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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public Inspection****A** For the 2009 calendar year, or tax year beginning **1st. July**, 2009, and ending **30th. June**, 20 **10****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization**ROTARY INTERNATIONAL DISTRICT 5950 INC.**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

11251 RED FOX DRIVE

City or town, state or country, and ZIP + 4

MAPLE GROVE, MINNESOTA, 55369-6328**D** Employer identification number**41-6031318****E** Telephone number**763-553-1604****F** Group Exemption Number**0573**• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).****G** Accounting Method ☐ Cash ☒ Accrual
Other (specify) ►**I** Website: ► **WWW.ROTARY5950.ORG****J** Tax-exempt status (check only one) — ☒ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☒ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally **not** more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ. \$ **279,062****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	100,820
	3	Membership dues and assessments	3	138,888
	4	Investment income	4	1,354
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
	6a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	6b	Less: direct expenses other than fundraising expenses	6b	
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► Charges for Exec. Secretary)	8	38,000	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	279,062	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	91,623
	11	Benefits paid to or for members	11	-
	12	Salaries, other compensation, and employee benefits	12	69,899
	13	Professional fees and other payments to independent contractors	13	-
	14	Occupancy, rent, utilities, and maintenance	14	14,824
	15	Printing, publications, postage, and shipping	15	11,676
	16	Other expenses (describe ► See attached Schedule)	16	95,585
17	Total expenses. Add lines 10 through 16	17	283,607	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	(4,545)
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	166,129
	20	Other changes in net assets or fund balances (attach explanation)	20	-
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	161,584

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	191,687	197,634
23 Land and buildings	-	-
24 Other assets (describe ► _____)	-	-
25 Total assets	191,687	197,634
26 Total liabilities (describe ► _____)	25,558	36,050
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	166,129	161,584

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

SCANNED DEC 29 2010

95 18

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28 See Attached Schedule

28a	227.004
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29

29a

30

30a

31a

32

(a) Name and address

(c) Compensation
(If not paid,
enter -0-.)

(d) Contributions to employee benefit plans & deferred compensation	
---	--

(e) Expense account and other allowances

District Governor 30hours

11251 Red Fox Drive, Maple Grove, MN.,55369

0

0

Q

Diane Confer

Exec. Secretary 40 hours

11251 Red Fox Drive, Maple Grove, MN.,55369

45,088

7150

3254

James Bird

Chief Financial Officer 12hrs

22151 Red Fox Drive, Maple Grove, MN., 55369

0

0

0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	☒
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	☒
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	☒
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	☒
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a _____	37a	
b Did the organization file Form 1120-POL for this year?	37b	☒
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	☒
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on line 9	39a	
b Gross receipts, included on line 9, for public use of club facilities	39b	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 ▶ _____, section 4912 ▶ _____; section 4955 ▶ _____		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	☒
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ _____		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	☒
41 List the states with which a copy of this return is filed. ▶ Minnesota		
42a The organization's books are in care of ▶ Diane Confer, Exec. Sec. Telephone no. ▶ 763-553-1604 Located at ▶ 22151 Red Fox Drive, Maple Grove, MN., ZIP + 4 ▶ 55369-6328		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	☒
If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	
If "Yes," enter the name of the foreign country: ▶ _____		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	☒
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	☒

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ **Yes** ☐ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ **Yes** ☐ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ **Yes** ☐ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ **Yes** ☐ **No**
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ **Yes** ☐ **No**
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

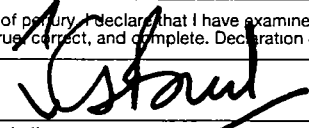
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 ▶ _____

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None "

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		Date December 15th 2010	
Paid Preparer's Use Only	JAMES GEORGE BIRD, CHIEF FINANCIAL OFFICER Type or print name and title		Check if self-employed ☐	Preparer's identifying number (See instructions)
	Preparer's signature	Date	EIN	Phone no

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☐ **No**

ROTARY INTERNATIONAL DISTRICT 5950
FORM 990EZ
YEAR ENDED JUNE 30TH., 2010
PART I LINE 16

\$

GROUP STUDY EXCHANGE-INBOUND	1131
GROUP STUDY EXCHANGE OUTBOUND	2647
SCHOLARS PROGRAM	1249
FOUNDATION PROMOTION	2963
EXTENSION	3442
ROTHERACT	1129
YOUTH EXCHANGE PROGRAM	20768
PUBLIC RELATIONS	6311
MEMBERSHIP DEVELOPMENT	1485
DISTRICT WEBSITE DEVELOPMENT	585
WEBSITE HOSTING EXPENSE	183
CONFERENCES, CONVENTIONS, MEETINGS	41485
MISCELLANEOUS EXPENSE	9168
AWARDS AND RECOGNITION	3039

\$95,585

41-6031318

**Rotary International District 5950
Form 990EZ Supplement
Year Ended June 30, 2010**

Part III, Line 28

Statement of Program Service Accomplishments

The District's primary function is to support the activities of the Clubs within the District by providing leadership training program materials, and hosting meetings and conferences. The District also provides support for activities which are broad in scope and may have multiple club participation, or simply require the supervision of an advisory board appointed by the District Governor.

