

ADMINISTRATION PROCEDURES

Administration Procedures relating generally to the conduct of the affairs of Environmental Sustainability Rotary Action Group.

WHEREAS it is considered expedient to enact Administration Procedures relating to the conduct of the affairs of the Environmental Sustainability Rotary Action Group (hereafter ESRAG), a.k.a. Environmental Sustainability Rotarian Action Group, as authorized by and not in conflict with Rotary Action Group Standard Bylaws, Article X, Section 10.2, and to address issues of Wisconsin law to supplement the simple bylaw framework that is required by Rotary International.

BE IT THEREFORE ENACTED that the Administration Procedures of ESRAG become part of the ESRAG Bylaws as follows:

1 INTERPRETATION

1.1 **Meaning of Words:** In this Administration Procedure and all other administration procedures, bylaws and resolutions of ESRAG unless the context otherwise requires:

- 1.1.1 The singular includes the plural and the masculine gender includes the feminine.
- 1.1.2 “Act” means the Wisconsin Statutes Chapter 181 Nonstock Corporations, and any statute amending or enacted in substitution therefor, from time to time.
- 1.1.3 “Board” means the group of persons vested with the management of the affairs of the Corporation, designated as the “Board of Directors” ((WI Stat 181.0103(2))).
- 1.1.4 “Bylaws” includes the Rotary Action Group Standard Bylaws and these Administration Procedures, which are authorized by the Standard Bylaws, so long as they are “not in conflict with the provisions of those bylaws and the constitution and bylaws of Rotary International.” Together, these Administration Procedures and the Bylaws are the Bylaws for purposes of statutory interpretation under Wisconsin law.
- 1.1.5 “COP” is the acronym for Rotary Code of Policies, a codification of all general and permanent policies of the RI Board, the RI Conventions, and the RI Councils on Legislation, which are currently in effect.
- 1.1.6 “Committee” means any Committee established by the ESRAG Board pursuant to Section 9.
- 1.1.7 “Documents”, includes deeds, mortgages, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- 1.1.8 “Director” means a person who has been elected to the office of Director in accordance with Article 4, or appointed to fill a vacancy in the office of Director in accordance with Section 4.1.5.
- 1.1.9 “Executive Officers” means the persons who hold the offices enumerated in Section 7.1 8.1.
- 1.1.10 “Meeting” means any formal interaction of the Membership, the Board or a Committee, whether in person, or conducted electronically by audio or video conferencing or simultaneous exchange of emails or electronic messaging, or any combination thereof.

- 1.1.11 “Operating Manual” [OM] means a separate document that includes details, forms and procedures as determined by the Board for the operations of ESRAG which are not required to be contained in these Administration Procedures.
- 1.1.12 “RAG” is the acronym for Rotary Action Group.
- 1.1.13 “Rotary Family” means: Rotarians, family members of Rotarians, program participants, and alumni who may join Rotary Action Groups. Program participants include individuals who currently participate in: Interact, Rotaract, Rotary Community Corps, Rotary Friendship Exchanges, Rotary Youth Leadership Awards, [(RYLA)], Rotary Youth Exchange, Rotary Peace Fellowships, Global Grant Scholarships, Vocational Training Teams (members and leaders), District Grant Scholarships, and New Generation Service Exchanges. Rotary alumni are individuals who have experienced Rotary through various programs, including, but not limited to: Interact, Rotaract, Rotary Youth Exchange, Rotary Youth Leadership Awards, [RYLA], Rotary Peace Fellowships, Global Grant Scholarships, Vocational Training Teams (members and leaders), District Grant Scholars, New Generation Service Exchanges, and participants in former TRF programs such as Ambassadorial Scholars, Grants for University Teachers, Group Study Exchange, Rotary Volunteers, Paul Harris Fellows etc. [RI Code of Policies, 40.010.1 Definition of Program Participants and 40.050.1. Definition of Rotary Alumni].
- 1.1.14 “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the Corporation called for that purpose.
- 1.1.15 “TRF” is the acronym for The Rotary Foundation.
- 1.1.16 “Youth Member” is a person between the ages 12 to 18, who is a member of the Rotary Family. Prospective Youth members must verify parental consent. A Youth member is not required to pay dues and is not a Voting member. A youth member aged 15 and above may choose to pay dues at the same rate of a Rotaract member and then will have all of the voting privileges of a Rotaract Member.

1.2 Wisconsin Statutes:

- 1.2.1 Chapter 181 Nonstock Corporations Terms: All terms defined in the Act, Chapter 181, Section 181.0103, and not otherwise defined in these Administration Procedures, have the same meanings in these administration procedures and all other bylaws and resolutions of ESRAG.

2 REGISTERED OFFICE

2.1 The Registered Office of ESRAG:

- 2.1.1 Shall be: *2 South Carroll Street, Suite 255, Madison, WI 53703*, in the United States of America, or at such place therein as the Board may from time to time determine.

2.2 The Registered Agent:

- 2.2.1 Pat Jenkins, Executive Director of the RC of Madison Wisconsin or a successor designated by the Board of Directors, shall be the Registered Agent ((WI Stat.181.0501(1) articles of incorporation)).

3 MEMBERSHIP

3.1 Membership in the Rotary Action Group:

- 3.1.1 Shall be open to any interested individual [*Rotary Action Group Standard Bylaws Section 3.1, February 2020*].

3.2 Classes of membership:

- 3.2.1 There shall be three (3) classes of membership in ESRAG: Voting Members, Youth members and Honorary Advisors.

