

**BYLAWS  
OF  
THE ROTARY LEADERSHIP INSTITUTE –  
HEART OF AMERICA DIVISION  
("HOA-RLI")  
(As amended and approved February 26, 2015)**

**ARTICLE I  
Name and Office**

1. **Name.** The name of the Association shall be The Rotary Leadership Institute – Heart of America Division (hereinafter called the "HOA-RLI"). It may be popularly referred to as "HOA-RLI."

2. **Principal Office.** The principal office of the HOA-RLI shall be at such place in Rotary Zones 20 and 31 as the Board of Directors (hereinafter called the "Board") shall designate.

**ARTICLE II  
Purposes**

1. **Purposes.** The HOA-RLI is a Rotary multi-district activity devoted to enhancing the education and leadership skills of Rotarians to prepare them for service as effective and motivated club and district leaders.

**ARTICLE III  
Membership**

1. **Membership.** Membership is open to all Rotary International Districts in Zones 30 and 31.

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

3. **Dues.** Dues for member districts shall be established by the Board and may be changed by the Board. Each member district shall pay dues annually as soon as practicable after July 1 of each year.

## **ARTICLE IV**

### **Board of Directors**

**1. Authority, Composition.** The authority to manage and operate the HOA-RLI is vested in the Board of Directors. The Board shall be comprised of the following elected members: Chair, Vice-Chair, Secretary, Treasurer, Registrar, Regional Coordinators, and members appointed by the Board. The immediate past Chair shall be a voting member of the Board for the two-year period following his or her term as Chair.

**2. Terms, Qualifications.** All elected Board members will serve two-year terms commencing on July 1 of the year in which they are elected. Board member qualification includes experience with HOA-RLI. All appointed members shall serve at the pleasure of the Board for a specified time and purpose. The Board shall be the sole judge of its members' qualifications.

**3. Compensation.** Board members shall not receive any compensation for their services.

**4. Place of Meetings.** The Board shall meet at such times and places as it may determine or upon the call of the Chair or upon the written call of the District Governors of at least five member districts. Notice of meetings shall be given by the Chair to all Board members at least 14 days preceding the commencement of the meeting unless such notice is waived by all Board members in writing or by electronic mail. In lieu of in-person meetings, the Board may conduct official meetings via teleconferencing, webinar, or other electronic communications.

**5. Elections, Budget Approval, Annual Meeting.** In February of each year, a budget for the following Rotary year (as proposed by the Board) and the report of the Nominating Committee shall be sent for separate "yes or no" votes to the following: The District Governors of the RLI member districts, the members of the HOA-RLI Board, and the RLI District Coordinators. They will have a deadline for response of 30 days, the date to be included in the notice. A majority vote of those voting will be required for approval of each matter. If a majority votes "no" on either matter, a new budget and/or Nominating Committee report, as is appropriate, will be issued for a vote until accepted by a majority of those voting. After receiving majority votes approving both matters, the sitting Chair shall convene the Annual Meeting of the outgoing and incoming Board members to organize for the upcoming Rotary year and act on any pending business.

**6. Quorum.** A majority of the number of Board members at the time shall constitute a quorum for the transaction of all business.

**7. Removal of Board Members.** Any Board member may be removed for cause by action of the Board at a meeting of the Board called for such purpose. The meeting notice must state 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 action of the Board.

## **ARTICLE V**

### **Officers**

**1. Number, Qualifications, Terms and Election.** The officers of the HOA-RLI shall be the Chair, a Vice-Chair, a Secretary, a Treasurer and a Registrar and such other officers, agents and employees as shall be appointed in accordance with the provisions of Article V, Section 2 of these Bylaws. The Chair shall alternate every two years between Zones 30 and 31 or their successor Zones. Any two or more offices may be held by the same person except the offices of the Chair and the Treasurer. The officers of the HOA-RLI shall serve two-year terms commencing on July 1 of the year in which they are elected. The Board shall fill vacancies for the balance of an unfinished term.

