

By-Laws of Rotary Youth Exchange Florida, Inc.

Article I – Organization

Section 1.1 – Identification

Rotary Youth Exchange Florida, Inc. (RYE-Florida) is a multi-district organization authorized by Rotary International to operate and manage youth exchange programs for its member districts. RYE-Florida is incorporated in the State of Florida as a not-for-profit charitable organization, and is designated as a public charity by the US Internal Revenue Service under Section 501(c)(3) of the Federal Tax Code.

Section 1.2 – Fiscal Year

RYE-Florida shall operate on a fiscal year beginning July 1 and ending June 30.

Article II – Member Districts

Section 2.1 – Definition of Member Districts

The member districts of Rotary Youth Exchange Florida, Inc. are districts of Rotary International that have elected to participate in the RYE-Florida multi-district, in accordance with Rotary International regulations, and have met the qualifications defined below.

Section 2.2 – Member Districts

The Member Districts of RYE-Florida are Rotary Districts 6900, 6940, 6950, 6970, and 6990.

Section 2.3 – Member District Qualifications

A Rotary International district wishing to become a member district of RYE-Florida must:

- 2.3.1 Elect to participate in the RYE-Florida multi-district, in compliance with Rotary International procedures.
- 2.3.2 Submit a request to the RYE-Florida Board of Directors, accepting the By-Laws, policies, procedures, and fees of the organization.
- 2.3.3 Receive the affirmative vote of two-thirds of the RYE-Florida Board of Directors present at a meeting of the Board of Directors at which a quorum is present.
- 2.3.4 Designate a District Youth Exchange Chairperson, to officially represent the District to RYE-Florida.
- 2.3.5 Pay the Initiation Fee and the Annual Assessment, as determined by the Board of Directors.

Section 2.4 – Termination of Member District Status - Voluntary

A district shall have the right to terminate its member district status, in compliance with Rotary International procedures, and by providing notification in writing to the RYE-Florida Chairperson of its intent to do so. Such written notification of termination shall become effective immediately, provided that all obligations of the member district, its representatives, and clubs have been met at that time, including financial, hosting, and sponsoring obligations and commitments for the fiscal year. Voting rights on the Board of Directors and participation in the Board of Governors shall cease upon the termination of member status.

Section 2.5 – Termination or Suspension of Member District Status – Involuntary

A member district's status can be terminated or suspended by a vote of the Directors, for failure to comply with the Certificate of Incorporation or the By-Laws of RYE-Florida. In order to effectuate termination in accordance with such vote, seventy five per cent of the Directors of RYE-Florida must vote affirmatively for such termination. Sufficient cause for suspension or termination of member status shall be: a violation of the By-Laws, nonpayment of dues or fees, violation of any lawful rule, policy or practice duly adopted by RYE-Florida, or any other conduct prejudicial to the interests of RYE-Florida. Proceedings for suspension or termination of a member district may be instituted by a petition to the Board of Directors in writing by any three member districts, or by the Board of Directors on its own motion. The affirmative vote of three-fourths of the Board of Directors shall be required in order for a member district to be suspended or terminated. A statement of charges on which such action is based shall be mailed, by registered mail, to the recorded address of the member district's Youth Exchange Chair and District Governor, at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member district shall have the opportunity to appear and present any defense to such charges before action is taken thereon. No additional exchanges will be processed after the effective date of any suspension or termination.

Article III – Board of Directors

Section 3.1 – Identification and Role

The RYE-Florida Board of Directors shall be comprised of the Youth Exchange Chairpersons of each member district. Each District Governor Elect shall designate, no later than six months prior to taking office as District Governor, the Rotarian who will serve as that district's Youth Exchange Chairperson. Those YE Chairs will serve as Directors for RYE-Florida, will oversee the program on a regular basis, shall elect officers and establish policies, and are responsible for participating in all designated activities, organizing and training their District Youth Exchange Committees, and working with the local clubs in their own districts.

Section 3.2 – Meetings

- 3.2.1 Annual Meeting - Unless otherwise agreed upon, the Board of Directors shall meet annually for the purpose of the election of officers of RYE-Florida and consideration of any other business which may be brought before the meeting. This annual meeting shall be held during the June outbound student orientation, or within 30 days of that event. Officers of RYE-Florida shall be elected at the annual meeting in each even numbered year, except the Chair Designate shall be elected at the annual meeting of each odd numbered year. The Board may name any qualified person as Chair Designate whether

or not nominated by the Nominating Committee. The Chair Designate shall take office as Chairperson upon the expiration of the then current Chairperson's term.

- 3.2.2 Notice of Meetings - All Directors of record shall be notified, in writing or by electronic communication, of the day, time and place of any meeting of the Directors at least 30 days in advance of such meeting. Special meetings of the directors may be called by the chair, by the board of directors, or by 25 percent of the directors.
- 3.2.3 Waivers of Notice - Notice of any meeting may be waived in writing or by electronic communication by any director if the waiver of notice sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person, or by proxy when the instrument or proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

Section 3.3 – Voting Rights and Proxies

Each director shall be entitled to one vote, exercisable in person or by proxy, on any matter presented to the Board for a vote. In order for a proxy to constitute a valid vote, it must meet all of the following requirements: It must be executed in writing by a Director; it must name the person authorized to exercise the proxy, that person must be from the same District as the director; it must be filed with the Chair prior to the commencement of the meeting; it must be exercised or voted in person by the person authorized to exercise it.