3.3 Categories of Voting Members:

- 3.3.1 Voting Members: shall be dues paying members of ESRAG in good standing [Section 1.1.13].
- 3.3.2 Non-Voting Members: shall be members of the Rotary Family [Section 1.1.13], from ages 12-18, who shall be known as Youth members. In order to join ESRAG, Youth members must verify parental consent.

3.4 Voting Member Dues:

- 3.4.1 The dues structure for each category of Voting Member shall be maintained in the ESRAG Operating Manual (Section 2).
- 3.4.2 The amount of annual dues paid by a Voting Member may be reduced on a case-by-case basis, based upon the recommendation by a Rotary Club President, Past President, District Governor or Past District Governor and confirmed by a majority vote of the Board.
- 3.4.3 The Board is authorized to set and revise the dues structure as long as there is a provision for annual dues, and those dues are reasonable.
- 3.4.4 To be a "Voting Member in good standing" a member's dues shall be current on the Record Date for determining eligibility to vote at the Annual Meeting, in accordance with Section 7.5.
- 3.4.5 There shall be no proration of dues.

3.4 Honorary Advisors:

- 3.4.1 Honorary Advisors shall have the role and responsibilities given to them, from time to time, by the Board.

3.5 Holding Office:

- 3.5.1 A member shall be current in their dues. In order to be a Director in ESRAG, a member shall be an Active Rotarian, Rotaractor, or Peace Fellow.

3.6 Rights and Duties of Membership:

3.6.1 Each member is entitled to a single vote in: the election of directors; the selection of methods of independent review of financial statements, and on each question arising at any special or general meeting of the Members of ESRAG and on such other matters as may be designated by these Administration Procedures; or as determined by the Board of Directors.

3.6.2 Honorary Advisors shall have no vote.

3.7 Suspension, Revocation and Termination of Membership:

3.7.1 Any member may immediately be suspended from ESRAG membership by Executive Committee action pending review and investigation. Members may be expelled from ESRAG by a two-thirds (2/3) vote of the ESRAG Board of Directors.

3.7.2 A membership in ESRAG, shall cease ((WI STAT 181.0620(1))) upon the happening of any of the following events:

- a) if a person, in writing, resigns as a member of ESRAG;
- b) if a person is no longer current in their dues;
- c) if a member dies; or
- d) if a person is expelled from ESRAG pursuant to section 3.7.

4 BOARD OF DIRECTORS

4.1 The Board: The ESRAG Board, consistent with Article 10 of ESRAG Articles of Incorporation, Article IV of the Standard RAG Bylaws, Rotary International Code of Policies, and ((WI Stat 181.0801 (1))):

4.1.1 The Board shall have authority to exercise all powers now or in the future given by law to nonstock corporations organized under the laws of the State of Wisconsin.

4.1.2 Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of ESRAG shall be managed by a Board composed of minimum of five (5) elected Directors ((RAG SB Section 4.1)) and a maximum of twenty-five (25) elected Directors, in conformity with the laws of the State of Wisconsin and the United States of America.

4.1.3 The minimum number of Directors shall be five. ((RAG SB Section 4.1) The size of the Board may be *varied* otherwise by amendment to these Administration Procedures ((WI Stat 181.0803(2))). A decrease in the number of Directors or term of office does not shorten an incumbent Director's term ((WI Stat 181.0805 (2))).

4.2 Elected Directors: The Elected Directors, subject to the provisions of Section 4.3:

4.2.1 Shall be elected in the manner set out in Section 5 each of whom, subject to the provisions of the Articles of Incorporation; and

4.2.2 Shall hold office until their term expires or until the successor of the Director has been elected and qualified.

4.3 Qualifications: Each Director:

4.3.1 Shall be an individual ((WI Stat 181.0802)).

- 4.3.2 Shall be, at the date of the election of the person, and thereafter remain throughout the term of office, and a member of ESRAG who is qualified by the terms of this Section 4.3 to hold office.
- 4.3.3 Shall be active Rotarians, Rotaractors, or Peace Fellows. ((RAG SB Section 4.1, as modified by RI Code of Policies 42.030.3 June 2017)).
- 4.3.4 Shall cease to be a Director when a person ceases to be an active Rotarian, Rotaractor, or Peace Fellow or a member of ESRAG. The vacancy so created may be filled in the manner prescribed by Section 4.5.
- 4.3.5 Shall complete an ESRAG Board approved Child Protection class each year.
- 4.3.6 Shall be an active member of at least one ESRAG division or committee.

4.4 Quorum:

- 4.4.1 A quorum shall for the transaction of business at meetings of the Board consist of a majority of the Directors in office immediately before a meeting begins ((WI Stat 181.0824(1))).
- 4.4.2 No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

4.5 Vacancies:

- 4.5.1 A vacancy in the Rotary Action Group's Board of Directors, or any office shall be filled by action of the Rotary Action Group's Board of Directors ((RAG SB 7.5)). until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office.

