the District Secretary, the Immediate Past District Governor, and the Vice-Governor. The Governing Board will meet once quarterly to attend to the business of the District. If one Rotarian serves in two of those roles, another qualified District 5470 Rotarian may be selected by the District Governor to fulfill the term for one of the Director positions. The Governing Board may consider motions submitted and voting conducted electronically.
- b. The District Leadership Team shall include the Governing Board plus the following Committee Chairs, the District Administrative Chair; the District Community Services Chair; the District Public Image Chair, the District Membership Chair, the District Trainer(s), District international Service Chair, and the District Youth Services Chair. If one Rotarian serves in two of those roles, another qualified District 5470 Rotarian may be selected by the District Governor to fulfill the term for one of the Director positions. The Leadership Team will meet bimonthly to provide reports of their activities and to determine collaborative efforts. Other Leadership Team members may meet as best suits the needs of the District. District Chairs' initial term of office shall be three years.
- c. The Governing Board may enact any such policies, not in violation with the governing documents of Rotary International or Rotary District 5470, it deems necessary to facilitate the administration of this district. Those policies will be available to all District 5470 Rotarians in a District 5470 Manual of Policies.

2. District Committees.

- a. District 5470 Committees shall be:

District Administrative,
District Community Service
District Conference
District Membership
District Public Image
District Rotary Foundation
District Training
District Youth Services
District Finance

- b. Additional district committees are appointed when they serve a specific function as identified by the District Governor and the District Leadership Team. If a committee is to be added to the district budget, that committee must be approved by the Governing Board.

Reference: RCP 17.030.2 (District Committees)

3. Records.

The outgoing District Governor shall pass on to his or her successor any and all information, including all relevant records, documents, and financial information, to assist the incoming governor in carrying out the duties of governor no later than 30 days after the end of the Rotary year.

Reference: RCP 17.050 (District Records)

4. Vice-Governor.

The nominating committee for governor may select one available Past District Governor proposed by the District Governor-Elect to be named Vice-Governor who shall serve in the year following selection. The role of the Vice-Governor will be to replace the District Governor in case of temporary or permanent inability to continue in the performance of the governor's duties. If no nomination is received, the Governor-elect may select a Past District Governor as Vice-Governor.

B. District Finance Committee

1. Purpose

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The District Finance Committee shall safeguard the assets of all District funds.

2. Structure.

The District Finance Committee shall consist of five members. The District Governor will appoint the District Treasurer who will serve a three-year term. Each incoming District Governor will appoint two new committee members to replace members whose terms have expired and the District Treasurer when that person's term expires. New members to the committee will be appointed by the District Governor. The District Governor shall serve as an ex-officio member of the committee. If possible, the District Finance Chair should be a Past District Governor.

3. Qualifications of Committee Members:

- a. Preference should be given to those with previous service as club treasurer.
- b. Preference should be given to accounting/finance as a component of their vocation or profession.
- c. Duties and Responsibilities:

- (1). Prepare a budget of all district revenues and expenditures in cooperation with the District Governor to be submitted to the clubs at least four weeks prior to the President-elect Training Seminar (PETS) and approved at PETS by the incoming club presidents.

A motion to approve the proposed budget must be made by a President-elect however a quorum of Presidents-Elect is not required to make that motion.

- (2). Review and recommend the amount of per capita levy to be approved.
- (3). Assure that proper records of income and expenditures are kept.
- (4). Prepare a yearly financial report to be presented at the District Conference.
- (5). The District Treasurer is the signatory on the bank account(s) of the all district funds. The District Governor or Finance Committee Chair will approve withdrawals of more than \$1,000.00. The bank account shall be held in the name of the District.

IV. DISTRICT FUNDS

A. Establishment of a District General Fund

The RI bylaws provide for the establishment of a District General Fund for financing general operations of the District.

