

**BYLAWS
OF
ROTARY LEADERSHIP INSTITUTE OF NORTHEAST AMERICA, INC.**

**ARTICLE I
Name and Office**

1. **Name.** The name of the Corporation shall be Rotary Leadership Institute of Northeast America, Inc. (hereinafter called the “Corporation”).

2. **Principal Office.** The principal office of the Corporation shall be at such place in the State of Connecticut as the Board of Directors (hereinafter called the “Board”) shall from time to time designate.

**ARTICLE II
Purposes**

1. **Purposes.** The Corporation is a Rotary multi-district activity devoted to enhancing the education of Rotarians in order for Rotarians to serve as effective and motivated club leaders. The Corporation is the original founding area of the Rotary Leadership Institute and was formerly known as the “The Home Division of the Rotary Leadership Institute”.

**ARTICLE III
Membership**

1. **Membership.** Membership is open to all Rotary International Districts in the Northeast United States and Bermuda and to Districts in Southeastern Canada.

2. **Admission.** Districts will be admitted upon written application in such form as is proscribed by the Board and payment of the annual dues.

3. **Dues.** Each member district shall pay dues of \$500 annually by October 15 of each year. Dues may be increased by action of the Board.

**ARTICLE IV
Board of Directors**

1. **Authority, Number, Term and Qualification.** The authority, number, term and qualifications of the Board shall be as provided in the Certificate of Incorporation of this Corporation.

2. **Fees.** Directors shall not receive any stated salary for their services.

3. Place of Meetings. The Board may hold its meetings, regular or special, at such place or places within or without the State of Connecticut at a location within 150 miles of New York City as the Chair and Executive Director shall jointly set from time to time by resolution or as shall be specified or fixed in the respective notices or waivers of notice thereof.

4. Annual Meeting. An annual meeting of the Board for the transaction of business before the Corporation shall be held in September at such time as does not interfere with any holiday or religious observances. The annual meeting is open to all Rotarians in participating districts and to guests invited by the Chair although only members of the Board shall vote. District Governors, District Governor-Elects and faculty members are specifically encouraged to join members of the Board in attending the annual meeting.

5. Special Meeting, Notice and Waiver. Special meetings of the Board shall be held whenever called by the Chair or by the Secretary or upon the written call of at least five (5) member districts, which call shall be presented to the Chair. At least fourteen (14) day written or oral notice of each special meeting stating the time and place of the meeting shall be given to each director. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice unless required by these Bylaws. A written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of notice. The attendance of any director at a meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

6. Quorum, Adjournment and Manner of Acting. A majority of the number of directorships at the time shall constitute a quorum for the transaction of business. Any meeting of the Board may be adjourned from time to time by a majority vote of the directors present at such meeting. In the absence of a quorum for any such meeting a majority of the directors present thereat may adjourn any such meeting to another time and place until a quorum shall be present thereat. Notice of any such adjourned meeting need not be given. The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may be otherwise specifically provided by statute or the Certificate of Incorporation or these Bylaws. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation and the number of such directors constitutes a quorum for such action, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board.

7. Removal of Directors. Any director may be removed with or without cause by act of the Board at a meeting of the Board called for such purpose. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The vacancy in the Board caused by any such removal may be filled by act of the Board.

Article V Officers

1. Number, Qualification, Terms and Election. The officers of the Corporation shall be the Chair, two Vice-Chairs, six Regional Vice-Chairs, a Secretary, a Treasurer and an

Executive Director and such other officers, agents and employees as shall be appointed in accordance with the provisions of Article V, Section 2 of these Bylaws. Any two or more offices may be held by the same person except the offices of the Chair and the Secretary. The officers of the Corporation shall be elected from time to time by the Board. The initial officers shall be elected at the first meeting of the Board and shall serve until the first annual meeting of the Board of the Corporation. Thereafter officers shall be elected by the Board to serve for three (3) year terms and until their successor shall have been duly elected or until their death or resignation or such officer shall be removed as provided in these Bylaws. The Board shall fill vacancies for the balance of an unfinished term.

2. Other Officers, Etc. The Board may from time to time appoint such other officers, agents or employees as the Board may deem necessary or advisable, each of whom shall hold office from such period, have such authority and perform such duties as the Board may from time to time determine.

3. Removal. Any officer, agent or employee of the Corporation elected or appointed by the Board may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of directors holding a majority of the directorships at a special meeting of the Board called for that purpose. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer. The vacancy caused by any such removal may be filled by act of the Board.