**2. Other Officers, Agents and Employees.** The Board may appoint such other officers, agents or employees as the Board may deem necessary or advisable, each of whom shall hold office for such designated period, have such authority, and perform such duties as the Board may determine.

**3. Removal.** Any officer, agent or employee of the HOA-RLI elected or appointed by the Board may be removed, with or without cause, at any time by resolution adopted by the affirmative vote of Board members holding a majority of the Board memberships 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, agent or employee. The vacancy caused by any such removal may be filled by the Board.

**4. Chair.** The Chair shall be the chief executive officer of the HOA-RLI and shall have general supervision over the business of the HOA-RLI, subject to the control 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 be assigned to the Chair by these Bylaws or by the Board. The Chair shall have the following specific duties and responsibilities:

- a. Recommend to the Board nominees for Regional Coordinators
- b. Appoint committee chairs and members and serve as an ex-officio member of each committee with a vote
- c. Prepare the agenda for an preside at meetings of the Board
- d. Appoint a Nominating Committee, when necessary, to identify and nominate candidates for Board positions
- e. Oversee the activities of other officers
- f. Call meetings of the Board, and
- g. Represent the HOA-RLI to the Rotary Leadership Institute (International), to Rotary International and the public.

**5. Vice-Chair.** The Vice-Chair shall preside at meetings of the Board in the absence of the Chair. The Vice-Chair shall be expected to succeed the current Chair. The Vice-Chair shall also perform such duties as may be assigned by the Board or the Chair.

**6. Secretary.** The Secretary shall keep the minutes of all meetings of the Board and send them to the Board and shall have charge of the other books, records and papers of the HOA-RLI relating to its organization as a non-profit Association. The Secretary shall ensure that the reports, statements and other documents required by law are properly kept or filed and are made available on the HOA-RLI website. The Secretary shall perform all the duties incident to the office of the Secretary and such other duties as may be assigned by the Board or the Chair.

**7. Treasurer.** In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board of the Chair. The Treasurer's duties shall specifically 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 quarterly, 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 Chair of the Finance Committee, and
- e. File all tax returns and other returns or reports required by the Internal Revenue Service or any other governmental agency.

**8. Registrar.** The Registrar shall be responsible for maintaining the HOA-RLI website at [www.hoa-rli.org](http://www.hoa-rli.org), including a list of courses currently available and planned and providing procedures for participants to register for such courses.

## **ARTICLE VI Regional and District Coordinators**

**1. Regional Coordinators.** The Regional Coordinators elected pursuant to Article IV shall serve as members of the Board and shall be assigned to regions as determined by the Board. The primary duty of the Regional Coordinators shall be to assist their member districts in establishing and maintaining RLI programs in their Districts, in cooperation with their District Governors and the RLI District Coordinators. The duties of the Regional Coordinators shall be set out in a separate document approved by the Board and shall be included in the Board Policies. The duties set out therein shall not be deemed to be restrictive; Regional Coordinators are encouraged to undertake all tasks necessary to implement effective and successful RLI programs in their Districts.

**2. District Coordinators.** Each District Governor of a member district, in cooperation with the district's RLI Regional Coordinator, shall appoint a Rotarian in the District to serve as District Coordinator 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 primary duty of the District Coordinators shall be to coordinate, carry out, and maintain RLI programs in their Districts, in cooperation with their District Governors and the RLI Regional Coordinators. The duties of the District Coordinators shall be set out in a separate document approved by the Board and shall be included in the Board Policies. The duties set out therein shall not be deemed to be restrictive; District Coordinators are encouraged to undertake all tasks necessary to implement effective and successful RLI programs in their Districts.

## **ARTICLE VII Committees**

**1. Committees.** The Board may 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 as the Board shall specify. 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 two years or until such committee's work is completed and the committee is dissolved. The following committees shall be standing committees:

- a. Executive Committee
- b. Finance and Budget Committee
- c. Faculty Training Committee
- d. Curriculum Committee
- e. Extension Committee

**2. Executive Committee.** The Executive Committee shall consist of the elected members of the Board as defined in Article IV, Section 1, except for the Regional Coordinators. The Executive Committee may act on any issue that requires prompt action, but only after a quorum of the Board cannot be assembled in a necessary time frame, as determined by the Chair or a majority of the Executive Committee.

