

BY-LAWS OF
WATER, SANITATION AND HYGIENE ROTARY ACTION GROUP

As Amended XXXXXX, 2022

ARTICLE I – NAME

Section 1.1. The name of this Rotary Action Group shall be Water, Sanitation and Hygiene Rotary Action Group, AKA WASH Rotary Action Group.

Section 1.2. The office of the action group shall be located at Rasmussen, Teller & Caron, P.C., 555 Michigan St., Petoskey, Michigan, 49770.

Section 1.3 The e-mail address of the action group shall be info@wasrag.org.

ARTICLE II – PURPOSE

Section 2.1. The purpose of this action group shall be as follows:

- To provide information, support and encouragement to Rotarians, Rotaractors, Rotary Clubs, Rotaract Clubs, and districts, and
- To take active roles in projects/programs to develop safe water and sanitation as a means of promoting improved health and hygiene around the world.

Section 2.2. This action group shall operate in compliance with the requirements for recognition of Rotary Action Groups as set forth from time to time by Rotary International (RI), but it shall not be an agency of, or controlled by, Rotary International.

ARTICLE III – MEMBERSHIP

Section 3.1. Membership in the action group shall be open to all individuals as referenced in the Rotary International Code of Policies for eligible members of a Rotary Action Group including those who are eligible to serve in a leadership role.

Section 3.2. Membership dues shall be determined at the discretion of the WASH Rotary Action Group Board of Directors.

Section 3.3. Membership may also be offered to Rotaract clubs, Rotary clubs, and districts on an annual basis at the discretion of the Rotary Action Groups' Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. The governing body of the action group shall be the Board of Directors, which shall set the direction of the organization. The Board of Directors shall define the vision of the organization, approve the budget, and monitor the performance of the Operations Team. There shall be a minimum of nine and a maximum of eleven Members on the Board of Directors. All directors shall be as permitted by the Rotary International Code of Policies for serving in a leadership role for a Rotary Action Group.

Section 4.2. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Attendance by conference call or via internet shall be considered the same as attendance in person to the extent permitted by law.

Section 4.3. Directors shall serve until their successors are chosen, or in such case as they resign or are removed for cause.

Section 4.4. Terms for Directors shall be three years and shall be set to allow the terms to be on a staggered schedule. One third of the Board of Directors shall be elected each year, in order to promote continuity. If more than one third of the seats on the Board must be filled in a single year, the Board shall seek to achieve the balance of one third of the terms ending each year through whatever means are deemed most equitable. Terms shall commence on July 1 of the calendar year elected. No Director shall serve more than two consecutive three-year terms.

Section 4.5. The Board shall be comprised of members from around the world, representing the diverse perspectives of those engaged in WASH programs. Directors shall be selected for their abilities to move within international circles, identify opportunities and challenges, provide needed skills and talents, and chart an appropriate course for the organization. It is recommended that at least one of the members of the board shall be a past or current senior leader such as a past or current Rotary International Director or Trustee of The Rotary Foundation.

ARTICLE V – OFFICERS

Section 5.1. The Officers of this action group shall include the Chair of the Board, the Chair-Elect of the Board, the Vice Chair of the Board, the Secretary, the Treasurer, and other such officers as may be deemed necessary by the Board of Directors. The Secretary and the Treasurer may be appointed with approval by the Board. If appointed they will serve as non-voting members of the Board. Additional officer roles may be created by the Rotary Action Group's Board of Directors. The terms of office for elected board members shall not exceed three years, and shall coincide with the Rotary year. Officers may not serve more than two consecutive three-year terms.

Section 5.2. The Board shall establish an "executive committee," composed of the Chair of the Board, the Vice Chair of the Board, the Secretary, and the Treasurer as named in

5.1 above, who shall only act between board meetings when such action is required due to an emergency.

Section 5.3. The Officers shall perform the duties and functions usually attached to the title of their respective offices, together with those fixed by law, and such other duties as may from time to time be prescribed by the Board of Directors.

Section 5.4. The Treasurer will report quarterly and as requested to the Board of Directors and the Operations Team on the budgetary and financial status of the organization and of its various projects.

Section 5.5. The Rotary Action Group Chair shall appoint a Technical Officer to take office on the next 1 July. The appointment shall be endorsed by two-thirds of the Rotary Action Group's Board. The Technical Officer role shall be filled by a member of the TRF Cadre of Technical Advisers with professional expertise in the Action Group's area of concentration. The Technical Officer shall serve on the Operations Team and as a liaison to the Rotary Action Group Board of Directors. The Technical Officer shall serve as a liaison between the Rotary Action Group and the TRF Cadre of Technical Advisers, and shall be responsible for maintaining and increasing the level of expertise in the Action Group.

Section 5.6. The Rotary Action Group shall carry Directors and Officers Insurance to indemnify every Director or Officer, their heirs, executors and administrators, against expenses (including attorneys' fees) actually and necessarily incurred by them, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which they may be made a party by reason of their being or having been a director or officer of the action group or, at the request of the action group, having been a director or officer of any other entity of which the action group was at such time a shareholder or creditor and from which other entity they are not entitled to be indemnified, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the action group. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the action group is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled.