4. Chair. The Chair shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board. The Chair shall preside at the annual meeting and each special meeting of the Board. The Chair shall see that all orders and resolutions of the Board are carried into effect. In general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may from time to time be assigned to the Chair by these Bylaws or by the Board. The Chair shall have the following duties and responsibilities:

- a. Recommend to the Board nominees for Regional Vice-Chairs,
- b. Appoint committee chairs and members and serve as an ex-officio member of each committee with a vote,
- c. Prepare the agenda for and preside at meetings of the Board and the Executive Committee,
- d. Determine course sites in conjunction with Arrangements Chairs,
- e. Appoint faculty in accordance with recommendations of the Executive Committee members,
- f. Approve curriculum, outlines and faculty procedures,
- g. Approve faculty assignments,
- h. Oversee faculty training,
- i. Oversee faculty evaluations,
- j. Oversee the activities of other officers,
- k. Call meetings of the Board and the Executive Committee,
- l. Represent the Corporation in district membership issues, and
- m. Represent the Corporation to the International Rotary Leadership Institute, to Rotary International and the public.

5. Executive Director. The Executive Director shall oversee the operations of the Corporation with respect to the conduct of courses and administrative and financial matters. The duties shall also include:

- a. Recommend to the Board the election of a Treasurer,
- b. Approve arrangements for printing course materials, notebooks, supplies, etc.,
- c. Approve arrangements for courses, contracts, etc. and serve as liaison to Arrangement Chairs
- d. Send out notices of meetings and arrange meeting sites,
- e. Coordinate the publication and distribution of the annual brochure,
- f. Handle mailings and other notices as required,
- g. Make arrangements for the annual meeting of the Board, promote the annual meeting and arrange for locations for Board and Executive Committee meetings,
- h. Provide for an annual review of all fiscal statements, and
- i. Handle all other administrative matters as requested by the Chair, the Board or the Executive Committee.

6. Vice Chairs and Regional Vice Chairs. The Vice Chair with the most seniority shall preside at meetings of the Board and the Executive Committee in the absence of the Chair. The Vice Chairs shall also perform such duties as may be assigned by the Board, the Executive Committee, or the Chair.

The Regional Vice-Chairs shall be assigned to regions as determined by the Board. The duties of the Regional Vice-Chairs include:

- a. Assist regional member districts in setting course sites and recommending faculty members,
- b. Serve as liaison with District Chairs in promoting and organizing course sites,
- c. Assist the Chair with expansion within region,
- d. Liaison with member districts,
- e. Serve as members of the Executive Committee, and
- f. Represent the Corporation at course sites.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all the funds; shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation; shall cause regular audits of such books to be made; and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and to the directors at the meetings of the Board, or whenever they may require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board, by the Executive Committee or by the Chair.

The Treasurer's duties shall also include:

- a. Promptly pay all expenses upon receipt of proper documentation supporting such payment,
- b. Properly account for all funds,
- c. Provide to the Board, at least semiannually, a report of all receipts and expenditures, together with such information as the Board, the Executive Committee, or the Chair may request,
- d. Serve as member of the Finance Committee and of the Executive Committee,
- e. Serve as course Registrar and deposit all receipts in a timely manner. As course Registrar, receive all course registrations, send out acknowledgements, and provide name badges and registration procedures at course sites, and
- f. File all tax returns and other returns or reports required by the Internal Revenue Service or any other governmental agency.

8. Secretary. The Secretary shall act as secretary of and keep the minutes of all meetings of the Board and of the Executive Committee and send them to the Executive Director for distribution; shall have charge of the other books, records and papers of the Corporation relating to its organization as a non-stock corporation and shall see that the reports, statements and other documents required by law are properly kept or filed; and shall in general perform all the duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the Board, by the Executive Committee or by the Chair.

ARTICLE VI

District Chairs and Arrangement Chairs

1. District Chairs and Arrangements Chairs. Each District Governor shall appoint a person to serve as District Chair and Arrangement Chair for such district for the governor's year of service. District Governors are encouraged to continue appointments for multiple years to assure continuity and experience. The duties of the District Chair include:

- a. If a course site is set within the District Chair's district, to serve as Arrangements Chair,
- b. To promote the Corporation within the district and to inform the clubs of the goals and activities of the Corporation,
- c. To serve as liaison to the Executive Committee, and
- d. To chair a district leadership development committee to provide person power for all Corporation activities within the district.

An Arrangements Chair is a District Chair within whose district a course site has been selected. The duties of an Arrangements Chair include:

- a. Seeking suitable course sites,
- b. Negotiating contracts with sites and sending contracts to Executive Director for approval/processing,
- c. Handling arrangements for the day of a course as set forth by Executive Director, and
- d. Working with Executive Director and other officers as needed.

Article VII Committees

1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation. The Rotary Leadership Institute International Chair and the International Executive Director and the webmaster shall serve as non-voting ex-officio members. The Executive Committee shall have and may exercise all such authority of the Board between meetings of the Board, except that the Executive Committee shall not have the power to amend these Bylaws, to change dues or to admit new members. The Committee shall meet at the call of the Chair as needed. The provisions for notice, waiver, quorum, adjournment and manner of acting for the Executive Committee shall be the same as that for the Board as set forth in Article IV sections 5 and 6 of these Bylaws.

