

BYLAWS OF THE ROTARY FELLOWSHIP OF LEADERSHIP EDUCATION AND DEVELOPMENT (LEAD)

August 2022

ARTICLE I - NAME

Section 1.1. The name of this Rotary Fellowship shall be Rotary Fellowship of Leadership Education And Development (LEAD).

ARTICLE II - PURPOSE

Section 2.1. The purpose of this Rotary Fellowship is outlined in the vision, mission statement, and objectives below.

Vision:

We believe in a world where Rotarians, Rotaractors and friends of Rotary have the leadership skills and knowledge to create positive change in their local and global communities.

Mission Statement:

We enhance the leadership capacity of Rotarians, Rotaractors, Peace Fellows, and friends of Rotary by providing leadership education and leadership development opportunities, and by connecting like-minded leaders through both in-person and virtual leadership events.

Objectives:

- Connect Rotarians, Rotaractors, Rotary Alumni and Friends of Rotary passionate about leadership development through in-person and virtual events.

- Facilitate conversations about leadership development through in-person and virtual events.
- Provide digital leadership development resources to Rotarians, Rotaractors, Rotary Alumni and Friends of Rotary.
- Educate Rotarians, Rotaractors, Rotary Alumni and Friends of Rotary on how to ideate, problem-solve, and lead.
- Host at least one leadership event around the timing of the Rotary International Convention.
- Host at least one annual retreat focused on leadership development and inspiration.

This Rotary Fellowship shall operate in compliance with Rotary International's policies for Rotary Fellowships, but it shall not be an agency of, or controlled by, Rotary International.

ARTICLE III - MEMBERSHIP

Section 3.1. Membership in the Rotary Fellowship of Leadership Education And Development (LEAD) shall be open to any interested individual. The fellowship will be inclusive to participants from all backgrounds regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Section 3.2. Membership shall be offered on an annual basis.

Section 3.3. All memberships will require the payment of dues pursuant to Article VIII - Fiscal Matters to be accepted as a "member in good standing".

Section 3.4. Only "members in good standing" shall be eligible to vote (in any matter) and serve as an Officer or Director in the Rotary Fellowship.

Section 3.5. The Board of Directors, by affirmative vote of two-thirds, may suspend or terminate a membership for cause after an appropriate hearing.

Section 3.6. Any member may resign by filing a written resignation with the Secretary.

Section 3.7. Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 3.8. Honorary Lifetime membership may be awarded to any individual who has provided exemplary service to the fellowship. Nominations for Honorary Lifetime membership will be reviewed by the Board every year.

Section 3.9. Membership is initially obtained through completion of an application form, reviewed and approved by the Board of Directors. Interviews may be completed as part of the review/approval process.

Section 3.10. The cost of membership shall be \$25 US for the first year of membership and \$15 US per annum for subsequent years.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. The Rotary Fellowship shall be governed by a Board with no fewer than five members (including the Executive Directors). The number of Directors may be increased by the Rotary Fellowship's Board. All Directors, including the Chair, shall be active members of good standing of this Rotary Fellowship. There are no requirements for the board members to be Rotarians or Rotaractors.

Section 4.2. Terms for Directors may last from one to three years. Directors' terms are renewable. After six consecutive years of service, Directors are ineligible to serve until three years have passed. Terms shall commence on 1 July of the calendar year elected and end on 30 June of the terminal year. Upon the recognition of a new Rotary Fellowship, Board Members will be encouraged to serve a minimum of two years to establish continuity of the new Fellowship. Any changes to Board Members will be approved and documented accordingly.

Section 4.3. Non-Executive Directors will be appointed by the Executive Directors.

Section 4.4. All Executive Director offices will have two votes in any election within the Board of Directors. Non-Executive Directors only hold one vote.

ARTICLE V - EXECUTIVE DIRECTORS

Section 5.1. The Rotary Fellowship shall be administered by at least three Executive Directors: Chair, Chair-elect, Secretary, Treasurer and Immediate Past Chair (if available and required). All Executive Directors must be active members of this Rotary Fellowship. Only members in good standing are eligible.

Section 5.2. The Executive Directors shall perform the duties and functions usually attached to the title of their respective offices, together with such other duties as may be prescribed by the Rotary Fellowship's Board of Directors.

Section 5.3 - Chair. It shall be the duty of the chair to preside at meetings of the Rotary Fellowship and to perform other duties as ordinarily pertains to the office of the Chair.