Examples of these programs include:

- Sponsorship of Inbound and Outbound Group Study Exchanges
- Supporting contributions to District 5950/5960 Rotary Youth Foundation
- Provide and maintain District office administration
- Host meetings and conferences, and represent the District at Zone and the International convention
- Provide District wide communication links and maintain a District website
- Special projects during the 2009-2010 fiscal year included:
 - Global Polio eradication initiative-fund raising for vaccines
 - Warm Heads, Hands, Hearts- a clothing drive for the needy
- Many other programs are supported through grants managed by World Community Service, Neighborhood Community Service, and Simplified Grant Boards, which assist Clubs in processing grant application to the Rotary International Foundation.

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

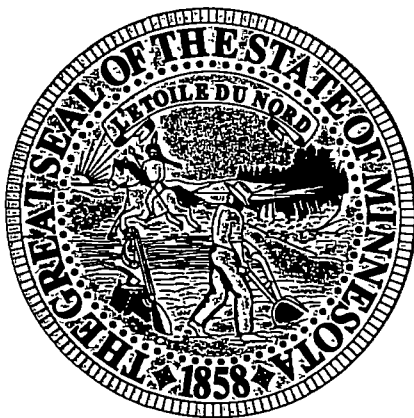
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Rotary International District 5950, Inc.

Corporate Charter Number: 3722225-2

Chapter Formed Under: 317A

This certificate has been issued on 02/18/2010.



Mark Ritchie
Secretary of State.



3722250002

NPO

**ARTICLES OF INCORPORATION
OF
ROTARY INTERNATIONAL DISTRICT 5950, INC.**

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation pursuant to the provisions of the Minnesota Non Profit Corporation Act, as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be Rotary International District 5950, Inc.

**ARTICLE II
PURPOSE**

The corporation shall be a not-for-profit entity and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers. The corporation is organized as a civic organization operated exclusively for the promotion of social welfare, including for such purposes as specified in Section 501(c)(4) of the Internal Revenue Code, as amended, including for such purposes as (a) to provide structure for Rotary International clubs within the district as assigned by Rotary International; (b) to provide support to Rotary International clubs in their pursuit of programs and activities that promote the objective of Rotary International; (c) to encourage, promote, extend and supervise Rotary International clubs throughout the district assigned to it by Rotary International; and (d) to conduct district conferences. The purposes and powers of this corporation are limited to the purposes and powers consistent and in conformity with Section 501(c)(4) of the Internal Revenue Code, as amended.

**ARTICLE III
REGISTERED OFFICE**

The registered office of the corporation shall be located at 11251 Red Fox Drive, Maple Grove, Minnesota 55369.

**ARTICLE IV
CONFORMITY WITH ROTARY INTERNATIONAL**

If any provision of the Articles of Incorporation is not in conformity with the Constitution, Bylaws or policies of Rotary International, as amended from time to time, the terms of the Constitution, Bylaws and policies of Rotary International shall prevail at all times and the corporation's governing documents shall be amended accordingly, without the need for a vote by the members, provided such amendment is not in violation of Minnesota law. The corporation

shall immediately notify the general secretary if a provision of the laws of Minnesota precludes the corporation from taking any action necessary or requires the corporation to take any action prohibited under the Constitution, Bylaws, or policies of Rotary International.

ARTICLE V **MEMBERS**

The members of the corporation shall be comprised of and limited to all Rotary clubs designated to be in Rotary International District 5950 pursuant to the Bylaws of Rotary International. The addition or removal of a club or clubs from Rotary International District 5950 pursuant to the Rotary International Bylaws shall immediately and automatically result in a corresponding change in the membership of the corporation.

ARTICLE VI **DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The directors of the district corporation shall include the current district governor, the district governor-elect, and the most recent past district governor who served in that district, and such other Rotarians, if any, as may be determined by the district, with the requirement that directors and officers of the district corporation shall be limited to Rotarians who are members of clubs in the district. The number and terms of the directors shall be as required by local law and as provided for by the incorporated district's corporate documents. In addition, the qualifications, method of election, powers, authority, duties of the directors of this corporation, and place of their meeting, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation. The first Board of Directors shall consist of the following individuals, whose initial tenure in office shall be one (1) year:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sandy Schley-President, District Gov.	6117 Crescent Drive, Edina, MN.,55436-2509
Chris Holm, Past District Governor	128 East 18 th . Street, Minneapolis, MN. 55403
Tammy Laurent, Past District Gov.	405 Moonlight Drive, Shakopee, MN. 55379
Rod Shilkrot, Past District Gov.	5400 Auto Club Way, St. Louis Pk, MN. 55416
San Asato-Secretary	8500 Normandale Lke Blvd. Ste 2160 N.55437
Larry Zilliox., District Gov. Elect	360 Karens Way NW, Alexandria, MN. 56308
Chuck Berg, District Gov. Nominee	562 Westwind Ave., Shakopee, MN. 55379
Lee Ashfeld-District Treasurer	16338 County Rd 30, Maple Grve, MN. 55311
Jim Bird-District CFO	12305 48 th . Ave. North, Plymouth, MN. 55442

ARTICLE VII **OFFICERS**

The current district governor shall be the highest officer of the incorporated district and shall serve as chairman of the board of directors. The district may elect such other officers as required by local law and as provided for in its corporate documents."

ARTICLE VIII **DISSOLUTION**

The corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at the District Conference of Rotary International District 5950 or in a ballot-by-mail, or upon directive of the Board of Directors of Rotary International. The District Governor of Rotary International District 5950 shall provide the Board of Directors of Rotary International with notice of a decision by the clubs in Rotary International District 5950 to dissolve the corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International.