4.6 Removal of Directors

- 4.6.1 A Director or Officer may be removed from office before the expiration of the term of office by a resolution passed by a two-thirds vote of the Rotary Action Group's Board of Directors if that Director was elected by the Board of Directors, or by a two-thirds vote of the Membership ((RAG SB Section 7.6.)).
- 4.6.2 The Members may remove, with or without cause, one or more Directors elected by them ((WI Stat 181.0808(1))). A Director elected by Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director ((WI Stat 181.0808(5)))., except that pursuant to 4.6.3, Directors may remove a Board member for non-attendance. A board member may request a leave of absence upon application to the ESRAG Chairperson and approval by the majority of the board. A resolution removing a Director, must pass by at least two-thirds (2/3) of the votes. The Members at that same meeting may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.
- 4.6.3 A Director elected by the Board may be removed without cause by the vote of 2/3 of the Directors then in office. However, a Director elected by the Board to fill the vacancy of a

Director elected by the Members may be removed without cause by the Members, but not the Board.

- 4.6.4 Notwithstanding, Sections 4.6.1, 4.6.2 and 4.6.3, a Director may be removed by a vote of two-thirds (2/3) of the Directors then in office for failing to attend three (3) consecutive regular Board meetings ((WI Stat 181.0808(8))) or for failing to attend at least half of the Board meetings in any twelve-month period that they are serving on the Board.

4.7 Remuneration of Directors:

- 4.7.1 The Directors of ESRAG shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for pre-authorized reasonable expenses incurred in carrying out their duties.

4.8 Directors' Conflicts of Interest

- 4.8.1 A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a "Conflict of Interest"). A Conflict of Interest shall exist in Board actions including, but not limited to, actions concerning a transaction:

- a) in which the Director has a material financial interest, or
- b) in which the Director is presently serving as a Director, trustee, or officer or general partner of another party.

- 4.8.2 Approval of Conflict of Interest Transactions. Any Director with a conflict of interest with respect to a transaction may participate in the discussion of, but may not vote on, such transaction. The transaction may be authorized, approved or ratified by the vote of a 2/3 majority of the Directors in office who have no Conflict of Interest (which must be more than one Director) and when a 2/3 majority of Directors who have no conflict of interest so vote, a quorum is deemed to be present at the meeting for purposes of that vote.

- 4.8.3 The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member. Each Director shall execute a statement pursuant to the policy disclosing any conflicts of interest every year. The most current version of the Conflicts of Interest Policy and the accompanying Annual Statement shall be maintained in ESRAG's Operating Manual by the Secretary.

5 ELECTION OF THE BOARD

5.1 Members Elect Directors:

- 5.1.1 The Members shall elect ESRAG's Directors according to the procedures set forth in this Section.

5.2 Term of Office:

- 5.2.1 The term of office of Director may be from one (1) to three (3) years and shall be determined at the time they are elected to the Board. Directors' terms are renewable

for up to six years. After six (6) consecutive years of service, Directors are ineligible to serve until three (3) years have passed ((RAG SB Section 4.2)).

5.3 Terms:

- 5.3.1 Terms shall commence on 1 July of the calendar year elected and end on 30 June of the terminal year ((RAG SB Section 4.2)).

5.4 Staggered Terms:

- 5.4.1 The Board may have terms of varying lengths so that approximately one- third of the terms of the Directors expire in each year.

5.5 Nominations:

- 5.5.1 A Nominating Committee shall be appointed by the Board of Directors and so indicated in a notice to the members. 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 positions 15 March of the current year, 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.
- 5.5.2 The names of the nominees for Director positions shall be distributed to the members, along with a voting ballot by 15 April of the current year. Ballots may be sent by mail or transmitted via email to the last known address of all members in good standing. Ballots shall indicate that they must be returned to the Nominating Committee by 8 May of the current year.
- 5.5.3 The Nominating Committee shall tally the votes cast and announce the newly elected incoming directors prior to the annual meeting of the members.
- 5.5.4 The Board shall prescribe any additional nominating procedures, or delegate that task to the Nominating Committee, subject to the Board's review and approval.
- 5.5.5 Notice to Members soliciting proposals for candidates for nominations: Notice transmitted via email to the last known address of the Members shall be considered good and sufficient notice. The Nominating Committee shall receive proposals for nominations for expiring Director until 15 March of the current year at which time the nominations shall be closed.
- 5.5.6 Nominees' Acceptance of their proposed Nominations: All proposed nominees, whether put forward by the Members or the Board's Nominating Committee, must indicate their willingness to serve by 1 April of the current year.

5.6 Candidates for the office of Director:

- 5.6.1 The candidates for office of Director shall consist of those nominated by the Nominating Committee and approved by the Board.

5.7 Form of Ballot and Election Method:

5.7.1 The Election shall be by Electronic Ballot, delivered to each member and returned to the Nominating Committee electronically.

5.8 The Board may prescribe the form of a ballot:

5.8.1 Where the number of candidates nominated is equal to the number of offices to be filled, the Nominating Committee may offer a single slate, so that one vote by the member elects the entire slate.

5.8.2 For the sake of continuity of leadership, ballot entries for Directors who are currently serving as executives will give the members a choice of retain or not retain. All others standing for election will be selected by the majority of the cast ballots.

5.8.3 Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot, which allows the member to vote individually for each Board member, or for the Nominating Committee's slate, with a single vote.

5.8.4 If a member votes for more candidates than there are openings, that ballot shall be invalidated.

5.8.5 The ballot for election of Directors shall also provide for the Members to determine whether the Annual Financial Audit, if required, shall be performed by an Independent Auditor, or ESRA Audit Committee, as detailed in Section 16. The form of a ballot may include a web-based tool, such as Survey Monkey.

5.9 Ballot Distribution

5.9.1 The names of the nominees for Director positions, including the duration of their terms, shall be distributed to the Members, along with a voting ballot, at least thirty (30) days prior to May 15. Ballots may be transmitted via email to the last known email address of all Members in good standing.