ARTICLE VI - MEETINGS

Section 6.1. An annual meeting of the members shall take place virtually or in person each year at which time the installation of Officers and other business shall take place. The exact date, time, and format of the annual meeting of the members shall be announced to the members at least 60 days prior to the meeting, and such date, time

and format shall be set by the Board of Directors. The meeting notice shall include an invitation for members to recommend proposed changes to the bylaws.

Section 6.2. The Board will meet quarterly including an annual meeting of the Board of Directors, to be held virtually or in person, followed by the annual meeting of the members.

Section 6.3. Special meetings of the Board of Directors may be called at any time by the Chair, by any three members of the Board of Directors, or by one-third of the members.

Section 6.4. Any action required or permitted to be taken by the Board of Directors under any provision of law, or otherwise, may be taken without a meeting if the majority of the Board provide consent via written or electrically transmitted communication.

Section 6.5. The Operations Team may meet in person, electronically or by conference call. In addition, the Operations Team may form sub-committees as necessary to carry out the ongoing operations of the action group.

ARTICLE VII - ELECTION OF DIRECTORS AND OFFICERS

Section 7.1. The Chair of the Board will appoint a Nominating Committee, and identify the chair of that committee. The Nominating Committee will consist of one member of the Board, one member of the Operations Team and one member of the WASH Foundation Board, all of whom are members in good standing of the WASH Rotary Action Group, and shall not include the Chair, Chair-Elect or Vice Chair of the Board, or any member who is a candidate for the Board. The Nominating Committee will be charged with, among other things, soliciting the recommendations of the Board, Operations Team and general membership as they develop the initial slate of candidates for the Board of Directors. The Nominating Committee will actively seek candidates who are active members of WASH Rotary Action Group; promote the goals of WASH Rotary Action Group; possess the qualities of particular interest to the Board; and their willingness to serve starting July 1. The Board Secretary, or as appointed by the Board Chair, shall notify the membership of the number of vacancies to be filled. The Board Secretary, or as appointed by the Board Chair, shall receive the nominations until a specified deadline, whereupon nominations shall be closed. The Board Secretary, or as appointed by the Board Chair, will forward all nominations to the Nominating Committee who in turn will select a proposed slate of candidates to the Board. The Board will then vote on the proposed slate of candidates.

The Chair of the Board or a designated representative from the Board or Operations Team shall notify all of the nominees of the Board's decision on the Slate of Candidates and ask the nominees that are not on the Slate if they wish to remain on the Ballot.

Section 7.2. The Slate of Candidates and any other nominees that wish to remain on the Ballot for the open Director positions shall be sent by mail or electronically to the members in good standing at least 30 days prior to the annual meeting with two weeks allotted for voting. Such mailing shall include a ballot for election. Ballots sent by mail or transmitted via email or internet to the last known address of the members shall be considered a valid mailing.

Section 7.3. Any effort to influence the selection process for an elective role in any manner, including campaigning, canvassing, or electioneering, is prohibited. Group members shall not campaign, canvass, or electioneer for elective position in the Rotary Action Group or allow such activity, for either themselves or others. Unless expressly authorized by the Rotary Action Group's Board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped. If any candidate is found to be in breach of campaigning, canvassing or electioneering, at the discretion of the WASH Rotary Action Group Board of Directors, they can be removed from the slate, or from office if discovered after the election.

Section 7.4. The Operations Team Chair, the Operations Team Executive Secretary, and the Board Secretary, unless any of these are running for office in which case another Board member shall be appointed, shall tally the votes cast and inform the Nominating Committee and WASH Rotary Action Group Board Chair. The Board Chair shall inform the Candidates that were selected and those not selected.

Section 7.5. During the last quarter of the Rotary year the incoming members of the Rotary Action Group's Board of Directors shall meet and elect from its members the incoming officers of the Rotary Action Group, **who shall become officers-elect on the first day of July following their election.** Appointed roles are excluded from the election process. In no event shall the Chair of the Board of Directors, the Chair-Elect of the Board of Directors, or the Vice Chair of the Board of Directors hold any other office for this Rotary Action Group. The Chair-Elect must have served for a minimum of one year as Chair-Elect before becoming Chair.

Section 7.6. In addition to the above Officers, the Board of Directors-elect shall select from the Operations Team (see Article VII) the following three officers: A Chair of the Operations Team, a Vice Chair of the Operations Team and a Treasurer. The position of Treasurer shall be recommended by the Operations Team and approved by the Board of Directors of this Rotary Action Group.

Section 7.7. A vacancy on the Board of Directors, or any office, shall be filled by action of the Board of Directors. A vacancy in the position of an Officer-elect, or Board of Directors-elect, shall be filled by action of the members of the Board of Directors-elect.