Upon the dissolution of the corporation, assets shall be distributed in compliance with Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of this corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX **NONDISCRIMINATION**

The corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, disability or age.

ARTICLE X **DURATION**

The duration of the corporation shall be perpetual.

ARTICLE XI **INDEMNIFICATION**

The members, officers and Directors of this corporation shall not be liable for any obligations or debts of the corporation.

ARTICLE XII
NO STOCK ISSUED

This corporation is not organized for profit and has authorized and issued no stock.

ARTICLE XIII
INCORPORATOR

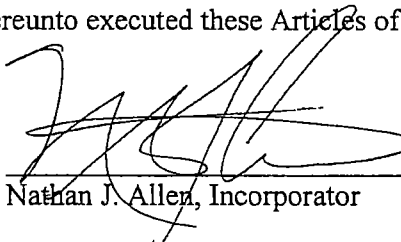
The name and address of the incorporator of this corporation is:

Nathan J. Allen, Esq.
Gries & Lenhardt, P.L.L.P.
12725 43rd Street NE, Suite 201
Saint Michael, MN 55376

ARTICLE XIV
ANNUAL REPORTS

The District Governor, as President, shall report annually to the members on the condition of the District including the current corporate status of the District.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this 18th day of February 2010.



Nathan J. Allen, Incorporator

STATE OF MINNESOTA)
)SS
COUNTY OF WRIGHT)

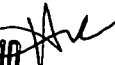
The foregoing Articles of Incorporation of Rotary International District 5950, Inc. were acknowledged before me this 18th day of February, 2010 by Nathan J. Allen, Esq.

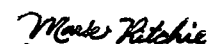




Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 18 2010 


Secretary of State

**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 5950, INC.**

PREAMBLE

The Rotary clubs within District 5950 of Rotary International have adopted these Bylaws. Rotary International District 5950, Inc. ("Corporation" or "District") is a non-profit corporation in order to continue the legal existence of the association of Rotary clubs in the geographical area of the North-West Minneapolis, Minnesota Metro Area through Greater North-Western Minnesota, as may be amended from time to time by Rotary International, that is known as "District 5950".

Article 1 - Offices

1.1 The principal office of the Corporation at the time of adoption of these Bylaws is located at 11251 Red Fox Drive, Maple Grove, Minnesota 55369. The Corporation may have offices at such other place either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Article 2 - Nonprofit Purposes

2.1 This Corporation is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code.

2.2 The specific objective and purpose of this corporation shall be (a) to provide structure for Rotary International clubs within the district as assigned by Rotary International; (b) to provide support to Rotary International clubs in their pursuit of programs and activities that promote the objective of Rotary International; (c) to encourage, promote, extend and supervise Rotary International clubs throughout the district assigned to it by Rotary International; and (d) to conduct district conferences. The purposes and powers of this corporation are limited to the purposes and powers consistent and in conformity with Section 501(c)(4) of the Internal Revenue Code, as amended, and further limited to being consistent with the objectives designated by Rotary International for Rotary Districts as outlined in the Rotary Code of Policies, as amended.

Article 3 – Members, Dues, and Meetings of the Members

3.1 MEMBERS. The members of the Corporation (herein "MEMBERS") shall be comprised of and limited to all Rotary clubs designated to be in Rotary District 5950 pursuant to the Bylaws and Policies of Rotary International. The addition or removal of a club or clubs from District 5950 pursuant to the Bylaws of Rotary International shall immediately and automatically result in a corresponding change in the membership (for clarity, individual members of a club or membership of a club shall be referenced in lower case).

3.2 DUES. Each MEMBER shall pay annual per capita dues to the Corporation at the rate established at the Annual Meeting immediately before the year in which the dues are payable. These dues are payable half-yearly. The membership on which the per capita dues are based shall be the membership totals on July 1 and January 1. Dues shall be due and payable thirty (30) days after the billing statement is mailed or electronically mailed to the MEMBER. Newly admitted clubs which have been admitted to membership in Rotary International on or before the immediately preceding 15th day of May will be asked to certify to their membership on July 1 and pay per capita dues on that date. In like manner, those newly admitted clubs which have been admitted on or before the immediately preceding 15th day of November will be called upon to certify to their membership on January 1 and pay per capita dues as of that date.

3.3 ANNUAL MEETING. The Annual Meeting of the Corporation shall be held during the last quarter of the Corporation's fiscal year and take place during the annual District Conference. The Board of Directors shall establish the time and place for the Annual Meeting. The Board shall send to the MEMBERS official written or electronic notice of the time and place of the Annual Meeting at least thirty (30) days, but not more than sixty (60) days, before the date of the meeting. All resolutions to be submitted to the Annual Meeting shall be originated by a MEMBER, the District Governor, the District Governor-elect, the District Governor-nominee or the Board of Directors. All resolutions shall be approved by the Board for recommendation to the Annual Meeting.

3.4 VOTING AT ANNUAL MEETING.

3.4.1 Delegates. Each MEMBER shall select, certify, and send to the Annual Meeting at least one delegate. Any MEMBER with a membership of more than 25 shall be entitled to one additional delegate for each additional 25, or major fraction thereof, of its members. Such membership shall be determined by the number of members in the MEMBER club as of the date of the most recent semi-annual payment which precedes the date on which the vote is to be held. However, any MEMBER whose membership in Rotary International has been suspended by the Board of Rotary International shall not be entitled to any delegates. Each delegate must be a member in good standing of the MEMBER club. A delegate must be present at the Annual Meeting to vote.

