



A copy of the First email that was sent to the Club Presidents January 2, 2024 and reads:

“The district Manual of Procedure (MOP) is the governing document of our district. All D5420 clubs are subject to this springs business meeting. The Business Meeting will come to order on May 4th at 9 AM, (via Zoom). All club delegates should be in attendance to exercise their rights to vote.

This email enclosed the (1) the initial notification and timeline. (2) A submission form you should use to submit to Resolutions Chair Steve Skinner before scheduled date. (3) A copy of the MOP and (4) Simple rules of parliamentary procedure.”

NOTE: The period of submission has expired.

Below are the proposed revisions submitted by the Governor Advisory Board to the **Utah Rotary’s Manual of Procedure (MOP)**:

1. **Additions** (in blue and underlined):
 - These are the proposed new sections or language to be included in the MOP.
2. **Removals** (in red with a line running through it):
 - These are the sections or language that are suggested to be removed from the existing MOP.

Please review these changes carefully to ensure clarity and alignment with the MOP’s purpose and guidelines.

ROTARY DISTRICT 5420 MANUAL OF PROCEDURE

UPDATED ON MAY 4TH, 2023

ARTICLE I

INTRODUCTION TO THE MANUAL OF PROCEDURE IN UTAH ROTARY DISTRICT 5420

1.000. Rotary International (RI). 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.

1.100. District 5420. 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 the 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 for 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.

1.200. The Manual of Procedure of District 5420. This Manual (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 an 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 Governor 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 a 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 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.

[2.231. At the discretion of the District Governor, staff shall be appointed, and titles bestowed to facilitate the management of the District during his or her term of office. Appointed individuals shall serve at the pleasure of the District Governor. It is strongly recommended that a PDG be appointed as a staff member to advise the Governor during their stewardship in office.](#)

Section 2.300. Governor Advisory Board. The District Governor appoints at least three (3) Past District Governors to serve on the Governor Advisory Board ("GAB") to counsel the District governor in making District decisions. These 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,~~ As the need arises, 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. The District Governor appoints Assistant Governors to motivate, help and support a group of designated clubs to thrive and to do any other Rotary-related task the District Governor assigns. To serve as an Assistant District Governor, 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 and/or contact 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. The District nominating committee for governor may select a past governor, proposed by the governor-elect, to be vice governor, who shall serve during the year following selection. If the nominating committee makes no selection, the governor-elect may select a past governor to be vice governor. The role of the vice governor is to replace the governor in case of a temporary or permanent inability to perform the governor's duties.

2.5001. 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 group as constituted in this subsection, shall appoint and announce to the club that the Vice Governor will fulfill the role of District Governor as specified in subsection 2.530 of this document until such time as either the District Governor is once again able to serve or is replaced in accordance with this document.

2.5002. The Vice Governor shall serve in this capacity until a majority of those officers listed in 2.5001. above agree the District Governor may resume their duties. In addition, the following guidelines shall be followed:

Section 2.510. Replacing a standing District Governor. 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. Club Challenges the Appointment of a Vice Governor. 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.

2.521. 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 2.530. Appointment of a Vice Governor Notification. 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 shall ~~may~~ act as the 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~~ service.

ARTICLE III COMMITTEES

Section 3.100. 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.

Section 3.200. General Committee Guidelines.

Section 3.210. Committee Organization. Before July 1, the District Governor Elect (“DGE”) shall appoint or re-appoint Chairs of 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 consecutive years, 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. If in the opinion of the District Governor, removing a Committee Chair is necessary during their governorship; the chair may be removed by a majority vote of the District Governor, District Governor-Elect, and District Governor Nominee and a new chair appointed by the DG. 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 3.220. 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 3.230. 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) Nominating and (11) Selection Committees.

Section 3.240. Committee Membership and Leadership. Committees will 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 appropriately conduct the business of the District or a committee of the District. The District Governor, District Governor-Elect and District Governor Nominee shall be non-voting members of all District committees.

Section 3.250. 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 facilitates meeting situations in an efficient manner that allows for fair and open debate, discussion, and deliberation by all present.

Section 3.260. Committee Voting. The majority of the members of any given committee shall constitute a quorum.

3.261. When a quorum is present, as defined in Section 3.260, 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 3.270. 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 3.230)

Section 4.100. The District Finance Committee. The District Finance Committee exists to steward District financial resources, ensuring District compliance with the 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, and other members as designated by the chair with the approval of the District Governor, and the District Governor Elect.