Section 5.4 – Chair-Elect. It shall be the duty of the Chair-Elect to act as the Chair and preside over meetings when the Chair is absent and to perform such other duties as may be prescribed by the Chair or the board.

Section 5.5 - Secretary. It shall be the duty of the secretary to oversee the execution of keeping membership records; recording attendance at meetings; sending out notices of the fellowship, board, and committee meetings; recording and preserving the minutes of such meetings as deemed necessary by the Chair; reporting as required to RI, including the annual reports of memberships on July 1 of each year, which shall include per capita dues for all members during the annual reporting period; reporting changes in membership; and performing other duties as assigned by the Chair.

Section 5.6 - Treasurer. It shall be the duty of the treasurer to oversee the management of custody of all funds, accounting for it to the fellowship annually by presenting a financial report during the annual meeting of the fellowship and at any other time upon demand by the board, and performing other duties as assigned by the chair, especially those outlined in Section 8.8. Upon retirement from office, the Treasurer shall turn over to the incoming treasurer or to the Chair all funds, books of accounts, or any other fellowship property.

Section 5.7 - Immediate Past Chair. It shall be the duty of the Immediate Past Chair to serve as an advisor to the Chair and board of directors, to ensure continuity each year, and perform other duties assigned by the Chair or board of directors. The Immediate Past Chair will only serve at the discretion of the Chair and serve as needed. Additionally, it is the role of the Immediate Past Chair to serve as returning officer to facilitate elections in the year following their service.

Section 5.8 Unless otherwise specified, any reference to “Directors” throughout these by-laws shall also include Executive Directors.

Section 5.9 The terms for Executive Directors shall be staggered, shall not exceed three years, and shall coincide with the Rotary year, i.e. 1 July through 30 June. Executive Directors’ terms are renewable for up to six years. After six consecutive years of service, Executive Directors are ineligible to serve until three years have passed.

ARTICLE VI - MEETINGS

Section 6.1. An annual meeting of the members shall take place virtually each year, or elsewhere as determined by the Fellowship’s Board of Directors. At this meeting, the installation of the incoming Board of Directors and other business shall take place. The exact date, time, and location of the annual meeting of the members shall be set by the Rotary Fellowship’s Board of Directors and announced to the members at least 60 days prior to the meeting. Notice transmitted via email to the last known address of the members shall be considered good and sufficient notice.

Section 6.2. An annual meeting of the incoming Rotary Fellowship’s Board of Directors shall take place immediately subsequent to the annual meeting of the members.

Section 6.3. Meetings of the Board of Directors shall be called by the Chair, whenever deemed necessary, or upon the request of two (2) directors, once 28 days’ notice has been given.

Section 6.4. All meetings will at least have the option for members to attend online.

ARTICLE VII - ELECTION OF EXECUTIVE DIRECTORS

Section 7.1. A Nominating Committee shall be appointed by the Rotary Fellowship’s Board of Directors and so indicated in a notice to the members. Notice sent by mail or transmitted via email to the last known address of the members shall be considered good and sufficient notice. The Nominating Committee shall

receive nominations for expiring Executive Director positions until a specified deadline, whereupon nominations shall be closed. The Nominating Committee may also offer its own nominees for election. All nominees must indicate their willingness to serve by a specified deadline to be considered valid nominees for election.

Section 7.2. The names of the nominees for Executive Director positions shall be distributed to the members in good standing, along with a voting ballot, at least 30 days prior to the annual meeting of the members. Ballots may be submitted online or transmitted via email to the last known address of all members in good standing. Ballots shall indicate that they must be returned to the Nominating Committee at least seven days prior to the annual meeting.

Section 7.3. The Elections Chair shall tally the votes cast and announce the newly elected incoming Directors at or prior to the annual meeting of the members. The candidate who receives the most votes for a specific office is declared elected.

Section 7.4. A vacancy in any Director role shall be filled by a two-thirds vote of the Rotary Fellowship's Board of Directors.

Section 7.5. A Director or Officer may be removed from office by a two-thirds vote of the Rotary Fellowship's Board of Directors, or, by a two-thirds vote of the membership.

Section 7.6. Any election disputes submitted in writing to the Secretary, within 2 weeks of a concluded election, shall be resolved by the Nominating Committee.

ARTICLE VIII - FISCAL MATTERS

Section 8.1. The fiscal year of the Rotary Fellowship shall be the same as the Rotary year, i.e.1 July through 30 June.