3.4.2 Voting Procedures at Annual Meeting.

3.4.2.1 Delegates Only. The following issues shall be voted on only by delegates: (1) the election of the District Governor-nominee; (2) the election of a member of the nominating committee for Rotary International director-nominee; (3) the composition and terms of reference of the nominating committee for District Governor-nominee; (4) the election of the District's Representative and Alternate Representative to the Council on Legislation; and (5) the decision as to the amount of the District dues. For the election of the District Governor-nominee, all votes from a MEMBER with more than one vote shall be cast for the same candidate.

3.4.2.2 Members in Good Standing. Every member of a MEMBER club who is present and in good standing, whether or not a delegate, shall be entitled to

vote on all other matters submitted to a vote at such Annual Meeting. However, any delegate shall have the right to demand a poll upon any matter presented to the Annual Meeting. In such case, voting shall be restricted to delegates.

3.4.3 Quorum. With respect to votes by delegates at the Annual Meeting, a quorum shall exist if delegates of fifty-one (51%) percent of the MEMBERS are in attendance at the Annual Meeting.

3.5 Special Meetings. The Board of Directors may call a special meeting of the MEMBERS. The Board of Directors shall send written or electronic notice of the time and place of any special meeting at least thirty (30) days, but not more than sixty (60) days, before the date of such special meeting.

3.6 Business of the Annual Meeting. Subject to the restrictions set forth in Section 3.4, the business that may be conducted at the Annual Meeting shall include all business necessary to manage the affairs of the Corporation in accordance with the policies of Rotary International.

Article 4 - Board of Directors

4.1 NUMBER AND APPOINTMENTS. The Board of Directors is responsible for the business and affairs of the corporation and shall consist of a minimum of 5 and not more than 9 persons. The Board of Directors shall also serve as an informal educational and training vehicle for those serving in the District Governor-elect and the District Governor-nominee positions. Only active members of clubs in the Corporation; those members who are officers of the Corporation or who have served as President of a MEMBER club in any Rotary District are eligible to serve on the Board of Directors. Directors shall be appointed or elected to serve for 1 year terms. Directors may serve no more than 5 terms. A Director will hold office until the term for which the Director was elected or appointed ends and a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of the Director.

4.2 REMOVAL OF DIRECTORS. A Director may be removed for cause by a majority vote of the entire Board of Directors of the Corporation; provided, however, that a Director shall not be removed from office unless the notice of the annual or special meeting at which removal is to be considered states such purpose. When a Director has been removed, a new Director may be elected at the same meeting.

4.3 MEETINGS.

4.3.1 ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held on the January 31st. in each year, or such other date as the Board may determine for the purposes of the election of officers for the ensuing Rotary year and to transact such other business as may properly come before the meeting.

4.3.2 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held without notice at the registered office of the Corporation, or at such other place as may

be designated, at such time as shall from time to time be determined by the Board of Directors.

4.3.3 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called for any purpose or purposes either by the President (District Governor), or during that person's absence, by such person filling the vacancy, after at least five (5) days notice to each member of the Board of Directors either personally, by mail, by telephone or by fax. Special meetings shall be called by the District Governor in like manner and in like notice on the written request of any member of the Board of Directors.

4.3.4 MEETINGS BY REMOTE COMMUNICATION. Any Director may attend any meeting and any meeting among Directors may be conducted solely by means of telephone conference or by one or more such other means of remote communication through which all of the Directors may participate with each other during the meeting, if the same notice is given of the meeting as would be required by Section 4.3.6, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by remote communication constitutes presence at the meeting.

4.3.5 VOTING. At all meetings of the Board of Directors, each Director shall have one (1) vote.

4.3.6 NOTICE OF MEETINGS. Except as otherwise provided in these Bylaws or by law, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors, but any member of the Board of Directors may, in writing, either before or after the meeting, waive notice thereof, and without notice, any member of the Board of Directors, by their attendance at any meeting shall be deemed to have waived notice thereof.

4.4 ACTIONS OF THE BOARD.

4.4.1 ACTION AT MEETING. The Board of Directors shall take action by the affirmative vote of (i) a majority of the Directors present at a duly held meeting at the time the action is taken, providing a quorum is present.

4.4.2 ACTION WITHOUT MEETING. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed or consented to by authenticated electronic communication, by all of the directors on the Board of Directors and such action shall be effective on the date on which the last signature is placed on such writing or writings, or such other effective date as is set forth therein. If the action is not required by Rotary International's Code of Policies to be approved at a District Conference then the action may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present.

4.5 QUORUM. At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but if less than a quorum are present, those members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall be present.

4.6 COMPENSATION. The Board of Directors shall not be compensated for their duties as Directors, except that the Directors may be reimbursed for their reasonable and substantiated expenses incurred on behalf of the District as allowed in the Rotary International Code of Policies, and approved through the District expense authorization process..

4.7 NO LOANS TO DIRECTORS. The District shall not lend any of its assets to any Director on the Board of Directors of the District. If any such loan be made, the officers and Directors on the Board of Directors who make such loans, or assent thereto, shall be jointly and severally liable for repayment or return thereof.

4.8 VOTING. Each member of the Board of Directors shall have one (1) vote. Issues shall be passed by a majority vote of those present, except for the termination of any Director or MEMBERS of the Corporation and removal of any officer, which actions shall require the approval of two-thirds (2/3rds) of those present and voting.