B. Operation of All District Funds

1. Annually, the Governing Board shall specify by resolution, the bank(s) of record for all district funds. Such resolution shall name the institution(s) and account name(s).
2. The signatories of the accounts shall be the Treasurer, the Finance Committee Chair, and other persons, as designated, at a regular meeting of the Governing Board.
3. A manual of procedures shall establish procedures for the separation of financial duties in handling district funds for deposits, accounting, and check authorization.
4. The Immediate Past District Governor must supply an annual statement and report of the district finances which includes all funds to each club in the district by 1 October following the completion of his/her year of service as District Governor. The annual statement and report shall be reviewed by a qualified accountant or a district audit committee and shall include details as prescribed by RI Bylaws section 16.060.4. This annual statement and report shall be presented for discussion and adoption at the next district meeting to which all clubs are entitled to send a representative and for which 30 days' notice has been given that the statement of the district finances will be presented for acceptance, or if no such meeting is held, by the following district conference.

C. Special Revenue Funds

1. The Governing Board may create and operate special revenue funds which receive dedicated funding separate from the General Fund. Creation of said special revenue funds is predicated on dedicated funding and clarification of District Finances.

V. MEETINGS

- A. The following district meetings are required to be held in accordance with Rotary International policy:

PETS

District Training Assembly

District Leadership Seminar

District Conference

- B. International Convention

1. The District will reimburse only the District Governor and the District Governor-Elect for expenses related to participation at the Rotary International Convention.
2. If the District Governor or District Governor-Elect is unavailable to attend, expenses may be reimbursed for one alternate in this order of precedence: District Governor Nominee, then District Governor Nominee-Designate.

Reference: RCP 20.005 thru 20.090) (District Meeting)

VI. NOMINATIONS AND ELECTIONS OF GOVERNORS

The Rotary International Bylaws provide as follows (Reference: RIB 15.050 (Voting at District Conferences and District Legislative Meetings) and RIB 16.010 thru 16.060 (Governors)):

- A. Selection of a Governor-nominee.

1. The district shall select a nominee for governor not more than 36 months, but not less than 24 months, prior to the day of taking office. The nominee shall assume the title of District Governor-Nominee-Designate upon selection and shall assume the title of District Governor Nominee on July 1st two years prior to assuming office as District Governor.
2. The nominee will be elected at the RI convention held immediately preceding the year in which such nominee is to be trained at the international assembly. Nominees so elected shall serve a one-year term as governor-elect and assume office on July 1st in the calendar year following election.

- B. Nominating Procedure for Governor.

District 5470 will select its District Governor Nominee by a nominating committee.

- C. Nominating Committee for Governor.

The District 5470 Nominating Committee shall consist of the Governor-Elect, Governor-Elect Nominee, two Past District Governors who reside and maintain active status in the district's clubs, and four Past Presidents of District 5470 who reside and maintain active membership in

the district's clubs within their area groups. The Immediate Past District Governor shall serve as Chair of the Nominating Committee. All persons appointed to this committee shall be willing and able to serve.

D. Suggestions by Clubs for Governor

1. The Immediate Past District Governor shall invite the clubs to submit their suggestions for nominations for governor, such suggestions shall be considered by the nominating committee so long as they reach the committee by the date established and announced by the governor.
2. Such announcement shall be made to the clubs in the district at least two months before such suggestions must reach the nominating committee. The announcement shall include the address to which suggestions shall be sent.
3. The suggestions shall be submitted in the form of a resolution adopted at a regular meeting of the club naming the suggested candidate. The resolution shall be certified by the club secretary. A club may suggest only one of its own members as a candidate for District Governor Nominee.

E. Nomination by Committee of Best Qualified Rotarian

The nominating committee for District Governor Nominee shall not be limited in its selection to those names submitted by clubs in the district. The committee shall nominate the best qualified Rotarian who is available to serve as District Governor.

F. Notification of Nomination

The chair of the nominating committee shall notify the District Governor of the candidate selected within 24 hours of the adjournment of the nominating committee. The District 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. Publication of the announcement consists of a written notice by the governor by letter, e-mail or electronic means to the clubs in the district. The name of the tentative District Governor Nominee Designate will be announced on the last day of the District Conference.

G. Committee Inability to Select Nominee

Where the nominating committee cannot agree upon a candidate, the District Governor Nominee shall be elected in a ballot-by-mail as provided in RIB section 13.040. Alternatively, the District Governor Nominee may be selected from among those candidates suggested to the nominating committee at the District Conference in accordance with RIB section 15.050.