5.10 Return of Ballots:

5.10.1 The ballots shall indicate that they must be returned to the Nominating Committee by 8 May of the current year.

5.11 Tallying the Ballots:

5.11.1 The Nominating Committee shall tally the votes cast and announce the newly elected incoming Directors prior to the annual meeting of the Members. [RAGSB Section 7.2]

5.12 Procedure in the Event of Ties:

5.12.1 In the event of a tie, the deciding vote will be cast by the Chair.

6 MEETINGS OF DIRECTORS

6.1 Calling Meetings:

6.1.1 Meetings of the Board and of the Executive Committee may be held at any place within or outside Wisconsin, or by electronic conference (6.5), as designated in the notice calling the meeting. Meetings of Board may be called by the Chair, Chair-Elect, or any two (2) Directors.

6.2 Notice of Meetings:

6.2.1 Subject to the Notice provisions of Section 17, notice of Board meetings shall be given to each Director by one of the following methods: by telephone, facsimile, email or other electronic method not less than two (2) days before the meeting is to take place;

6.2.2 The statutory declaration of the Secretary or the Chair that notice has been given pursuant to these Administration Procedures shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

6.3 Regular Meetings:

6.3.1 The Board may appoint one or more days in each year for Regular Meetings of the Board at a place and time named; in which case no further notice of the Regular Meetings need be given. The days and times for Regular Meetings for the upcoming Rotary year shall be maintained in the Operating Manual.

6.3.2 The Board shall hold a Regular Meeting immediately subsequent to the Annual Meeting of the Members of ESRAG at the Rotary International Annual Convention (RICON) for the purpose of organization, the election and appointment of Officers, setting of the days and time for Regular Meetings of the Board for the upcoming Rotary year, and the transaction of any other business ((RAG SB 6.2 and 7.4)).

6.3.3 The Board shall at that first Regular Meeting, elect/appoint the Executive Officers for the subsequent Rotary Year as Officers-Elect.

6.4 Special Meetings:

6.4.1 A meeting of the Board, which is not fixed by the Operating Manual is a special meeting, which may be held in or outside of Wisconsin or by electronic conference (6.5). Special meetings of the Board must be preceded by at least 2 days' notice to each Director of the date, time and place, but not the purpose, of the meeting ((WI Stat 181.0820 (1) and (2); 181.0822(2))).

6.5 Meetings by Electronic Conference:

6.5.1 If all persons who are Members of the Board, a Committee or Working Group(as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board, Committee or Working Group by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to simultaneously hear or read each other's communications during the meeting and all communication during the meeting is immediately transmitted to each participating

Director, and each participating Director is able to immediately send messages to all other participating Directors ((WI Stat 181.0820(3)(a)(1) and (2)).

- 6.5.2 All participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in 6.5 is considered to be present in person at the meeting ((WI Stat 181.0820(3)(a)(3))).
- 6.5.3 Minutes of the meeting shall be prepared and distributed to each Director.
- 6.5.4 At the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

6.6 Voting on Motions:

- 6.6.1 Motions arising at any meeting of the Board shall be decided by a majority vote, unless the Administration Procedures or RAG Standard Bylaws require a vote by a larger majority. In the case of a tie, the motion fails. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.

6.7 Board Action Without Meeting:

- 6.7.1 Definitions:
 - a) "In writing" or "written" includes a communication that is transmitted or received by electronic means.
 - b) "Sign" includes executing an electronic signature.
 - c) "Board" includes ESRAG's Board of Directors.
- 6.7.2 Method. An action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed (including electronically) by a two-thirds majority of the Directors then in office.
- 6.7.3 Effectiveness. A consent under this Section has the same force and effect as a vote of the Board of Directors taken at a meeting and may be described as such in any articles or document filed with the department under this chapter. The written action is effective when signed by the required number of Directors, unless a different effective date and time are specified in the written consent. If written notice is required under sub. (3), the written action shall be effective on the date specified in the written consent or on the 10th day after the date on which written notice under sub. (3) is given, whichever is later ((Wisc. Stat. Sect 181.0821)).

7 MEETINGS OF MEMBERS

- 7.1 Annual Meeting:** An Annual Meeting of the Members shall take place at the RI Convention each year, or elsewhere at a time, place and date determined by the Rotary Action Group's Board of Directors. An electronic meeting or electronic participation is allowed. At this meeting the installation of incoming Directors, the election of an ESRAG Audit Committee, if

required, as detailed in Article 16, presentation of the Treasurer's annual report, and transaction of any other business properly brought before the meeting shall take place.

- 7.1.1 The exact date, time, and location of the Annual Meeting of the Members shall be set by the Rotary Action Group's Board of Directors and announced to the Members at least sixty (60) days prior to the meeting.
- 7.1.2 If the Members have determined previously by ballot that the independent financial review required of this corporation when it has annual gross receipts or expenditures of more than US\$25,000 is to be conducted by an ESRAG Audit Committee, that Committee shall be elected at the Annual Meeting by procedure set forth in Section 16.

7.2 Special General Meeting

- 7.2.1 The Board may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members may also be called by the Directors or the Chair upon the written request of the minimum of twenty percent (20%) of the Members in good standing.

7.3 Notice of Meetings: Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an Annual Meeting to the auditor of the Corporation) by sending notice by any one of the methods set out in Section 17.1.