Article 5 - Officers

5.1 DESIGNATION AND ELECTION. The officers of the corporation shall be a Past District Governor, District Governor, a District Governor-elect, a District Governor-nominee, a District Secretary, a District Treasurer and such other officers as the District Governor may appoint. Only active members who are members of clubs in the Corporation shall be eligible to serve as officers. No person may hold the offices of District Governor and of District Governor-elect or District Governor and District Secretary at the same time, but any person may hold any other two offices at the same time.

5.2 DUTIES OF DISTRICT GOVERNOR. The District Governor shall be elected for a one (1) year term in the manner set forth by the Bylaws and Policies of Rotary International, by these Bylaws, and the Corporation's Policies and Procedures in effect from time to time. The District Governor shall serve as the President of the Corporation and shall have the powers and perform the customary duties of a president of a corporation and those assigned by the Bylaws and Policies of Rotary International, by these Bylaws, and the Corporation's Policies and Procedures, any and all of which may be amended from time to time. The District Governor shall report annually to the MEMBERS on the status of the District incorporation. The District Governor shall serve as a member of all District Committees and shall perform such additional duties as may be assigned by resolution of the Board of Directors.

5.3 DUTIES OF DISTRICT GOVERNOR-ELECT. The District Governor-elect shall assume this office in the manner set forth by the Bylaws and Policies of Rotary International, these Bylaws, and the Corporation's Policies and Procedures. The District Governor-Elect shall serve as

first Vice-President of the Corporation and have the powers and perform the customary duties of a vice-president (including assuming the powers and performing the customary duties of the president during the absence or inability of the District Governor to act as president) and those assigned by the Bylaws and Policies of Rotary International, by these Bylaws, and the Corporation's Policies and Procedures, any and all of which may be amended from time to time. The District Governor-Elect shall serve as an ex-officio member of all District Committees, except the Nominating Committee for the District Governor-nominee-nominee and shall have such additional powers and perform such additional duties as may be assigned to this person by the District Governor.

5.4 DUTIES OF DISTRICT GOVERNOR-NOMINEE. The District Governor-nominee shall assume this office in the manner set forth by the Bylaws and Policies of Rotary International, these Bylaws, and the Corporation's Policies and Procedures. The District Governor-nominee shall serve as the second Vice-President of the Corporation and have the powers and perform the customary duties of a vice-president (including assuming the powers and performing the customary duties of the president during the absence or inability of the District Governor to act as president) and those assigned by the Bylaws and Policies of Rotary International, by these Bylaws, and the Corporation's Policies and Procedures, any and all of which may be amended from time to time. If the District Governor-elect is unable to fulfill the duties of office or to assume the position of District Governor, the District Governor-nominee may, when possible, upon certification by the District Governor and with notice to all Members, assume the position of District Governor-elect. The District Governor-nominee shall have such additional powers and perform such additional duties as may be assigned to this person by the District Governor.

5.5 DUTIES OF DISTRICT GOVERNOR-NOMINEE-NOMINEE. The minimum qualifications for serving as District Governor-nominee-nominee include membership in a club in the Corporation for at least three (3) continuous years and at least one (1) year of service as a MEMBER club president. The District Governor-nominee-nominee shall be elected for a one (1) year term in the manner set forth by the Bylaws and Policies of Rotary International, these Bylaws, and the Corporation's Policies and Procedures. The District Governor-nominee-nominee shall serve as the third Vice President of the Corporation. The District Governor-Nominee-Nominee shall perform the duties outlined in the Bylaws and Policies of Rotary International, by these Bylaws, and the Corporation's Policies and Procedures, any and all of which may be amended from time to time, and such other responsibilities as may be assigned from time to time by the District Governor.

5.6 DUTIES OF DISTRICT SECRETARY. The President (District Governor), shall appoint the District Secretary. The District Secretary shall be responsible for keeping the District's permanent historical records including record of all votes and minutes for all proceedings. The District Secretary shall give or cause to be given, notice of all meetings of the various Committees and of the Board of Directors. An Assistant District Secretary may be appointed to assist the District Secretary when deemed appropriate.

5.7 DUTIES OF DISTRICT TREASURER (CFO). The President (District Governor), shall appoint the District Treasurer. The District Treasurer shall be responsible for and have custody of the Corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, including the billing and collection of

MEMBER dues, and shall deposit all monies and other valuable effects in the name of and to the credit of "Rotary International District 5950"; in such depositories as may be designated by the District Governor. For the purpose of such deposits any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the District. An Assistant District Treasurer (CFO) may be appointed and have delegated authority to perform the duties of the District Treasurer when deemed appropriate. The District Treasurer (CFO) and Assistant District Treasurer (CFO) shall be bonded in an amount determined by the District Governor, at the cost of the District. For the purpose of such deposits any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the District.

5.8 REMOVAL OF OFFICERS. Any officer, except District Governor, may be removed for cause by a majority vote of the Board of Directors.

5.9 SPECIAL POWERS. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the bylaws and policies of Rotary International, these Bylaws, and the Corporation's Policies and Procedures.

5.10 NO LOANS TO OFFICERS. The Corporation shall not lend any of its assets to any officer of the Corporation. If any such loan be made to an officer, the Directors and/or officers who make such loan or assent thereto shall be jointly and severally liable for repayment or return thereof.