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 the Presidents-Elect Training Seminar (PETS) [and other revenue raised by the District Governor and his/her Presidents during their stewardship year.](#)

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, if requested.

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 [and other revenue raised by the District Governor and his/her Presidents during their stewardship year.](#) .

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 4.140. Duties of the District Treasurer (DT)

4.141. Maintain the District financial records using a software program widely accepted in the industry.

4.142. 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.

4.143. 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.

4.144. 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.

4.145. Reconcile and balance, every month, the District Checking Account.

Section 4.150. Duties of the Governor's Financial Officer (GFO)

4.151. 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.

4.152. 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.

4.153. Reconcile and balance, every month, the Governor's Checking Account.

4.154. Retire all accounts of the outgoing DG and produce GAAP financial statements to report expenditures within six months after the outgoing DG leaves the office.

Section 4.160. Excess Funds. After all expenses incurred during a DG's fiscal year, all funds not expended shall be returned to the Committee. If an outgoing Governor is not able to appropriate their approved funds in their fiscal year due to extraordinary circumstances (i.e. pandemics, natural disasters, etc.), the outgoing Governor may seek the approval of the District Governor Elect, District Governor Nominee, and the District Governor Designee to expend these funds for Rotary purposes after their term of office has ended. This request must be made before the outgoing District Governor's term of office ends. With a majority vote of the Governor's line of succession (District Governor Elect, District Governor Nominee, and the District Governor Nominee Designee) funds not expended during the outgoing District Governor's term, may be expended for purposes as requested by the outgoing Governor.

Section 4.200. The District Membership/Extension Committee. The 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. The duties of the 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 their responsibilities to recruit and retain

members.

4.213. Manage prospective members through the Manage Membership Leads page on My Rotary.

4.214. 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.

4.215. 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. The 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. The duties of the Foundation Committee include the following:

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. The 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. The duties of the Youth Service Committee include the following:

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 with the Utah Rotary Youth Foundation to monitor the expenditure of funds by various Youth Programs in the District and make 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. The 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. The duties of the Rotaract Committee include the following:

- 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 the District Conference, the President-Elect Training Seminar, and Zone Institute.
- 4.517. Handle training 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. The Education and Training Committee ensures incoming Assistant Governors, Presidents-Elect, Presidents-Nominee, Club Chairs, and Club Committee members, and Rotarians 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. The duties of the Education and Training Committee include the following:

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 that attendance at the Presidents-Elect Training Seminar is required by RI's Manual of Procedure [which states: "The presidents-elect shall attend the presidents-elect training seminar \(PETS\) and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents- elect training seminar and training assembly or training deemed sufficient by the governor-elect."](#) [The District Governor may also use additional incentives to encourage clubs to send their president-elect to PETS.](#)

4.714. Encourage Club Presidents-nominee to attend PETS.

4.715. Work with the Club Presidents, Presidents-Elect, Presidents-Nominee, Club Chairs ,Officers, and Rotarians, the DGE, and the DGN to help the leadership of clubs understand their responsibilities, duties, and roles.

Section 4.800. The District Conference Committee. The 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 Conferences to promote the District Conference and the RI Convention.

Section 4.810. Duties of the District Conference Committee. The duties of the Conference Committee include the following:

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 Resolution and Business Meeting Committee reviews ~~at least annually~~ every three years starting in 2024, the *District Manual of Procedure*. ~~At least one business meeting in the Rotary year shall be held annually.~~ The Committee prepares, if felt necessary, proposed changes to the *Manual of Procedure* called resolutions, then presents all resolutions to the clubs for their consideration. ~~A standing~~ The District Governor may also request that the Committee hold and conduct a ~~other~~ business meetings ~~during~~ the year ~~as needed~~ if an issue must be addressed prior to the date of the business meeting as stated above and in accordance to Section 4.920 below. 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. The duties of the Resolution and Business Meeting Committee include the following:

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. The process for submitting resolutions is as follows:

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 [of the club delegates as outline in Article 7, Clubs, Section 7.400](#), using the process of a parliamentary procedure approved by the delegates.

ARTICLE V. THE DISTRICT NOMINATING AND SELECTION PROCESS

Section 5.000. The District Nominating and Selection Process. The nominating 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 Nominating Committee and the Selection Committee as provided herein.