- 7.3.1 Record Date for Notice: Voting Members in good standing at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held ((WI Stat 181.0707(1))).

7.4 Quorum: A quorum for the transaction of business at meetings of the Members shall be 1% of all of the Voting Members of ESRAG who must be present in person or electronically (with at least two persons present in person), and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

7.4.1 Provided however that where:

- a) less than a majority, but two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- b) the business transacted is limited to the selection of a Chair and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,
- c) then two (2) persons present in person constitute a quorum.

7.4.2 Provided further that at the meeting at the date, time and place specified in the motion to adjourn referred to in Subsection 7.4.1, the number of persons present required for quorum shall be divided by two.

7.5 Voting by Members: Unless otherwise required by the provisions of the Act or the Bylaws and Administration Procedures of ESRA, the question shall be determined by a majority of the votes cast by Voting Members. In the case of a tie, the question fails.

7.5.1 Record Date for Voting. The record date shall be one day before the date of distribution of electronic ballots no later than 30 days in advance of RI Convention.

7.5.2 The Secretary shall compile an alphabetical list of members entitled to receive notice of the Annual General Meeting and subsequently of those members, if any, entitled to vote, in accordance with section 7.3 but not entitled to receive notice, in accordance with WI Stat Section 181.0720.

7.5.3 The Written Ballot shall set forth each proposed action with an opportunity to vote for or against. The solicitation for written ballots shall include the number of responses required to meet a quorum, the percentage of approvals necessary to approve each matter other than election of directors and the deadline to return ballots in order to be counted. WI Stat 181.0708.

7.6 Proxies:

7.6.1 There shall be no proxy voting by the Members.

7.7 Temporary Chair:

7.7.1 In the absence of the Chair, or the Chair-Elect, the Members entitled to vote present at any meeting of Members shall choose another Director as Temporary Chair and if no Director is present or if all the Directors present decline to act as Temporary Chair, the Members present shall choose one of their number to be Temporary Chair.

7.8 Adjournments:

7.8.1 Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

7.9 Written Resolutions:

7.9.1 Subject to the Act, a resolution in writing, and signed, including electronically, by at least fifty percent (50%) of the Members entitled to vote on that resolution at a meeting of Members or Committee of Members, is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

7.10 Voting Agreements are Forbidden:

7.10.1 Members may not provide for the manner in which they will vote by signing an agreement for that purpose ((WI Stat 181.0730)).

8 OFFICERS

8.1 Executive Officers

- 8.1.1 The Executive Officers shall all be members of the Board of the Directors;
- 8.1.2 The Executive shall be the Chair, and the Chair-Elect, the Immediate Past Chair, and three (3) additional Officers who shall serve as the heads of the five (5) Divisions, and the Secretary, and the Treasurer; and
- 8.1.3 There shall be no more than eight (8) Officers, as described above.

8.2 Election/Appointment of Executive Officers

- 8.2.1 The Board of Directors shall hold its first meeting of the Rotary year at the Annual Rotary Convention following the ESRAG Annual General Meeting;
- 8.2.2 At that first meeting, the Board shall elect/appoint the Executive Officers for the subsequent Rotary Year as Officers-Elect; and
- 8.2.3 Officers shall take office for the Rotary year that commences on 1 July of the following year, and throughout year of their election be known as Officers-Elect.
- 8.2.4 Executive Officers shall serve for a term of one (1) year but may be reelected up to a total of three (3) years within two 3-year Board of Directors terms, unless terminated early in accordance with Section 8.9.

8.3 Chair:

- 8.3.1 The Chair shall, when present, preside at the Annual General Meeting of the Members of ESRAG, at all General and Special Meetings of the ESRAG Board of Directors, and all meetings of the Executive;
- 8.3.2 shall have, subject to the authority of the Board, general supervision of the affairs and business of the Corporation, and is authorized to call meetings of the Board pursuant to Section 6.1;
- 8.3.3 shall set the agenda for all General and Special Meetings of the Board, Executive meetings and the Annual General Meeting, or delegate that duty to another Officer;
- 8.3.4 shall co-sign with the Secretary, or other Officer appointed by the Board for this purpose, all Bylaws;
- 8.3.5 shall be an *ex officio* member of all Committees; and
- 8.3.6 shall perform such other duties as may from time to time be determined by the Board.

8.4 Chair-Elect:

- 8.4.1 The Chair-Elect shall succeed the Chair at the end of the Chair's term (30th June);
- 8.4.2 shall call meetings of the Board pursuant to Section 6.1 in the event that the Chair is absent or unable to act, and conduct the duties and powers of the Chair, or the Board may appoint another Director from time to time appoint for this purpose;
- 8.4.3 shall ideally be the Director of Administration and Governance Division in preparation for her/his term as Chair;
- 8.4.4 shall be the Chair of the Nominating Committee; and
- 8.4.5 shall perform the other duties from time to time prescribed by the Board or incident to the office.

8.5 Division Directors (including the Immediate Past Chair and the Chair-Elect)

- 8.5.1 The five (5) Division Directors shall be a Director of one of the following five (5) Divisions:
- a) Administration and Governance,
 - b) Membership,
 - c) Information Technology,
 - d) Communications, and
 - e) Projects.
- 8.5.2 shall have autonomy over their Division, reporting to the Board on a quarterly, or more frequent basis when so required;
- 8.5.3 shall produce an annual strategic plan and annual budget of their Division on a timetable set out in the Operating Manual; and
- 8.5.4 shall have subcommittees and working groups that meet regularly to manage the work of their Division.