Section 8.2. The Rotary Fellowship's dues shall be set by the Board of Directors and shall be due on 1 July of each year. The Rotary Fellowship's dues shall be of a reasonable amount. Details regarding Fellowship dues shall be distributed to Fellowship Members at the time of their application to the Fellowship.

Section 8.3. Changes to the amount of dues shall be deliberated in an annual meeting and approved by a simple majority of members in good standing. These changes would take effect in the subsequent Rotary year.

Section 8.4. Funds shall be deposited in a financial institution approved by the Board of Directors.

Section 8.5. Annual budget will be presented and approved at the annual meeting by a simple majority of members in good standing. An annual report is due to RI by 1 September of each year. Publication of the annual report of activities and financials will be presented annually to members.

Section 8.6. The Board of Directors has a fiscal responsibility to ensure this Rotary Fellowship remains fiscally solvent, while ensuring that the Rotary Fellowship's funds are actively used for the purposes of this Rotary Fellowship's mission. This Rotary Fellowship should not unnecessarily hold onto large amounts of cash.

Section 8.7. Payment of dues will be standardized utilizing United States Dollars (USD) via non-cash transactions as agreed upon by the Fellowship Board.

Section 8.8. It is the duty of the Board of Directors to annually submit any required government taxes in association with this Rotary Fellowship, as well as to maintain a record of all financial transactions for this Rotary Fellowship. This duty primarily falls to the Treasurer, but is the responsibility of the entire Board of Directors. An annual internal audit of finances should be conducted every July, and presented to the Board of Directors for distribution to members.

ARTICLE IX - COMPLIANCE WITH RI POLICIES

Section 9.1. The Rotary Fellowship shall comply with Rotary International's policies for Rotary Fellowships, as set forth in the Rotary Code of Policies. The Rotary Fellowship's Board of Directors and Executive Directors shall familiarize themselves with these policies and any amendments to these policies as adopted by the RI Board of Directors from time to time.

Section 9.2 These Bylaws shall be reviewed every three years.

Section 9.3. These bylaws may be amended as follows: Any member may propose a change to these bylaws by submitting the proposed change to the Fellowship Secretary. The Secretary will forward the proposed change to the members of the Board for their review. Within 30 days the Chair shall call a meeting of the Board (meeting may be by electronic media) to discuss and vote on the proposed change. If the change is approved by the Board, the Secretary will send an electronic ballot, within 10 days, to the membership. The members shall have 10 days to return the ballot to the Secretary. An affirmative vote of the majority votes received is necessary to change these bylaws. If no date to take effect has been mentioned, changes take effect on July 1 following an affirmative vote. Changes to these bylaws must be consistent with the RI Constitution, RI Bylaws and the Rotary Code of Policies.

Section 9.4 All election and governance disputes shall be resolved amicably by the fellowship. Guidance from an independent third party may be sought to help resolve disputes. RI will not intervene.

Section 9.5 The Rotary Fellowship may choose to form chapters to diversify involvement and increase its international reach. These chapters must use the Rotary Fellowships' RI-approved name and visual identity with a chapter-specific identifier. The Rotary Fellowship shall recognize and oversee its chapters. Each chapter is responsible for complying with the policies set forth by Rotary International and the Rotary Fellowship; the Rotary Fellowship is responsible for overseeing and enforcing each chapter's compliance with RI policies. The Rotary Fellowship may collect nominal dues from its chapters to offset administrative expenses incurred as a result supporting chapters.

ARTICLE X-HARASSMENT-FREE ENVIRONMENT

Section 10.1. The Rotary Fellowship is committed to maintaining an environment that is free of harassment. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group based on any characteristic (for example age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations or gender identity).

All members and individuals attending or participating in the Rotary Fellowship's meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 10.2 The Rotary Fellowship shall promptly address allegations of harassment brought before it and shall not retaliate against those making the allegation. The Fellowships Board, or a committee appointed by the Chair for this purpose, shall review and respond to each allegation of harassment within a reasonable time-frame, typically one month. If the Chair or other leaders of the Fellowship is/are the alleged offender, the Immediate Past Chair (or most recent Chair), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. If the alleged offender is a member of the Fellowships' board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior.

The Rotary Fellowship shall report allegations of harassment to the alleged offender's club president and district governor.

Section 10.3 The Rotary Fellowship shall protect the safety and wellbeing of all youth participating in its activities and comply with Rotary International's youth protection policies. Membership or affiliation shall not be granted to a person who is known to have engaged in sexual abuse or harassment or who is prohibited from being a member of a Rotary or Rotaract Club.