

Rotary International District 6170
Jeff Farris Leadership Academy
Bylaws
(As adopted 01/27/2021)

ARTICLE 1. ORGANIZATION

- A. The Jeff Farris Leadership Academy (JFLA) shall be the name of the district's leadership development program.
- B. Policies and procedures will be in accordance with the bylaws as defined herein, and will act within the policies, procedures, and standards of Rotary District 6170.

ARTICLE 2. PURPOSE

The purpose of JFLA is to enable the identification and recruitment of potential leaders for roles in Rotary at both the local club and district levels, and then to develop basic leadership skills in those persons as they prepare for leadership roles in the district and in their respective clubs.

JFLA is not intended to supplant existing programs that prepare individuals to serve in specific roles such as club president (i.e. MAPETS), Assistant Governors and committee chairs each of which have their own special training.

ARTICLE 3. BOARD OF DIRECTORS

- A. Designation of the Board of Directors
 - 1) The Board of Directors of The Jeff Farris Leadership Academy, hereafter referred to as the board, will oversee the operation of JFLA.
 - 2) JFLA shall be under the direction of a board of directors consisting of nine members: the District Governor, the District Governor-elect, the District Governor-Nominee, and six members elected to serve as members at large from Rotarians in District 6170. At Large board members may not serve consecutive terms.
- B. Power of the Board of Directors

The Board shall be responsible for the overall policy and operations of the Academy, and will designate a Dean and an Academy Administrator to administer the policy. Both the Dean and the Academy Administrator shall serve as non-voting members of the Board.
- C. Term of Office
 - 1) The elected members shall serve three-year terms staggered so that the terms of two members of the board will expire each year.
 - 2) There shall be no more than one elected at large member from any club serving on the board. Board members may not serve consecutive terms except in the circumstances detailed in Article 3. Section G, [Vacancies] of these bylaws. The term on the board for the District Governor, the District Governor-Elect and the District Governor-Nominee shall be defined as their respective terms of office in their district leadership positions. The term of office will coincide with the Rotary Fiscal Year (July 1 to June 30).
 - 3) The Dean and the Academy Administrator shall have no term limit restrictions, but will serve at the pleasure of the Board.
- D. Replacement of Expiring At-Large Directors

Replacements for term-expired at-large members of the board shall be appointed by the District Governor of the year in which the nominee will begin his/her term. The existing board will endeavor to assist in these selections by suggesting qualified persons to the appointing District Governor. Clubs are encouraged to recommend potential board members to the appointing governor.
- E. Compensation of Board Members

Directors will not receive compensation for serving on the Board in their duties as a Board Member.
- F. Removal and Resignation from Office
 - 1) Any Director shall be automatically removed from office for missing a majority of the board meetings in any one calendar year or missing three consecutive official meetings

regardless of the time frame involved, or by no longer qualifying as a District 6170 Rotarian in good standing.

- 2) Any Director may be removed from office for cause by the affirmative vote of two thirds of the members of the Board at any regular or special meeting of the Board. Removal vote can only occur after written notice has been mailed or e-mailed to such Director at their last known address at least ten days prior to the date of such meeting.
- 3) Any Director may resign at any time. Such resignation shall be made in writing to the District Governor and to the Board chair and shall take effect at the time of its receipt by the Board. Official acceptance of the resignation is not necessary to the effectiveness of the resignation.

G. Vacancies

Vacancies of incomplete terms on the Board of Directors shall be filled by appointment of the District Governor. Rotarians appointed to finish an incomplete term may be reelected to the Board to a full, subsequent three-year term,

H. Meetings of the Board of Directors

1) Organization Meeting.

Among the business of the first official board meeting after each July 1 will be the election by board members of officers, including Chair, Vice-Chair, and Secretary.

2) Regular Meetings of the Board of Directors

Regular meetings of the board of directors shall be held at least quarterly at such time and place as shall be determined by the board. The Chair will distribute in advance a proposed agenda to members in preparation of regular meetings.

3) Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the board Chair, or if absent or unable to act or refuses to act, then by the Vice Chair of the board or by one-third of the Directors. Notice of at least 48 hours shall be provided of special meetings. The notice need not specify the nature of the business to be conducted.