H. Challenging Candidates

Any club in the district which has been in existence for at least one year as of the beginning of that year may also propose a challenging candidate for District Governor Nominee provided this club has previously suggested such candidate to the nominating committee. A club in existence for less than one year, as of the beginning of that year, may propose a challenging candidate provided such candidate is a member of that club and the challenging candidate must have been duly suggested to the nominating committee. The name of the challenging candidate shall be

submitted pursuant to a resolution by the club adopted at a regular meeting. The club must file the resolution with the District Governor by the date determined by the governor. Such date shall be not more than 14 days after publication of the announcement of the selection for governor-nominee by the District Governor.

I. Concurrence to Challenges.

The District Governor shall inform all clubs through a form prescribed by RI of the name of any challenging candidate who has been proposed as specified above. The District Governor shall also inquire whether any club wishes to concur with the challenge. A club must file a resolution of the club adopted at a regular meeting to concur with a challenge. Such resolutions must be filed with the governor by the date determined by the District Governor. Only challenges that have been concurred to by at least ten other clubs which have been in existence for at least one year, as of the beginning of that year, or 20 percent of the total number of clubs at the beginning of that year in the district, which have been in existence for at least one year as of the beginning of that year, whichever is higher, and only when such resolutions by the club were adopted at a regular meeting in accordance with the club bylaws, as determined by the District Governor shall be considered valid. A club shall concur with only one challenging candidate.

J. Absence of a Challenging Candidate

The District Governor shall declare the candidate of the district nominating committee to be the District Governor Nominee where no such challenging nomination has been received by the established date. Such declaration shall be made to all clubs in the district within 15 days of the deadline.

K. Challenging Nominations

The District Governor shall notify, within seven days following the deadline, all clubs in the district where a valid challenging nomination has been received by the deadline. Such notice shall include the name and qualifications of each such challenging candidate, the names of the challengers and concurring clubs and state that such candidates will be balloted upon in a ballot-by-mail or alternatively at another District Meeting, if the challenge remains effective up to the date set by the District Governor.

L. Lack of Valid Challenging Nomination.

Where no valid challenging nomination is received, the District Governor shall declare the candidate of the district nominating committee as District Governor Nominee Designate. The District Governor shall notify all clubs in the district of such nominee within 15 days.

M. Ballot at District Conference for Election of Governor-nominee.

The ballot at the district conference will follow as closely as possible the provisions for a ballot-by-mail. All votes from a club with more than one vote shall be cast for the same candidate failing which the votes from such club shall be deemed to be spoiled votes. Each club shall designate one elector to cast all of its votes.

Reference: RCP (19.030.2 (Selection of Governor-Nominee through Ballot-by-Mail Procedure)

N. Special Elections.

When the District Governor reinitiates the nominating committee procedure in accordance with RIB Section 14.070, the District Governor shall not be required to repeat the procedures required in subsection RIB 14.020.44 if there were no suggestions from clubs to the nominating committee during the previous nominating process.

Reference: RIB 16.060 (Vacancies in Office of Governor) and RIB 12.090 (Vacancies in the offices of Governor-Nominee and Governor-Elect)

- O. The District Governor shall report to Rotary International the name of the District Governor Nominee Designate as required by Rotary International.

VII. DISPUTES

Should any dispute, other than a decision of the (RI) board, arise between any current or former member(s) of a Rotary club and a Rotary District, RI or an RI officer, on any account whatsoever which cannot be settled amicably, the dispute shall, upon a request to the general secretary by any of the disputants, be resolved by mediation or, if mediation is refused by one or more parties, be settled by arbitration. Such a request for mediation or arbitration should take place within sixty (60) days of the occurrence of the dispute.

Reference: RIB 13.010 thru 13.030 (Conduct of Review of Elections and RIB 24.010 thru 24.040 (Arbitrations and Disputes)

VIII. DISTRICT GOVERNOR, DESIGNATED SUCCESSORS, AND OTHER SELECTED OFFICIALS

A. Governor's Report to RI

Governors are required to submit the governor's report to the Secretariat within three months of the end of their term of office in accordance with Rotary International policy.

B. Zone Level Governor-Elect (GETS) and Governor-Elect Nominee (GNTS) Training

The (RI) Board has adopted a two-day training program for Governors-Elect and Governors-Nominee at the zone level that may be held in conjunction with Rotary institutes integrating topics approved by the Board and the Trustees of The Rotary Foundation called the Governors-Elect Training Seminar (GETS) and the Governors Nominee Training (GNTS). The Governor-Elect and Governor Nominee are required to attend the Zone Level GETS and GNTS for the zone in which they will serve.