8.6 Secretary:

- 8.6.1 The Secretary shall be the Secretary of each meeting of the ESRAG Board and the Executive;
- 8.6.2 shall record, or delegate those duties to another person, all facts and produce Minutes of the ESRAG Board and the Executive and file those proceedings in the Corporate archives kept for that purpose;
- 8.6.3 shall give all notices of all meetings of the ESRAG Board and the Executive required to be given to members and to Directors;
- 8.6.4 shall be the custodian of, or delegate to another Director(s), the ESRAG Operating Manual as defined in Section 1.1.11, all books, papers, records, correspondence and documents belonging to ESRAG in the ESRAG archives, and the annual Member List as required by WI Stat. 181.0720; and
- 8.6.5 shall perform the other duties from time to time prescribed by the Board or incident to the office.

8.7 Treasurer:

- 8.7.1 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of ESRAG in proper books of account;
- 8.7.2 shall deposit all moneys or other valuable effects in the name and to the credit of ESRAG in the bank or banks from time to time designated by the Board;
- 8.7.3 shall work with the Finance Committee to review ESRAG's financial practices and accountability on an annual basis;
- 8.7.4 shall disburse the funds of ESRAG under the direction of the Board;
- 8.7.5 shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of ESRAG;
- 8.7.6 shall cooperate with the auditors of ESRAG during any audit of the accounts of ESRAG;
- 8.7.7 shall assist with the development and adherence to ESRAG's budget;
- 8.7.8 shall assist with prosecution of ESRAG's application for charitable and tax exempt status under the U.S. Internal Revenue Code and take measures to ensure ESRAG's continuing eligibility for the same, including the filing of all required registration and reporting

forms with both the State of Wisconsin and the U.S. Internal Revenue Service, to maintain status of a charitable corporation under both Wisconsin State and Federal law, as detailed in the Operating Manual; and

- 8.7.9 shall perform the other duties from time to time prescribed by the Board or incident to the office.

8.8 Vacancies of Officers:

- 8.8.1 Vacancies of Officers shall be filled by action of the ESRAG' Board of Directors (RAG SB 7.5) for the remainder of the term, up to one (1) year, until the next election.

8.9 Resignation and removal of Officers:

- 8.9.1 An Officer may resign at any time by delivering notice in writing including electronic communications to the Corporation. The Officer accepts that her/his resignation is effective when the notice is delivered, unless the notice specifies a later effective date and the Board accepts the later effective date. If a resignation is effective at a later date, the Board, or the Officer authorized by the Bylaws or the Board to appoint the resigning Officer, may fill the pending vacancy before the effective date if the appointment provides that the successor may not take office until the notice effective date.
- 8.9.2 An Officer may be removed by the Board, unless otherwise restricted by these Bylaws or by the Board;
- 8.9.3 An Officer may be removed under WI Stat 181.0840 (2), at any time, with or without cause and notwithstanding the contract rights, if any, of the Officer removed. ((WI Stat 181.0843))

8.10 Other Appointments:

- 8.10.1 Executive Director (if any, paid or not)
- a) shall be subject to the authority of the Board and work in conjunction with the ESRAG Chair;
 - b) shall supervise the daily affairs and business of the Corporation;
 - c) shall receive notice of and attend all meetings of the Board, except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment;
 - d) shall be an *ex officio* member of all Committees;
 - e) shall perform such other duties as may from time to time be determined by the Board; and
 - f) may participate in all Board discussions but shall have no vote.
- 8.10.2 Other Appointments may be appointed by the Board, including without limitation, Honorary Officers (and with such titles as the Board may prescribe from time to time) as it considers necessary;
- a) shall have the authority and perform the duties from time to time prescribed by the Board;
 - b) shall be removed consistent with Section 8.11; and

- c) shall have such duties as the terms of their engagement call for, or the Board or Executive, prescribes.

9 COMMITTEES

9.1 Standing (permanent) Committees of the Executive: Standing Committees of the Executive shall meet regularly, at least quarterly, for such purposes as the Board or the Executive may determine from time to time, by resolution; and shall have detailed descriptions in the Operating Manual (O.M. Section 8).

9.1.1 The Executive shall be chaired by the ESRAG Chair and comprised of those Executive Officers currently serving on the Board;

- a) shall manage the affairs of ESRAG between meetings of the Board of Directors, subject to the Board's direction;
- b) shall seek the Board's approval of actions taken by the Executive over the period between General Meetings of the Board, which shall be accepted or rejected during the regular meeting by a simple majority, or by electronic vote outside the meeting, which requires a two-thirds (2/3) majority vote (Section 6.7);
- c) shall ensure that ESRAG files its Annual Report as required by Section 11; and
- d) shall, when required, develop Memoranda of Understanding with other Rotary Action Groups and any other partnerships that contribute to ESRAG's fulfillment of its mission, subject to the Board and RIs approval.

9.1.2 Nominating Committee

- a) shall be chaired by the Chair-Elect;
- b) shall be comprised by five members of the ESRAG Board; and
- c) shall determine eligibility for members election or re-election

9.1.3 Finance Committee

- a) shall be chaired by the Treasurer, and its membership determined by the Treasurer;
- b) shall review ESRAG's financial practices and accountability.