4) Quorum and Voting

At any meeting of the board a majority of the voting eligible directors shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting unless the concurrence of a greater proportion is required for such action by external contract provisions or by other provisions of these bylaws. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice until a quorum shall be present. All directors, except the Dean, the Academy Administrator, and the District Treasurer, shall have the power to cast a vote.

ARTICLE 4. OFFICERS

A. Duties of Officers

- 1) The Chair shall conduct all Board Meetings and lead the board in achieving its mission. The Chair shall immediately upon election appoint those committees as provided by these bylaws.
- 2) The Vice-Chair shall assist the Chair in all areas of responsibility and shall conduct the proceedings of all board meetings in the absence of the Chair.
- 3) The Secretary shall be responsible for the taking of minutes of the board meetings and for preparing the minutes, in good form delivered to the Chair as soon after the meeting as possible. The Secretary shall also be responsible for certain correspondence that may become necessary from time to time.
- 4) The Treasurer of Rotary District 6170 shall perform the duties of the Treasurer of the Academy and shall be responsible for receiving any and all funds to the Academy properly depositing said funds and giving financial reports to each regularly called board meeting. The Treasurer will also be responsible for setting up necessary bank accounts for conducting the financial affairs of the Academy. Authorization of

expenditures will adhere to the same requirements as those in place for District 6170. The Treasurer will be a non-voting member of the board.

B. Terms

With the exception of the Treasurer, who shall be the standing Treasurer of District 6170, officers shall be members of the board, and each shall serve a term of one (1) year in his or her respective office.

C. Election of Officers

The Officers shall be elected by the Board of Directors at the organizational meeting and shall serve for a term of one year or until the next annual meeting of the board at which time a replacement may be elected. Each officer shall hold office until the position is resigned, the officer is removed, or otherwise disqualified to serve or until a successor shall have been duly qualified and elected.

D. Removal and Resignation of Officers

Any Officer may be removed from office by a two-thirds vote of the Directors serving at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the District Governor. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein. The board's acceptance of such resignation shall not be necessary to make it effective.

E. Re-election

The Officers of the Board of Directors may be re-elected to as many terms of office as the Board may deem advisable so long as re-election does not conflict with other provisions of these Bylaws.

ARTICLE 5. FUNCTIONAL ROLES

A. Officers

The Officers of the Board shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer. In the event of a vacancy in the Chair, the Vice Chair will become Chair. In the event of a vacancy in the Vice Chair the office will remain vacant until the next organizational meeting.

B. Committees

- 1) Bylaws Committee — A standing committee of three members of the board. The committee will function as needed. The Vice-Chair shall chair this committee.
- 2) Curriculum Committee — A standing committee of three members of the Board and the Dean and any other persons who the board or the Dean might feel necessary for the proper functioning of the Committee. The committee shall be limited to five members. The Curriculum Committee is responsible for preparing the curriculum as well as maintaining the curriculum as changes may be needed from session to session. The Curriculum Committee will also be responsible for recommending the cities for the Academy sessions as well as the number of days and spread for the classes to be held. The Dean shall chair this committee.
- 3) The Finance Committee — This Committee shall be comprised of the Officers of the Board and other persons outside the Board who may have expertise in financing and budgeting. The Committee shall prepare or cause to be prepared a budget for presentation at the organizational meeting. The Finance Committee will be responsible for developing ways and means for the Academy to exist. This will include developing the tuition charge. The Academy Administrator shall chair this committee.
- 4) Other Committees — The chair may appoint other committees from time to time with Board approval for expanded needs. The Committees will exist at the discretion of the Chair and for whatever time needed.
- 5) Committee Procedures — Each Committee created pursuant to the article may make and operate by its own rules or procedures as approved by the Board. For each Committee a majority of the members are required to establish a quorum. A majority of the members shall be necessary for the adoption of any resolution.

C. Books and Records

The Academy shall keep correct and complete records of minutes of the proceedings of its meetings and actions. This will include resolutions and actions of the Committees.

All records and accounts shall be held by the Academy Administrator at a location of his or her choosing and passed on to the subsequent Academy Administrator. The Dean will have an exact copy of the records maintained at a location of his or her choosing.