C. Governor-elect and Governor Nominee Mandatory Attendance at GETS and GNTS

Attendance at the Governors-Elect Training Seminar (GETS) and Governor Nominee Training Seminar (GNTS) shall be mandatory for the Governor-Elect and Governor Nominee. The convener may excuse attendance at GETS and GNTS in extenuating and mitigating circumstances with the provision that the Governor-Elect or Governor Nominee shall attend alternate training as provided by the General Secretary.

D. Vacancies in the Office of District Governor

The following policy governs the filling of a vacancy in the office of governor or governor-elect:

- a. a Past District Governor who has been selected to serve a second term prior to the International Assembly shall be invited to attend the International Assembly at the expense of RI;
- b. a Past District Governor who has been selected to fill a vacancy in the office of Governor that occurs between the International Assembly and 1 September shall receive, at RI's expense, one to two days of intensive training as determined by the General Secretary.

IX. President Elect Training Seminar

A. Club President Elects

Attendance at a PETS is required of all Club President-Elects prior to becoming President of their club. The club will bear all costs of required Rotary International training for their president, including all associated cost of attending President-Elect Training.

Reference: RCP 20.070.1 thru 20.070.8 (President-Elect Training Seminars (PETS)) and Standard Rotary Club Constitution RIB 15.020 (President-Elect Training Seminars)

B. Club President-Elect Nominees

Attendance at a PETS is highly recommended for all Club President-Elect Nominees.

X. PAST DISTRICT GOVERNORS' ADVISORY COUNCIL

An advisory council of Past District Governors shall be organized in each district. Such councils shall be composed of all Past District Governors who are members of Rotary clubs within the district. Past District Governors are urged to call a meeting of the council at least once a year within the month following the end of the International Assembly to allow the District Governor-Elect to inform the current District Governor and Past District Governors about the issues debated and presented at the International Assembly. Due to the geographic size of the district, this meeting may be called during the Multi District PETS, other district or multi-district meeting or electronically so as to minimize the travel of Past District Governors. District Governors are urged to draw upon Past District Governor for assistance in extension efforts, training incoming District Governors, promoting the district conference and providing direct assistance to weak clubs. The authority and/or the responsibility of the District Governor shall in no way be impaired or impeded by the advice or actions of the Past District Governors.

Reference: RCP 19.060.1 thru 19.060.2 (Past Governors)

XI. CONTINUITY AND RECORDS

All district officers and committee chairpersons are responsible to maintain and pass on to their respective successors, records relating to their areas of responsibility along with appropriate notes of procedural or operational interest, which will provide maximum continuity to their successors. This should occur no later than 30-days from leaving that office or chairpersonship.

XII. ADDITIONS, DELETIONS, OR CHANGES

Additions, deletions, or changes to this document will be accomplished in accordance with procedures established in accordance with Colorado law ("CRS") and Rotary International governing documents.

Drafted resolutions may be initiated by:

- a. Any official of the District;
- b. A club president submitting a resolution adopted by official action of the club; or
- c. By the District Legislation Committee.

Drafted resolutions must be received by the District Legislation Committee not later than six weeks prior to the date of the District Conference or District Resolutions Meeting. Upon receipt, drafted resolutions will be provided to each of the district's club presidents for consideration in preparation for discussion and vote at the District Conference or District Resolutions Meeting. Copies of all resolutions to be considered shall be continuously available to all attendees at the place of registration for the District Conference or District Resolutions Meeting and their availability shall be conspicuously posted.

Any changes shall have the whole section typed showing text to be deleted as struck out, and text to be inserted shall be underlined.

Modified October 2007

Modified October 2009

Modified October 2010

Amended, Restated and Approved by Clubs within Rotary District 5470, March 2014

Amended, Restated and Approved by the Clubs within Rotary District 5470, April 2017

Amended, Restated and Approved by the Clubs within Rotary District 5470, October 2018

Amended, Restated and Approved by the Clubs within Rotary District 5470, October 2022

Amended, Restated and Approved by the Clubs within Rotary District 5470, October 2023

Amended, Restated and Approved by the Clubs within Rotary District 5470, September 2024