

# **International Fellowship of Bird Watching Rotarians (IFBR): By-Laws**

## **ARTICLE I - NAME**

*Section 1.1.* The name of this Rotary Fellowship shall be International Fellowship of Bird Watching Rotarians (IFBR).

## **ARTICLE II - PURPOSE**

*Section 2.1.* The purpose of IFBR shall be to share bird and bird watching experiences, and to share information about bird watching locations, events, projects, and trips throughout the world.

## **ARTICLE III - MEMBERSHIP**

*Section 3.1.* Membership in the IFBR shall be open to all Rotarians, family members of Rotarians, former Rotarians who have been IFBR members, Interactors, Rotaractors, RYE, and Foundation Alumni.

*Section 3.2.* Membership shall be offered on an annual and multi-year basis. Lifetime memberships may be offered at the discretion of the IFBR Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

*Section 4.1.* The IFBR shall be governed by a Board of Directors with no fewer than five members. The number of directors shall be self-determined by the IFBR Board. All directors shall be active Rotarians.

*Section 4.2.* Officers of the IFBR shall be members of the Board. Ex-Officio members may include the Immediate Past **Chair**, Webmaster, Newsletter Editor, and Regional Representatives, as determined periodically by the Board.

*Section 4.3.* Terms for Directors may last from one to three years. Directors' terms are renewable for up to six years. 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.

## **ARTICLE V - OFFICERS**

*Section 5.1.* IFBR shall be administered by at least three executive officers: **Chair**, Vice **Chair**, Secretary and Treasurer (or Secretary/Treasurer, at the discretion of the Board). All officers shall be active Rotarians. The terms of office shall be two (2) years and shall coincide with the Rotary year, i.e. 1 July through 30 June.

*Section 5.2.* The officers 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 IFBR Board of Directors. These duties shall include, but not be limited to

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- 1) Maintaining a web presence (website, social media page) with current information
- 2) Reporting the Officers annually to Rotary International
- 3) Submitting an annual report to the RI General Secretary by 1 September
- 4) Responding to inquiries from members, prospective members, and the General Secretary
- 5) Holding an annual membership meeting
- 6) Producing IFBR newsletter(s)

## **ARTICLE VI - MEETINGS**

*Section 6.1.* An annual meeting of IFBR members shall take place online at the time of the RI Convention each year, with the location/platform to be determined by the IFBR Board of Directors. At this meeting the election and installation of incoming Directors and Officers and other business shall take place. The exact date, time, and location of the annual membership meeting shall be set by the IFBR Board of Directors and announced to the members by electronic means at least 30 days prior to the meeting.

*Section 6.2.* An annual meeting of the incoming IFBR Board of Directors shall take place no later than 30 June of the Rotary year in which the election was held.

*Section 6.3* All meetings may be convened in person and/or virtually.

## **ARTICLE VII - ELECTION OF DIRECTORS AND OFFICERS**

*Section 7.1.* A Nominating Committee shall be appointed by the IFBR Board of Directors and so indicated in a notice to the members at least 90 days prior to the annual membership meeting. 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 Director/Officer 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 IFBR Board of Directors may serve as the Nominating Committee.

*Section 7.3* The position of **Chair** shall be filled by a member after serving a minimum of one year on the Board of Directors.

*Section 7.4.* The names of the nominees for Director/Officer positions shall be distributed to the members, along with notice of the annual membership meeting, at least 30 days prior to the meeting. In case a position exists for which no member has been nominated, nominations for that position may be accepted from the floor. Voting shall take place online at the meeting.

*Section 7.5.* The Nominating Committee shall tally the votes cast and announce the newly elected Directors/Officers at the annual membership meeting.

*Section 7.6.* A vacancy on the IFBR Board of Directors, or any office, shall be filled by action of the Board.

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*Section 7.7.* A Director or Officer may be removed from office by a two-thirds vote of the IFBR Board of Directors or by a two-thirds vote of the membership.

## **ARTICLE VIII - FISCAL MATTERS**

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

*Section 8.2.* IFBR 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.

*Section 8.3.* Funds shall be deposited in a financial institution approved by the Board of Directors.

## **ARTICLE IX - COMPLIANCE WITH RI POLICIES**

*Section 9.1.* IFBR 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. The IFBR Board of Directors and Officers shall familiarize themselves with RI policies regarding Fellowships and any amendments to these policies as adopted by the RI Board of Directors from time to time.

## **ARTICLE X –HARRASSMENT FREE ENVIRONMENT**

IFBR 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 (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations, or gender identity).

IFBR leadership shall promptly address allegations of harassment and shall not retaliate against those making the allegation. Allegations of harassment at a Fellowship event or activity shall be reviewed by the Fellowship, or a committee appointed by the IFBR chair for this purpose and responded to within one month. If the chair or other leaders of IFBR is/are the alleged offender, then 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 IFBR board, he or she shall 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. Concerns that allegations of harassment were not adequately addressed by the IFBR may be referred with appropriate documentation to the RI president.

IFBR must report allegations of harassment to the alleged offender's club president and district governor. If a Rotary Action Group or a Rotary Fellowship fails to adequately address findings of harassment, the RI president shall notify the RI Board for appropriate action. Such action may include termination or other appropriate sanctions. (*April 2020 Mtg., Bd. Dec. 132*)

## **ARTICLE XI – AMENDMENT**

*Section 10.1.* These By-Laws may be amended by majority vote of the members present at the annual membership meeting or specially called meeting. The meeting date, time, and proposed amendments shall be advertised by electronic means to all members at least 30 days prior to the meeting.

## **ARTICLE XII—DISSOLUTION**

*Section 11.1.* The dissolution of the Fellowship shall occur only after a formal proposal and seconding are made to the IFBR Secretary. Said proposal must be made by Fellowship members in good standing. Dissolution will occur when such proposal receives a 2/3 vote of the members attending or sending in a proxy ballot at a general meeting or at a meeting called expressly for that purpose. At least 30 days' notice shall be given that dissolution is to be considered.

*Section 11.2.* All remaining assets of IFBR shall be donated to The Rotary Foundation.