Section 5.100. The District Nominating Committee. The Nominating 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. Reviews all letters of recommendation received from clubs proposing Rotarian(s) to be considered for any open positions. Letters of Recommendation must be submitted to the Committee no later than November 1st of each Rotary year. Letters of Recommendations received after the deadline shall not be considered. A letter of recommendation shall be completed by the President of the club, outlining the experience and qualifications of the candidate, and certifying the candidate 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.

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

5.115. Prepare a configuration of clubs, dividing all clubs in District 5420 into five (5) caucus areas. , Each area shall be approximately equal in membership.

5.116. Appoint a caucus convenor for each of the five (5) caucus designated areas.

a. The responsibility and authority of a caucus convenor is to call [club delegates together in their](#) assigned caucus area ~~together~~ for the purpose of selecting a [caucus](#) delegate to serve on the selection committee. An [caucus](#) alternate from the caucus area will also be selected in case the [caucus](#) delegate is unable to serve for any reason.

b. Caucus delegates or [caucus](#) alternates must be current or past club presidents in good standing with their club and Rotary International.

5.117. Shall establish a date by which all [caucus](#) delegates must be elected by the ~~caucus-areas~~ [caucasus](#).

Section 5.200. The District Selection Committee. The Selection Committee shall consist of three Past District Governors (PDG) appointed by the District Governor (DG) and one [caucus](#) delegate from each of the five (5) caucus areas. The DG shall select one of the three PDGs to chair the Committee. 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

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

5.211. Shall assign a [caucus](#) delegate if a caucus area has no representation.

5.112. 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.

5.113. Interview all Rotarians who are nominated for the position(s) as outlined above [in Section 5.100](#). 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](#) delegates, 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 as per RI guidelines. Interviews, when possible, shall be held in person.

5.214. 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 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 meetings, 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 requires 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 and in accordance to the RI governing documents. 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 Presidents-Elect Training Seminar, district training assembly, the international assembly, or the international convention.

Section 6.210. 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 6.220. Conference and District Legislation Meeting Actions.** A conference or legislative 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 legislative meeting shall consider and act on all matters submitted.~~

Section 6.220. 30- 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 6.300. 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. 300/400. Procedures for Voting at District ~~Conferences and Legislation Meetings.~~

Section 6.310410. Club Delegates. Electors. Each club shall select and certify at least one [club delegate](#) ~~elector to its conference and legislative to represent the club at a District~~ meeting (if held) [according to the delegate allocation as outlined in Section 7.400 below](#). ~~A club with more than 25 members has one additional elector for each additional 25 members or a 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~~ [club delegate](#) shall be a member of the club. To vote, an ~~elector~~ [club delegate](#) must be present at the ~~conference or legislative~~ meeting. To participate in any voting by ~~electors~~ [a club delegate](#) at the district ~~meeting~~ [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 6.420. Conference and ~~Business Meeting~~ [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 nomination committee for [zone](#) 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 ~~business legislative~~ meeting, even if that member cannot vote on the matter. In such cases, voting shall be restricted to ~~club delegates~~ [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 6.320430. Proxies. If the governor approves, a club may designate a proxy for an absent ~~elector~~ [club delegate](#), 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~~ [club delegate](#) in addition to any other vote the proxy may have.

Section 6.330440. 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 6.340450. Quorum. A majority of the ~~club delegates~~ [electors](#) at the time of the meeting constitutes a quorum, except when this Manual of Procedure of the RI Bylaws or Constitution requires a larger vote.

ARTICLE VII CLUBS

Section 7.000. District Mission. The mission of the District 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.

Section 7.100. District Governor's Official Visit. The official District Governor's visit to a club shall be 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 a message to the club.

Section 7.200. Disaffiliation with Rotary International. 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 and ensure:

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 deposited into the District bank account in the furtherance of Rotary causes.

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. Partnership Liability. 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. Due Diligence. Before entering a partnership with an organization, a club should perform due diligence in the following areas:

- 7.521. Determine the legitimacy of the cause and the stability of the organization.
- 7.522. Secure a full financial statement and balance sheet are available and reviewed by the local Rotary club before entering the partnership.
- 7.523. Review administrative overhead and costs of the organization to determine whether these costs are reasonable.
- 7.524. Research the type of protection and limits on liability the organization ensures the partner as a part of determining whether to enter the partnership.
- 7.525. Assure programs involving youth have adequate protections to prevent any type of abuse, including, but not limited to, physical and sexual abuse.

Section 7.530 Prohibition Against Endorsement Attributions. Partners entering into a partnership with a Rotary Club shall not imply the District or RI endorses their causes.

Section 7.540. Policy Compliance. 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.