Article 6 – District Committees

6.1 GENERAL. The President (District Governor), may, from time to time, establish standing committees and/or special committees to support the development and growth of effective clubs in the Corporation and to assist the successful administration of the Corporation and its MEMBERS in addressing the objectives of Rotary International.

6.2 AWARDS AND RECOGNITION COMMITTEE. This committee shall (i) assure that as many as possible of the annual awards of the District are presented at the District Conference; and (ii) assure that as many as possible of the annual Rotary International and The Rotary Foundation awards are presented at the District Conference or other time of the year as may be directed by Rotary International.

6.3 DISTRICT CONFERENCE COMMITTEE. The District Conference Committee shall: (i) plan and implement the necessary arrangements to ensure a successful District Conference with maximum attendance having particular emphasis on new Rotarians, all members of newly-organized clubs, and representation from every MEMBER; (ii) develop a comprehensive and balanced program that includes innovative, timely, and educational presentations on subjects of Rotary International and local interest; (iii) select the District Conference venue and coordinate all related logistical arrangements; (iv) coordinate the finances of the conference to ensure maximum attendance; (v) promote the District Conference to external audiences, such as the media, community

leaders and beneficiaries of Rotary's programs, and (vi) coordinate, in cooperation with the District Trainer, a District Leadership Seminar to be held in conjunction with the District Conference, all of which must conform to Rotary International content guidelines. The President (District Governor), may appoint a District conference Treasurer to receive and disburse all funds associated with the District Conference. If a District Conference Treasurer is appointed, the District Conference Treasurer shall, by virtue of the appointment, be a member of the committee. A full statement of income and expenses will be provided to the District Treasurer(CFO) no later than 60 days after the District Conference.

6.4 DISTRICT OFFICE COMMITTEE. The District Office Committee shall oversee the functions of the District Office and shall supervise the paid employee(s) of the Corporation. The District Office Committee shall be comprised of three (3) of the most recent and available past District Governors of the District who reside within the Corporation. The Chairperson should be the most recent past District Governor who is available to serve.

6.5 FINANCE COMMITTEE. The Finance Committee shall (i) prepare a budget of income and expenses of the Corporation for the forthcoming year and submit it to the Board of Directors and at the Annual Meeting for review and approval; (ii) send a copy of the proposed budget to each MEMBER club president-elect and to the Advisory Council at least thirty (30) days before the Annual Meeting; and (iii) carry out such other duties as the District Governor assigns from time to time. The committee is also responsible for ensuring that the books of accounts of the District for the preceding year ending June 30th are reviewed for accuracy and completeness. The chairperson shall submit the audit report to the President (District Governor), by November 1 following the close of the Rotary year. The President (District Governor), shall send a copy of the report along with a copy of the year-end financial statement to each club president by the following February 1. The Committee will also ensure that the related Tax return is filed with the IRS, and States Attorney General, within the required time.

The Finance Committee shall be comprised of the President (District Governor), the District Governor-Elect, the District Governor-Nominee, the District Treasurer(CFO), the District Secretary and the two most recent and available past District Governors residing in the District. The District Governor shall serve as chairperson of the committee.

6.6 MEMBERSHIP DEVELOPMENT COMMITTEE. The District Membership Development Committee shall: (i) work directly with club membership development committees, particularly with those MEMBERS that are showing a decrease or little or no increase in membership; (ii) conduct a District membership development seminar each year; (iii) provide information about District membership development progress at all District meetings; (iv) provide programs about membership development at District and Member meetings; and (v) undertake other activities appropriate to accomplishing the committee's objectives. The District Membership Development Committee shall consist of five or more interested members appointed by the District Governor.

6.7 NOMINATING COMMITTEE FOR DISTRICT GOVERNOR. The Nominating Committee shall seek out and propose the best available candidates for the office of District Governor-nominee and for the office of District Governor-elect, if necessary. The District Governor-

nominee shall be nominated by the committee before the Annual Meeting in accordance with the Bylaws and Policies of Rotary International, these Bylaws, and any resolutions of the Corporation. The Nominating Committee shall consist of at least seven (7) members of which not less than four (4) of the members shall be comprised from the three (3) most recent and available past District Governors in order of succession, one additional past District Governor at-large, plus additional members of club past presidents representing one third (1/3) each of the membership in the District with consideration for representation from small, medium and large size clubs. This committee should also consist of representation from rural and urban MEMBER clubs. No two (2) members of this committee should be from the same MEMBER club.

6.8 PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall (i) encourage MEMBER clubs to prioritize the promotion of Rotary International's public image and promote awareness among Rotarians that effective external publicity, favorable public relations and a positive image are desirable and essential goals for Rotary; (ii) promote Rotary International to external audiences, such as the media, community leaders, and beneficiaries of Rotary programs and foster understanding, appreciation and support for the programs of Rotary International; (iii) contact the media with newsworthy stories of projects and events within District 5950 and by MEMBERS; (iv) keep in touch with the District Governor and the chairpersons of key committees to stay informed about projects and activities within District 5950; (v) share Rotary International public image materials with MEMBER clubs; (iv) seek opportunities to speak to individual clubs about the importance of club public image; and (vii) produce the District Newsletter.