Section 3.4 – Quorum

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the act of the majority of the Directors then present at a meeting at which a quorum was established shall be the act of the Board of Directors unless the act of a greater number is required by law, the Certificate of Incorporation, or these By-Laws.

Article IV – Board of Governors

Section 4.1 – Identification and Role

The District Governors and District Governors Elect of each member district will comprise the RYE-Florida Board of Governors. They will meet annually, in October, to review the program's status and address other important issues as requested by the Directors and/or Officers.

Article V – Officers

Section 5.1 – Terms

The operation of RYE-Florida will be managed by a volunteer staff of officers, who shall serve for terms as defined below, with starting and ending dates coinciding with the Rotary fiscal year. All officers must be Rotarians in good standing of a Rotary Club in a member district of RYE-Florida. Any officer may be removed by a 2/3 vote of the members of the Board of Directors present at any properly called meeting at which a quorum is established.

Section 5.2 – Titles and Responsibilities

- Chairperson (alternately, Chair, Chairman, Chairwoman) – the chief executive officer, also chairs meetings of the Directors. Serves for a single term of three years, and is not eligible for a second consecutive term.
- Vice-chairperson (alternately, Vice-chair, Vice-chairman, Vice-chairwoman) – assists the Chairperson, and handles Chairperson’s duties when necessary. Is designated simultaneously as Chair-Elect, to succeed the Chair after their respective terms. The Vice-Chair serves for a single term of three years, and is not eligible for a second consecutive term.
- Operations Director – responsible for administrative, organizational, and logistical functions of the organization. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Outbound Coordinator – responsible for aspects of the program concerning outbound students. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Inbound Coordinator – responsible for aspects of the program concerning inbound students. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Secretary – responsible for record keeping, correspondence, and administrative support. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Treasurer – handles all finances for the organization. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Compliance Officer – manages requirements of RI, CSIET, State Department, etc. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Insurance Coordinator – works with medical/liability insurance provider as necessary. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.
- Events Coordinator – responsible for events such as Disney World and Seacamp trips, etc. Serves for a two-year term, and may serve additional term(s) at the discretion of the Board.

Section 5.3 – Concurrent Service

Any one individual may hold two or more officer positions simultaneously, except that the Chairperson, Vice-Chairperson, and Treasurer positions must be held by different individuals.

Section 5.4 – Vacancies

Should a vacancy occur in any officer position other than Chairperson, the position may be filled temporarily by appointment of the Chairperson, with the appointee to hold office until the Board of Directors elects a person to fill out the unexpired term. Should a vacancy occur in the position of Chairperson, the Vice Chairperson shall serve as acting Chairperson until the Board of Directors elects a person to serve out the unexpired term. With the exception of the positions of Chairperson, Vice Chairperson and Treasurer, the Directors may choose to leave any Officer position unfilled. The duties and responsibilities of any position that is unfilled shall be assigned at the direction of the Chairperson.

Section 5.5 Nominations of the Chairperson Designate

No later than five months prior to the scheduled end of the terms of the Chairperson and Vice-Chairperson, a Nominating Committee shall be assigned the task of identifying one or more candidates for the positions of Chairperson and Vice-Chairperson, for the terms beginning with the upcoming Rotary year. Should the Nominating Committee choose to propose more than one candidate for either or both positions, the Board of Directors shall select the individuals to serve by majority vote at the Annual Meeting held in June.

Article VI – Country Coordinators

Section 6.1 – Terms and Appointment

Country Coordinators shall be appointed by the Chairperson, and confirmed by the Board of Directors at any regular meeting or, alternatively, via electronic communication. Country Coordinators must be Rotarians in good standing of a Rotary Club in an RYE-Florida member district. Country Coordinators shall serve for terms of three fiscal years, with renewal at the option of the Board of Directors. A Country Coordinator may be removed by a 2/3 vote of the members of the Board of Directors present at any properly called meeting at which a quorum is established.

Section 6.2 – Responsibilities

Country Coordinators shall be responsible for management of both inbound and outbound exchanges with the exchange partners in their assigned country or countries. These duties shall include, but not necessarily be limited to:

- Receiving applications and other documents for inbound students from foreign partners
- Assigning inbound students to hosting districts, and following up to ensure proper and timely processing of paperwork
- Meeting with inbound students from assigned countries at Inbound Orientation, and acting as a resource person for those students throughout the exchange year
- Receiving applications from the Outbound Coordinator for students selected for exchange in assigned countries
- Sending documents to exchange partners for outbound exchanges, and manage paperwork flow between foreign hosts, students, travel providers, etc.
- Meeting with outbound students designated for assigned countries at Outbound Orientations, and acting as a resource person for those students prior to and during the exchange year.