2. Other Committees. The Board may from time to time create such other committees deemed necessary to meet a need not served by the standing committees which committees shall have and may exercise all such authority of the Board as shall be provided in such resolution. The Executive Committee may temporarily approve the appointment of new committees until the next meeting of the Board. All committee chairs and members shall be appointed by the Chair, except as otherwise provided in these Bylaws, and their term of service shall be one year or until such committee's work is completed and the committee is dissolved. The following committees shall be standing committees:

- a. Finance and Budget
- b. Nominating Committee
- c. Faculty Orientation and Reorientation
- d. Web site and Bulletin

3. Finance and Budget Committee. The Finance and Budget Committee shall consist of the Chair, the Executive Director, the Treasurer and the two (2) Vice Chairs. They shall recommend an annual budget to the Board and shall review semiannual financial statements.

4. Nominating Committee. There shall be a Nominating Committee which shall consist of three (3) members of the Executive Committee. When necessary, it shall recommend officers to be elected by the Board.

5. Faculty Orientation and Reorientation Committee. The Chair shall appoint a committee to orient new faculty members and to re-orient continuing faculty members.

6. Website and Bulletin Committee. The Chair shall appoint a web site and bulletin committee to help facilitate communication regarding the Corporation.

Article VIII Budget and Dues

1. Annual Budget. The annual budget shall be approved at the annual meeting of the

Board. Other than at the annual meeting, the annual budget may be amended only by a majority vote of the Executive Committee.

2. Authorized Expenditures. The budget shall provide for payment of all necessary expenses for the provision of courses including the printing of materials, the cost of meals for registrants and staff, site fees, audio visual and equipment fees, and a hosted dinner for faculty members arriving early the evening before a course. The budget shall also include funds for dues to the International Rotary Leadership Institute, funds for printing promotional materials, office expenses for all officers serving on the Executive Committee and expenses related to the annual meeting. All officers, District Chairs and Arrangement Chairs travel to course sites at their own expense and all promotional expenses within districts are at the expense of the district.

Article IX Faculty

1. Faculty. There shall be a permanent faculty consisting of those who have completed the initial orientation program and have participated as a discussion leader during at least one Institute course. Faculty members must be initially recommended to the Chair by a member of the Board or the Executive Committee or by a District Governor or Governor-Elect. Each district shall be asked to recommend at least three to five faculty members.

Faculty members should be chosen on the basis of both Rotary knowledge and the ability to lead a spirited discussion group without lecturing. Past club presidents and present or past Rotary International officers are the usual choices, but others with special skills may also be an asset to the faculty, such as those with skills in teaching public speaking, leadership skills, public relations/writing/journalism, etc.

Each faculty prospect must agree to attend an all day orientation session at one of the course sites and serve as a discussion leader during at least two or three (or more) course sites during the Rotary year. A faculty member must agree to attend reorientation programs as developed by the Faculty Orientation and Reorientation Committee, subject to approval by the Board and the Executive Committee.

The Chair is authorized, but not required, to exempt some prospective faculty members from parts of the initial orientation program if the prospect has been an instructor at The International Assembly or is a Past Director. The Chair may remove a faculty member from the faculty roster due to non-participation, relocation outside the zones, inactive status as a Rotarian or consistent poor evaluations. Any faculty member removed by the Chair may appeal their removal to the Executive Committee who shall review all materials and evidence submitted and who may by majority vote reinstate the faculty member.

Article X Amendment

1. Proposals. Any member district or the Executive Committee may submit to the Chair one or more proposed amendments to these Bylaws no fewer than thirty (30) days prior to the annual meeting of the Board.

2. **Enactment.** These Bylaws, may be amended or repealed or new Bylaws may be adopted at any annual meeting of the Board by resolution adopted by the affirmative vote of directors holding a majority of the directorships, provided that the proposed action in respect thereof shall be stated in the notice of such meeting.

ARTICLE XI **Books and Records**

1. **Books and Records.** There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's incorporators, members, directors and committees. There shall also be maintained at the principal office of the Corporation a record of the Corporation's members, giving the names and addresses of all members. At intervals of not more than twelve (12) months the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a profit and loss statement respecting its operations for the twelve months preceding such date. The balance sheet and a profit and loss statement shall be deposited at the principal office of the Corporation and be kept for at least ten (10) years from such date, and shall be subject to inspection by any member of record during business hours. In addition, within thirty (30) days after the preparation of each such annual balance sheet and profit and loss statement, a copy thereof shall be made available to members in a manner to be determined by the Board.

ARTICLE XII **Fiscal Year**

1. **Fiscal Year.** The fiscal year of the Corporation shall end on the last day of the June in each year or as shall otherwise be determined by the Board.