6.9 TRAINING COMMITTEE. The Training Committee is responsible developing training programs that (i) prepare MEMBERS in responding to RI and District goals (ii) help develop District leadership and an organizational structure that has continuity from year-to-year, and (iii) help all members understand how Rotary functions and how they can realize increased participation. The Training Committee coordinates all training activities, including District Leadership Training, President Elect Training Seminar (PETS), District Assembly, Membership, New Member, and TRF Training, and Mid-Term Assembly. The President (District Governor) shall appoint the Training Chair and members.

6.10 SERVICE PROJECTS COMMITTEE. (LOCAL AND WORLD COMMUNITY SERVICE PROJECTS). The Service Projects Committee is responsible for (i) administering the process for selecting, approving, funding and implementing the District's Local and World Community Service Projects, and (ii) communicating information about all service-related projects to the MEMBERS. The President (District Governor) shall appoint a chairperson for Local Community Service Projects and a chairperson for International Service Projects.

6.11 THE ROTARY FOUNDATION COMMITTEE. (FUND DEVELOPMENT AND PROJECTS). The Rotary Foundation Committee is responsible for (i) determination of District TRF goals, (ii) communicating these goals to MEMBERS, and (ii) organizing events focused on achieving agreed TRF goals. The President (District Governor) shall appoint the TRF Chair. The Chair shall appoint sub-committee chairs for the Annual TRF Campaign, TRF Permanent Fund, Polio Plus, and Grants Subcommittee.

6.12 SPECIAL COMMITTEES/NEW STANDING COMMITTEES. When the President (District Governor), establishes a special committee or a new standing committee, the President (District Governor), shall appoint its chairperson and members and define the committee's scope, duties, duration, and budget, if any.

6.13 CHAIRPERSONS. The President (District Governor), shall appoint the chairperson of the District committees and subcommittees except for those committees for which these Bylaws specify a different method. The President (District Governor), is encouraged to make these appointments before the District Leadership Training that precedes his or her term as District Governor. Whenever possible, chairpersons should be asked to serve for at least two years subject to the right of the next District Governor to choose a different chairperson. In addition, the President (District Governor) is encouraged when practical to reappoint chairpersons who have only completed one year in that position. Appointment of a vice chair person is strongly encouraged as this practice promotes continuity.

6.14 COMMITTEE MEMBERS. All committees should be comprised of at least three (3) members who represent a cross section of MEMBER clubs in the Corporation. The District Governor or the chairperson of a committee shall appoint the new members to the committee except for those committees for which these Bylaws require a different method. Ideally, each member should be asked to serve a three year term with first year as "in training" second year as "chairperson" and third year as "mentor" to new chairperson and committee members.

6.15 QUORUM. A quorum shall consist of more than fifty percent (50%) of the committee members.

6.16 COMMITTEE BUDGET. All committees should submit their recommended budget request to the District Finance Committee prior to February 1 to be considered for the following Rotary year District Budget expenditures.

6.17 COMMITTEE EXPENSES. Reasonable administrative expenses incurred by committees and subcommittees in completing their prescribed duties or assignments are reimbursable from the Corporation's funds when the expenses are authorized in accordance with the prescribed District reimbursement approval process.

6.18 EX-OFFICIO MEMBERS OF COMMITTEES. Ex-officio members of committees shall have all the rights of committee members, except the right to vote unless specifically stated otherwise. Ex-officio committee members shall not count toward any required quorum.

Article 7 – District Governor's Advisory Council

7.1 RESPONSIBILITIES. The District Governor's Council shall advise and counsel the District Governor, the District Governor-elect, District Governor-nominee and provide other assistance as requested by the District Governor.

The Committee shall also (i) nominate a qualified representative and alternate who would serve if the representatives were unable to serve to the Rotary International Council on Legislation two years before the year that the Rotary International Council on Legislation meets; (ii) as directed by the District Governor, nominate a qualified member to represent the Corporation on the Nominating Committee for Directors of Rotary International, all pursuant to the Bylaws and Policies of Rotary International; (iii) provide in-depth discussion and practical solutions to various subjects or topics of concern in the operation of the Corporation that have been identified by the District Governor, the Board of Directors, other district officers, Committee Chairpersons or Members; and (iv) provide other assistance as requested by the Board of Directors to assure smooth operation of the District.

The authority and responsibility of the District Governor shall in no way be impaired or impeded by the advice or actions of the District Governor's Council.

7.2 COMPOSITION. The Advisory Council shall be comprised by: (i) the members of the Board of Directors; (ii) all past District Governors of the Corporation who are active members of a MEMBER club.

Article 8 – Representative to the Council on Legislation

8.1 RESPONSIBILITIES. The Representative to the Council on Legislation shall serve as the Corporation's representative to the Council on Legislation and shall (i) prepare a summary of the Corporation's proposals to be considered by the Council on Legislation; and (ii) obtain opinions about the proposals from the MEMBERS, before submitting these to the District Governors Advisory Council for approval.. It is recommended that the Alternate Representative to the Council on Legislation serve as the next Representative to the Council on Legislation and that the most recent past Representative to the Council on Legislation train and mentor the Alternate Representative to the Council on Legislation.

8.2 ELIGIBILITY. Only past District Governors shall be eligible to serve as a Representative to the Council on Legislation or as an Alternate Representative to the Council on Legislation.

8.3 NOMINATIONS. The District Governors Advisory Council and any MEMBER that has eligible candidates may submit nominations. Nominations shall be sent to the Chairperson of the Advisory Council at least forty-five (45) days before the Annual Meeting. Nominations shall be certified by the chairperson of the advisory council or the president of the club making the nomination and shall state the willingness and ability of the nominee to serve in this capacity.