Section 7.8. A Director or Officer may be removed from office by a two-thirds vote of the Board of Directors, or by a two-thirds vote of the membership. In addition, a director may be removed by action of the Board if Director misses more than two meetings in a row.

ARTICLE VIII – OPERATIONS TEAM

Section 8.1. The day to day operations of this Rotary Action Group shall be managed by the Operations Team. The Team shall work to achieve the goals set by the Board. The Team shall develop the annual budget, to be approved by the Board, and through the Treasurer provide quarterly financial accountings, or as requested, to the Board. The Operations Team shall consist of nine members who are all members of the WASH Rotary Action Group. The Chair of the Operations Team shall solicit recommendations for members of the Operations Team. All Team members shall be approved by the Board of Directors.

Section 8.2. A simple majority of the Operations Team shall constitute a quorum for the transaction of business at a meeting of the Operations Team. Attendance by conference call or via Internet shall be considered the same as attendance in person.

Section 8.3. Members of the Operations Team shall serve until their successors are chosen.

Section 8.4. Terms for the members of the Operations Team shall be three years and shall be set to allow the terms to be on a staggered schedule. One third of the Team members shall be appointed each year in order to promote continuity. If more than one third of the seats on the Operations Team must be filled in a single year, the Board shall seek to achieve the balance of one third of the terms ending each year through whatever means are deemed most equitable. Terms shall commence on July 1 of the calendar year elected. No member of the Team shall serve more than two consecutive terms on the Operations Team.

Section 8.5. Team members shall be recommended based on their ability to contribute to the day to day operations of the organization. Skills to be considered may include expertise in the WASH sector, financial management/accounting, project promotion, event planning, communications and member development, or such other necessary skills to assure the successful operations of the action group.

Section 8.6. The Operations Team shall keep written minutes of its meetings and must report in writing to the Board at its quarterly meetings and provide the Board with all

such minutes of the Operations Team meetings and the financial reports of the organization.

ARTICLE IX - FISCAL MATTERS

Section 9.1. The fiscal year of the action group shall be July 1 through June 30 following.

Section 9.2. The Action Group's dues shall be set by the Board of Directors and shall be due annually for those on annual subscriptions and for those on multi-year subscriptions at their appropriate renewal time.

Section 9.3. Binding contracts not previously approved by the board in the annual budget shall be signed by any two of the Chair of the Operations Team, the Vice Chair of the Operations Team and the Treasurer, with the Treasurer required to be one of the two approved signers.

Section 9.4. Funds shall be deposited in a financial institution approved by the Board of Directors.

Section 9.5. Unless otherwise ordered by the Board of Directors, disbursements of the action group's funds shall be by check or electronic transfer, as authorized by at least two individuals designated by the Board, of whom one must be the Treasurer.

Section 9.6. An annual independent review of finances shall take place following the close of the fiscal year and the Rotary Action Group shall provide a report to the members on the findings and recommendations of the review.

ARTICLE X – HARASSMENT-FREE ENVIRONMENT

Section 10.1. The Rotary Action Group 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). All members and individuals attending or participating in the Rotary Action Group' meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 10.2. The Rotary Action Group shall promptly address allegations of harassment brought before it and shall not retaliate against those making the allegation. The Action Group's Board, or a committee appointed by the chair for this purpose, shall review and respond to each allegation of harassment within a reasonable time-frame, typically one month. If the chair or other leaders of the Action Group is/are the alleged offender, 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 Action Groups' board, they are expected to recuse themselves from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. The Rotary Action Group shall report allegations of harassment to the alleged offender's club president and district governor.

Section 10.3. The Rotary Action Group shall protect the safety and wellbeing of all youth participating in its activities and comply with Rotary International's youth protection policies. Membership or affiliation shall not be granted to a person who is known to have engaged in sexual abuse or harassment or who is prohibited from being a member of a Rotary or Rotaract Club.

ARTICLE XI - COMPLIANCE WITH REQUIREMENTS FOR RECOGNITION BY ROTARY INTERNATIONAL

Section 11.1. The Rotary Action Group shall comply with Rotary International's policies for Rotary Action Groups, as set forth in the Rotary Code of Policies. The Rotary Action Group's Board of Directors and executive officers shall familiarize themselves with these policies and any amendments to these policies as adopted by the RI Board of Directors from time to time.

Section 11.2. The action group strives to build a world where people unite and take action to create lasting change. This action group values diversity and celebrates the contributions of people of all backgrounds, regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity. The action group will cultivate a diverse, equitable, and inclusive culture in which people from underrepresented groups have greater opportunities to participate as members and leaders.

ARTICLE XII - AMENDMENTS

Section 12.1. The Rotary Action Group must adopt RI's amendments to the standard bylaws once the general secretary communicates such amendments to Rotary Action Groups.

Section 12.2. Notwithstanding the above provision, the Rotary Action Group may adopt bylaws and administrative procedures not in conflict with the provisions of these bylaws and the constitution and bylaws of Rotary International. Updated bylaws must be submitted to the general secretary for review and filing.