9.1.4 Division Committees

- a) Each Division Committee shall be recruited by the Division Director from ESRAG members and shall manage the affairs of the Division;
- b) shall recruit membership to all Division subcommittees, working groups, and task forces, as necessary to support the mission of ESRAG, on an annual basis;
- c) shall have at least one Director on all Division subcommittees;
- d) shall maintain Terms of Reference and periodically review and recommend to the Board proposed changes to the ESRAG Operating Manual; and
- e) shall record the names, descriptions and membership of their committees, working groups and task forces, in the Operating Manual.

9.2 Ad Hoc Committees

9.2.1 Ad Hoc Committees:

- a) may be established for such purposes as the Board or the Executive requires, determine from time to time by resolution; and
- b) may be convened or dissolved at the Board's discretion.

10 HONORARY ADVISORS

10.1 Description:

10.1.1 Honorary Advisors may include founding officers and former executive officers who are not currently serving on the Board of Directors, Past Rotary International Presidents, RI Directors and Foundation Trustees, who have highlighted environmental sustainability and helped lead Rotarians to finding and implementing environmental sustainability solutions, and members of the Rotary family and others who are well positioned to support and advance the mission and visibility of ESRAG.

10.2 Roles of Honorary Advisors:

- 10.2.1 to advise the Chair, the Executive Committee and the Board in relation to the Corporation's purposes as set out in Section 2.1 of ESRAG's Standard Bylaws;
- 10.2.2 to assist the Chair, the Executive Committee and the Board in relation to their communications with Rotary International and The Rotary Foundation;
- 10.2.3 to assist the Chair, the Executive Committee and the Board in the creation of strategic partnerships in relation to ESRAG's purposes as set out in Section 2.1 of ESRAG's Standard Bylaws.

10.3 Honorary Advisors at Meetings:

10.3.1 ESRAG's Chair shall invite the Honorary Advisors to attend the Annual Meeting of Members in conjunction with the annual Rotary International Convention.

11 REQUIREMENTS TO MAINTAIN ESRAG'S STATUS AS AN ACTIVE ROTARY ACTION GROUP

11.1 Recognition:

- 11.1.1 ESRAG was recognized by the Board of Directors of Rotary International in October of 2015, and
- 11.1.2 In return for that recognition has committed to satisfy the mandatory requirements of Rotary International, as amended from time to time, and recorded in the Rotary Code of Policies, Article 42.

11.2 Function:

11.2.1 ESRAG is required to function, collaborate, support service projects, consistently communicate with members, meet annually in person or online with members, and

- 11.2.2 Submit an annual report of activities and finances to RI's General Secretary and its members, in order to maintain its status as an active Rotary Action Group. These requirements are detailed in ESRAG's Operating Manual.
- 11.2.3 ESRAG's Board of Directors, Officers, and Committee chairs shall comply with these requirements, and ensure that ESRAG's is maintaining its status as an active Rotary Action Group. (RI COP 42.030.6. June 2017)

12 CONFORMING TO ROTARY ACTION GROUP COMMUNICATION POLICIES

12.1 Compliance with Rotary International:

- 12.1.1 ESRAG is required to conform to Communication policies set by Rotary International concerning maintenance of a website; contact with district governors and district governors-elect, and limits on contacts with clubs; compliance with Rotary Marks, avoiding conflicts of interest with personal businesses, and required language describing ESRAG's relationship to RI. These policies are detailed in ESRAG's Operating Manual.
- 12.1.2 ESRAG's Board of Directors, Officers, and Committee chairs shall comply with these policies in all communications undertaken on behalf of ESRAG (RI COP 42.030.7. June 2017).

13 INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

13.1 Insurance:

- 13.1.1 ESRAG shall purchase and maintain appropriate insurance for the benefit of ESRAG and each person acting or having previously acted in the capacity of a director, officer or any other capacity at the request of or on behalf of the Corporation. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of ESRAG.
- 13.1.2 It shall be the obligation of any person seeking insurance coverage or indemnity from ESRAG to co-operate fully with ESRAG in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of ESRAG.

13.2 Directors and Officers Liability Exclusion:

- 13.2.1 Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past director or officer of ESRAG shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:
 - a) insufficiency or deficiency of title to any property acquired by ESRAG or for or on behalf of ESRAG;

- b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to ESRAG shall be placed out or invested;
- c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to ESRAG;
- e) loss, damage or misfortune whatever which may occur in the execution of the duties of the director's or officer's respective office or trust or in relation thereto; and
- f) loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

13.3 Pre-Indemnity Considerations:

13.3.1 Before giving approval to the indemnities provided in section 13.4 herein, or purchasing insurance provided in section 13.1 herein, the Board shall consider:

- a) the degree of risk to which the director or officer is or may be exposed;
- b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- d) whether the cost of the insurance is reasonable in relation to the revenue available; and,
- e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

13.4 Indemnification of Directors and Officers:

13.4.1 Indemnification applies to every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- a) is a director; or,
- b) is an officer of ESRAG; or
- c) is a member of a Committee; or
- d) has undertaken, or, with the direction of ESRAG is about to undertake any liability on behalf of ESRAG or any Corporation controlled by ESRAG, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

13.4.2 These protected persons shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- a) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act,

deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

- b) in relation to the affairs of ESRAG generally, save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office. Such indemnity will only be effective:
- c) upon the exhaustion of all available and collectible insurance provided to directors by ESRAG inclusive of whatever valid and collectible insurance has been collected; and
- d) providing the director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

14.4.3 ESRAG shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

14.4.4 Nothing in these Administration Procedures shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

14 EXECUTION OF DOCUMENTS

14.1 Cheques, Drafts, Notes, Etc.

14.1.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

14.2 Execution of Documents:

14.2.1 Documents requiring execution by ESRAG may be signed by any two (2) of the Chair, Vice Chair, Executive Director, Chair-Elect, the Secretary (or Secretary-Treasurer), and the Treasurer or any one (1) of the foregoing together with any one (1) Director and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.