8.4 ELECTION. Two (2) years before the year in which the Rotary International Council on Legislation meets, the Corporation shall elect at its Annual Meeting a Representative to

the Council on Legislation and an Alternate Representative to the Council on Legislation. Election shall be in accordance with the Bylaws and Policies of Rotary International.

Article 9 – Indemnification of Officers, Directors, Employees and Agents

9.1 INDEMNIFICATION. To the full extent permitted by Minnesota Statutes, the Corporation shall indemnify each member of the Board of Directors, officers, committee members, employees, or agents of the Corporation, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her to the fullest extent to which such person may be indemnified under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.

9.2 INSURANCE. The corporation may purchase and maintain insurance and/or bonds on behalf of any person who may be indemnified to the extent of his/her right to indemnity under this Article.

Article 10 - Restricted Funds

10.1 TRUST INDENTURE. In the event funds are received for restrictive purposes with the requirement that principal shall remain intact, the Board of Directors and/or District Treasurer may provide for the designation of an outside corporate trustee to receive the funds and shall authorize the proper officers within the Corporation to execute a trust indenture governing the use of these funds in such form as may be approved by the Board of Directors.

10.2 GIFTS. Persons contemplating making gifts to the Corporation for restricted purposes may place the gifts into a trust. The trust indenture may be in such forms as may be approved by the Board of Directors with appropriate changes in the rights and duties of the settler as recommended by the person contemplating making the gift.

Article 11 - Employees

11.1 The Corporation may employ such employees as the Board of Directors deems necessary from time to time. Employees may be current members of the Board of Directors, officers or Committee Members.

Article 12 - Dissolution

12.1 This Corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its MEMBERS at the District Conference or upon directive of the Board of Directors of Rotary International. The District Governor shall provide the Board of Directors of Rotary International with notice of a decision by the MEMBERS to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International. This Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon the dissolution of this Corporation, any remaining assets shall be distributed to organizations which shall at the time qualify as exempt

organizations under Section 501(c)(4) of the Internal Revenue Code, and in accordance with the relevant provisions of the Articles of Incorporation of this Corporation.

Article 13 - Amendment.

13.1 VOTE. These Bylaws may be amended (i) at the Annual Meeting by a majority vote of those MEMBERS present and voting, provided that no amendment shall be considered unless it has been submitted in writing to the District Governor at least sixty (60) days before the Annual Meeting, and provided further that the District Governor shall have given notice of such proposed amendment to all of the MEMBERS at least thirty (30) days before the Annual Meeting of the MEMBERS; or (ii) by Ballot-by-Mail of the MEMBERS if a majority of the votes are cast in favor of the proposed amendment. Each MEMBER shall have that number of votes as otherwise set forth in Section 3.4 of these Bylaws as if delegates were voting at the Annual Meeting. If a MEMBER has more than one (1) vote, it must cast all of its votes in the same manner. Notwithstanding the foregoing, the Board of Directors may amend these Bylaws without a vote of the MEMBERS for those matters that are determined to be typographic or are required to conform to the Articles of Incorporation, Bylaws or Policies of Rotary International.

13.2 PROPOSAL OF AMENDMENTS. An amendment to these Bylaws may only be proposed by the District Governor, the District Governor-Elect, the Board of Directors or a MEMBER of this Corporation.

13.3 EFFECTIVE DATE. Amendments to the Bylaws shall be effective on July 1 following the Annual Meeting at which they were adopted, unless otherwise specifically stated in the amendment or in a resolution adopting the amendment.

13.4 LIMITATION. Unless Minnesota or federal law requires it to do so, this Corporation may not adopt any amendment to these Bylaws that is in conflict with the Constitution, Bylaws or Policies of Rotary International.

Article 14 - Legislation Activities

14.1 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 15 - Fiscal Year

15.1 The fiscal year of the Corporation shall begin on the first day of July in each year.

Article 16 - Corporate Seal

16.1 The Corporation shall not have a corporate seal.

Article 17 - Conflict of Interest Policy

17.1 Any Director, officer or employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board of Directors or committee acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation's interest.

The body which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, the abstention from voting and participation.

Article 18 – Conformity with Rotary International

18.1 These Bylaws are intended to supplement the Articles of Incorporation and Bylaws of Rotary International. If any provision in these Bylaws conflicts with the Constitution, Bylaws, or Policies of Rotary International, as amended, then the terms of the Constitution, Bylaws, or Policies of Rotary International shall prevail, except as required by Minnesota or federal law, in which case the provisions required by law shall prevail.

Article 19 – Articles and Bylaws Supersede Previous Documents

19.1 The Articles of Incorporation, filed on _____ and these Bylaws, together with such amendments as may be subsequently adopted, shall constitute the entire governing documents related to the administration of District 5950 and shall therefore, replace any and all documents previously in force or adopted by the Members.

Article 20 – Parliament

20.1 ROBERT'S RULES OF ORDER. The most recent edition of Robert's Rules of Order that is then currently sanctioned by the Roberts' Rules Association governs this Corporation in all procedural situations that are not otherwise provided for by law, these Bylaws, or adopted rules.

These Bylaws were adopted as and for the Bylaws of Rotary International District 5950, Inc., a Minnesota non-profit corporation, by Unanimous Written Action executed by all Directors serving on the Board of Directors dated _____, 2009.

By: _____
Its: District Governor