**3. Finance and Budget Committee.** The Finance and Budget Committee shall consist of the Chair, the Vice-Chair, and the Treasurer. The Treasurer shall serve as chair of the Committee. The Committee shall recommend an annual budget to the Board and shall review quarterly financial statements.

**4. Faculty Training Committee.** The Faculty Coordinator appointed by the Board is the chair of this Committee and is responsible for arranging faculty training for new RLI districts. The Faculty Coordinator and his/her Committee will work with member districts to assure quality training, as described in the Faculty Coordinator job description.

## 5. Curriculum Committee.

**A. Composition.** The Curriculum Committee shall be comprised of a minimum of three members, all of whom are currently members of a Rotary club in the Heart of America Zones. Each member shall have completed an RLI faculty training and shall have served in a faculty position for more than one RLI, preferably in more than one district, and have other training experience (e.g., past or current District Trainer, professional or business training experience, adult educational experience, etc.). At least one member of the committee shall be a member of the HOA-RLI Board. All members of the HOA-RLI Board shall be ex-officio members of the committee.

**B. Duties.** At least once annually and prior to the HOA-RLI Annual Meeting, the Curriculum Committee shall meet to consider the state of the curricular elements of the HOA-RLI, including but not limited to course content, course notebooks, course CDs, faculty materials, and presentation methods. This review should include a review of materials currently in use in the HOA-RLI but should also include materials from other divisions of RLI and methods or procedures of which the committee becomes aware. Upon completion of the review of materials, a detailed report of recommended changes to materials being used shall be made to the Board for review and such action as is deemed necessary by the Board. Members of the Curriculum Committee shall be expected to attend and participate in the Curriculum meetings of the Rotary Leadership Institute whenever possible.

**6. Extension Committee.** The Extension Committee shall work to extend and develop the Rotary Leadership Institute program in those Rotary districts without the program, and shall assist such districts in the development of the program.

## ARTICLE VIII Budget and Dues

**1. Annual Budget.** The Annual Budget, having been approved as prescribed under Article IV, Section 5, shall be adopted at the Annual Meeting, but may be amended by a majority vote of the Board at any time.

**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 Rotary Leadership Institute, funds for printing promotional materials, costs for telephone and Web-based Board and Executive Committee meetings, and expenses related to the Annual Meeting. Other expenses to be reimbursed include allowed expenses incurred in the establishment of an RLI program in a district and the Regional Coordinator's allowed expenses for training, development, and initial operations. All promotional expenses incurred by a district shall be the responsibility of that district.

**ARTICLE IX**  
**Faculty**

**1. Faculty Selection, Qualifications.** There shall be a permanent faculty consisting of those who have completed the faculty training program or the reorientation program as required. Each district shall be expected to maintain an adequate number of 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. Graduates of the RLI program should receive first consideration. 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.

**2. Exemptions, Removal.** The Chair is authorized, but not required, to exempt some prospective faculty members from parts of the faculty training program if the prospect has been an instructor at the International Assembly or is a past Rotary International Director. A Regional Coordinator 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 Regional Coordinator may appeal his or her removal to the Chair. The Chair shall review all materials and evidence submitted and may reinstate the faculty member.

**ARTICLE X**  
**Amendment**

**1. Proposals.** Any member district and any member of the Board may submit to the Chair one or more proposed amendments to these Bylaws not less than thirty (30) days prior to any meeting of the Board.

**2. Enactment.** These Bylaws may be amended or repealed or new Bylaws may be adopted at any meeting of the Board by resolution adopted by the affirmative votes of a majority of the members, 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.** The HOA-RLI website shall be the permanent repository for all HOA-RLI records. The Board minutes and financial reports shall be maintained and posted on the HOA-RLI website with password-access for all Board members.

**ARTICLE XII**

## **Fiscal Year**

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

Approved by the Board of Directors on February 26, 2015.  
The Bylaws as set out in this document supersede all earlier revisions and amendments.