Section 6.3 – Concurrent Service

Officers of Rotary Youth Exchange Florida may serve as Country Coordinators. Directors may not serve as Country Coordinators, temporarily or otherwise.

Section 6.4 – Vacancies

Should a vacancy occur in any Country Coordinator position, the position may be filled via appointment by the Chairperson, with confirmation by the Board of Directors.

Section 6.5 – Country Assignments

Each Country Coordinator shall manage exchanges for those countries assigned by the Chairperson, with confirmation by the Board of Directors. Changes to the list of assigned countries, including any proposed additions or deletions, may be suggested by the Country Coordinator or any Officer, and must be approved by the Directors.

Article VII – Finance Committee

Section 7.1 – Composition

The Finance Committee shall be comprised of a representative of each RYE-Florida member district, plus the Treasurer of RYE-Florida.

The Treasurer shall serve as the Chairperson of the Finance Committee.

The Governor Elect of each District shall appoint an individual of his/her choosing to serve as that District's member of the Finance Committee for the following Rotary year. If a District's position becomes vacant, the District Governor shall appoint a replacement.

Section 7.2 – Meetings

A quorum for the Finance Committee shall be a simple majority of the members.

The Finance Committee shall meet monthly, via conference call or in person. The meetings shall be open for RYE-Florida Board to attend. Between meetings, the Finance Committee may be requested by the Treasurer to approve individual expenditures. That approval may be granted via e-mail.

Minutes of the Finance Committee shall be made available to the RYE-Florida Board, coordinated with RYE-Florida Secretary, and uploaded into the YEAH database monthly.

Section 7.3 – Responsibilities

The duties and responsibilities of the Finance Committee are as follows:

- Create an annual budget and present it to the Board for approval at least thirty (30) days prior to the annual RYE-Florida Board meeting (in June) for adoption.
- Review the income and expenditures of the organization each month, and publish findings with any recommendations to the RYE-Florida Board.
- Advise the RYE-Florida Chairperson on current and proposed activities, especially unusual or new requests for funds.
- Receive the financial review report. Circulate the financial review report to the Board no later than ninety (90) days after fiscal year end.
- Any non-budgeted contract or commitment of more than \$5,000 must be reviewed and approved by the Finance Committee and RYE-Florida Board prior to execution.

Article VIII – Assessments and Fees

Section 8.1 – Annual District Assessment

Each member district shall be assessed a uniform annual fee (currently \$2,000), to be set by the Board of Governors, and billed to the member districts on or around the first day of the fiscal year. Payment is expected within thirty days. The Annual District Assessment is used primarily to cover the costs of administration, including but not limited to accounting and reporting, official filings and audits (IRS, CSIET, Department of State), office supplies and equipment, letterhead, handbooks and manuals, website hosting and design, shipping and mailing, travel reimbursement, conferences, appropriate corporate insurance, background checks for district and multi-district YE volunteers, business cards for staff, etc.

Section 8.2 – Inbound Student Activity Fee

Each member district shall also be assessed an annual fee of \$750 for each inbound student to be hosted in the fiscal year, this fee to be set by the Board of Governors, and billed to the member districts on or around the first day of the fiscal year. Payment is expected within thirty days. The Inbound Student Activity Fee is used primarily to cover the costs of inbound student activities, including inbound orientation and trips such as those to Disney World and 1 additional trip, as well as for the costs of background checks of host families and the CSIET per-student listing fee. It is anticipated that the districts will bill this amount back to the hosting clubs, as part of the commitment the club will make to hosting an inbound student. Districts may add to the amount billed if desired for district YE activities. All payments, however, should come from the member districts within 30 days of billing.

Section 8.3 – Outbound Student Program Fee

All outbound students will be charged a uniform program fee, regardless of their destination country. The fee will cover costs including, but not limited to, round trip airfare, mandatory medical and liability insurance, student visas, RYE-Florida orientations, training materials, and student supplies (blazers, pins, name badges, business cards).

Section 8.4 – New Member District Initiation Fee

Each new member district shall pay a one-time initiation fee as a condition of membership. This fee shall be set by the Board of Directors.

Article IX – Policies

The Board of Directors is empowered to adopt and amend detailed policies and rules for the administration of the corporation and its programs. These policies and rules shall be posted and disseminated to all member districts from time to time as they may be adopted or amended, and shall be adhered to by all member districts.

Article X – Amendments

Section 10.1 – Method of Amendment

These By-Laws may be amended at the annual meeting of the Board of Directors or at any regularly scheduled meeting of the Board of Directors by the affirmative vote of seventy-five (75%) percent of the directors present, subject only to the requirement that a quorum must exist at the time of the vote.

Section 10.2 - Who May Propose

Any Director or Officer may propose an amendment to these By-Laws providing it is in harmony with the Certificate of Incorporation, these By-Laws and the Constitution and By-Laws of Rotary International, Inc.

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