14.3 Books and Records:

14.3.1 The Board shall see that all necessary books and records of ESRAG required by the bylaws of ESRAG or by any applicable statute are regularly and properly kept.

15 BANKING ARRANGEMENTS

15.1 Board Designate Bankers:

15.1.1 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of ESRAG, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as ESRAG's banker, to have the authority set out in the resolution.

16 ANNUAL FINANCIAL REVIEW AND AUDIT COMMITTEE

16.1 Annual Review by the Finance Committee:

16.1.1 The Finance Committee shall review ESRAG's financial practices and accountability on an annual basis.

16.2 Review Method:

16.2.1 Determined by Members In any Fiscal Year when ESRAG's annual receipts or expenditures exceeds or is expected to exceed US\$25,000, the members shall, in conjunction with electing Directors, determine whether the required Independent Review of Financial Statements shall be conducted by a Certified Public Accountant retained to serve as an independent auditor, or an Audit Committee. If the membership chooses an ESRAG audit committee to audit the books of the Corporation, the Nominating Committee, following the procedures in Section 5.5, shall prepare a slate of Audit Committee members, consistent with the guidelines written below. The membership shall approve the slate of Audit committee members at the Annual Meeting, pursuant to Section 7.1. The members of the Audit Committee will hold office until the next annual meeting, provided that the Directors may fill any vacancy in the Audit Committee that arises in between elections.

16.2.2 Independent Auditor: If the membership selects the Independent Auditor approach, the Board shall develop a list of qualified candidates, which process may include interviews, set compensation, and select the auditor by majority vote.

16.2.3 If the members select the audit committee approach, the committee must:

- a) be composed of at least three members who are not current officers
- b) be composed of active Rotarians
- c) have at least one member who is a past governor
- d) have at least one member with accounting and audit experience
- e) be selected by the group at its annual meeting in accordance with the procedures established by the Board.

16.2.4 The Nominating Committee shall propose a slate of duly qualified Audit Committee members in the same notice that announces nominees for the Board of Directors.

16.3 Report Due:

16.3.1 This report of either the independent auditor, or the ESRAG Audit Committee, is to be provided to the membership with a copy to the general secretary by 1 October in each year that it is required. (RI COP 42.030.9)

17 NOTICE

17.1 Notice:

17.1.1 Method of Communication: Notice may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or other electronic method including email or SMS message or by prepaid mail or private carrier, addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of members is not less than one hundred (100), by posting such notice on the Web Site [ESRAG.org] maintained by ESRAG, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication, as required by WI Stat Section 181.0141 ((WI Stat Section 181.0141(3))).

17.2 Any such notice

17.2.1 A notice shall be deemed given:

- a) in the case of telephone, at the time of the telephone call;
- b) in the case of letter post, on the third day after mailing;
- c) in the case of posting on the Web Site, on the date of posting; and
- d) in all other cases, when transmitted.

17.3 Computation of Time:

17.3.1 In computing the date when notice must be given under any provision of the bylaws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

17.4 Omissions and Errors:

17.4.1 The accidental omission to give notice of any meeting of the Board, a committee or members or the non-receipt of any notice by any director or member or by the auditor of ESRAG or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of ESRAG may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18 AMENDMENT OF BYLAWS AND ADMINISTRATION PROCEDURES

18.1 Rotary International Board of Directors:

18.1.1 Consistent with Section 10.1 of the Rotary Standard Bylaws, The Rotary Standard Bylaws may only be amended by the Rotary International Board of Directors. Amendment of the Administrative Procedures shall take place consistent with 18.2.

18.2 By Board:

18.2.1 ESRAG's Board may enact, amend, repeal or replace ESRAG's Administrative Procedures except as set forth in 18.3.1.

18.3 Voting Members

18.3.1 Voting Members may amend, repeal or replace Sections 5.1(election of directors), 16.1 (selection of Audit methods, and the committee's composition, if chosen) and 18.3 of these Administrative Procedures.

EFFECTIVE DATE Effective on Passing

These Administration Procedures shall come into force when enacted by the Board in accordance with the Act.

ENACTED as Administration Procedures of the Environmental Sustainability Rotarian Action Group on this 2nd day of May, 2017.

Paul Riehemann, Chair
Melissa Mills, Secretary

CONFIRMED by the members in accordance with the Wisconsin Statute Chapter 181 Nonstock Corporations on the 13th day of June, 2017

Chair: Paul Riehemann
Secretary: Melissa Mills
Vice Chair: Karen D. Kendrick-Hands, Principal Drafter

AMENDED as the Administration Procedures of the Environmental Sustainability Rotary Action Group on this 2nd day of April, 2020.

Christopher Puttock Chair
Yasar Atacik Secretary

CONFIRMED as AMENDED by the members in accordance with the Wisconsin Statute Chapter 181 Nonstock Corporations on the _____ of June, 2020.

Chair, Christopher Puttock
Secretary, Yasar Atacik

Division of Administration and Governance: Richard Randolph, Karen Kendrick-Hands and Jean Billingsley