D. The Dean and the Academy Administrator

The dean is to serve as the general manager responsible for the conduct of JFLA.

The dean will identify and recruit faculty members for the training sessions as

approved by the board. Those asked to fill teaching roles do not have to be Rotarians.

The Dean shall oversee the workload of the Academy Administrator who shall conduct day to day administrative operations of the Academy.

The Academy Administrator shall oversee the logistics of the academy class sessions including selecting and contracting for class venues with the approval of the board.

The Administrator will submit to the finance committee a proposed budget for the expected expenses for each term of the academy no less than 30 days prior to the initial organizational meeting (article 3.H.1).

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds (66.7%) of voting members at a properly called meeting.

Rotary International District 6170
Jeff Farris Leadership Academy
Synopsis of Roles and Responsibilities
(as adopted 27 January, 2021)

Board Chairperson

- Lead the board in achieving its mission
- Distribute in advance an agenda in preparation of meetings
- Preside over meetings following Roberts Rules of Order
- Call for special meetings as required

Vice chair

- Assist the Chair in all areas of responsibility
- Conduct the proceedings of all board meetings in the absence of the Chair
- Assume the duties of the chair in the event of a vacancy in the chair position

Secretary

- Take minutes and distribute them to members within 14 days of meetings
- Assist the Chair with other tasks
- Determine quorum compliance at meetings

Academy Administrator

➤ **Logistics**

- Contract meeting facilities
- Arrange accommodations & food services
- Solicit local club sponsorships
- Orchestrate Board Meeting facilities
- Provide presenter support (AV equipment, duplication of materials, etc.)

➤ **Promotion**

- Printing course brochures
- Communicate to/with District Clubs
- Maintain prospective student list
- Communicate with prospective students

➤ **Administration**

- Assist the Treasurer in providing financial accounting
- Draft a proposed budget for the finance committee and board
- Work with the Treasurer to collect tuition monies
- Maintain student rosters (with contact info)
- Maintain Board Member Roster (including term data)

JFLA Dean:

➤ **Curricula**

- Oversee course content & structure
- Define Rotary-specific course segment
- Collaborate with Administrator on Rotary-Specific presentations
- Introductions and remarks at Friday night pre-course sessions

➤ **Logistics and Resources**

- Coordinate with Administrator on session dates
- Evaluate prospective presenters
- Negotiate and confirm/contract presenters
- Administer and tabulate session evaluations

➤ **Promotion**

- Create/maintain course brochure and collateral materials
- Oversee JFLA promotion in the District website

JFLA Board Members:

➤ **Student Recruiting**

- Identify prospective JFLA students
- Define and execute annual JFLA recruitment plan
- Represent JFLA to the District 6170 Clubs as requested

➤ **JFLA Oversight**

- Provide input on Course curricula
- Offer feedback to Dean on Course effectiveness
- Provide input on presenter skills and effectiveness
- Provide the Dean with prospective JFLA faculty/presenters

➤ **General Participation**

- Attend at least 2 Friday night and 2 Saturday JFLA sessions
- Participate in JFLA working retreats and conference calls
- Participate in annual JFLA graduation and recognition ceremony

JFLA Students

➤ **Participation**

- Attend all Friday night and Saturday Course Sessions
- Support and actively participate in assigned projects
- Provide active and candid feedback on course and presenters

➤ **Recruiting**

- Represent JFLA to home clubs
- Assist JFLA Board in identifying prospective students
- Serve as a JFLA ambassador throughout District 6170
- Represent JFLA at the District 6170 Annual Conference

JFLA Board structure and terms

		Voting Members	Non-voting members
Ex-officio		Distr Governor -Term defined by position	Academy Dean - Term unlimited
		Distr Governor Elect-Term defined by position	Academy Administrator – Term unlimited
		Distr Governor Nominee-Term defined by position	District Treasurer – Term defined by position
		At Large Member 1 -Term 3 yrs	
		At Large Member 2 -Term 3 yrs	
		At Large Member 3 -Term 3 yrs	
		At Large Member 4 -Term 3 yrs	
		At Large Member 5 -Term 3 yrs	
		At Large Member 6 -Term 3 yrs	

Chair-1 year
Vice Chair- 1 year
Secretary-1 year