



BY-LAWS

EASTERN STATES STUDENT EXCHANGE PROGRAM, INC.

Amended July 18, 2009

ARTICLE I: OFFICES

The principal office of the corporation shall be in the Town of Brookhaven, County of Suffolk, State of New York. The corporation may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II – MEMBERSHIP

1. Qualification of members

Membership will be composed of the Rotary District Governor whose District:

- (a) Has accepted the Certificate of Incorporation and By-Laws of ESSEX
- (b) Has accepted the financial responsibility involved in the program conducted by ESSEX;
- (c) Has appointed a Rotary District Youth Exchange Program Chair;
- (d) Has the approval of two thirds (2/3) of the District's Rotary Clubs to participate in ESSEX, which approval must be signified by a vote taken and passed at a District Conference as provided by the Constitution of Rotary International.
- (e) Has received approval of the Board of Directors of Rotary International to participate in the activities conducted by ESSEX.

2. Continuity of Membership

Membership in ESSEX shall pass from the retiring District Governor to the succeeding District Governor.

3. Termination or Suspension of Membership

A member can terminate his membership by giving written notification to the Chairman of ESSEX. Such written notification of termination shall become effective immediately, provided that all obligations of the member have been met at that time. All rights, privileges and interests of a member of ESSEX, designated director or youth exchange chair shall cease on the termination of membership. A withdrawal shall not be deemed effective until fulfillment by the withdrawing member of all obligations to the date of withdrawal. All obligations for the fiscal year shall be fulfilled and action on any resignation or withdrawal may be withheld until the close of such fiscal period.

A member's membership can be terminated by a vote of the directors, for failure to comply with the Certificate of Incorporation or the By-Laws of ESSEX. In order to effectuate termination in accordance with such vote, seventy five per cent of the directors of ESSEX must vote affirmatively for such termination. Sufficient cause for suspension or termination of membership shall be: a violation of the By-Laws, nonpayment of dues or fees, violation of any lawful rule, policy or practice duly adopted by ESSEX, or any other conduct prejudicial to the interests of ESSEX. Proceedings for suspension or termination of a member may be instituted by a petition to the Board of Directors in writing by any three members, or by the Board of Directors on its own motion. The

affirmative vote of three-fourths of the entire membership of the Board of Directors shall be required in order for a member to be suspended or terminated. A statement of charges on which such action is based shall be mailed, by registered mail, to the recorded address of the member and his designated director at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or by his representative or designated director and present any defense to such charges before action is taken thereon. No additional exchanges will be processed after the effective date of any suspension or termination.

4. Admission to Membership

Application for admission as a member shall be made in the manner prescribed by the Board of Directors. Admission as a member of ESSEX shall require the affirmative vote of a majority of the Board of Directors present at a meeting of the Board at which a quorum is present. Applicants shall be advised by mail of the action taken by the Board, and shall have all rights and privileges of membership from the date of acceptance.

5. Transfer of Membership

Membership in ESSEX shall not be transferable, except as provided in Section 2 of this Article.

6. Dues, Fees and Assessments

The annual dues (if any) for membership in ESSEX shall be determined by the Board of Directors. Dues for the first year of membership shall be prorated to the date of acceptance into membership. The Board of Directors may establish initiation and other fees and assessments applicable to membership in ESSEX.

7. Attendance at Meetings

A representative of a member district must attend at least one all day Saturday ESSEX meeting per Rotary year in order for the district to be eligible to sponsor or host any exchanges during the subsequent Rotary year.

ARTICLE III – DIRECTORS

1. Business Affairs

The business affairs of ESSEX shall be managed by the Board of Directors. The Board of Directors shall consist of those persons designated by each of the members as the Youth Exchange Chair of the District of which the member is the District Governor, and the Chair of ESSEX who shall serve as a member of, and the Chair of the Board of Directors by virtue of the office of Chair.

2. Number and Terms of Office

The number of Directors shall at all times be one greater than the number of members of ESSEX (because of the Chair's position as Director Ex-Officio). Each director representing a member shall serve for as long as he or she continues to serve as Youth Exchange Chair of the member whose District he or she represents and until a successor shall be chosen and qualified, or until removal, resignation or death. Any vacancy in the Board of Directors shall be filled by the member who's District the Director represented, of a person to serve as Youth Exchange Chair of that district.

3. Qualifications of Directors

Directors shall have such qualifications as the By-Laws of ESSEX prescribe. They shall be a Rotarian and at least 18 years of age.

4. Annual and Other Meetings

Unless otherwise agreed upon, the Board of Directors shall meet annually for the purpose of the election of officers of ESSEX and consideration of any other business which may be brought before the meeting. The nominees for the officers of ESSEX shall be those persons named by a nominating committee, selected as hereinafter set forth, at the immediately preceding meeting, together with those persons nominated from the floor (nominated and seconded) at the time of the holding of the election at the annual meeting. The nominating committee shall be composed of 5 ESSEX Directors – one Director being selected from each of the 5 ESSEX regions.

The 5 regions of ESSEX shall be:

REGION 1: Districts 7780, 7790, 7810, 7850, 7870, 7890, 7930

REGION 2: Districts 7190 - 7230 – 7250 – 7260 – 7910 – 7950 – 7980

REGION 3: Districts 7430 – 7450 – 7490 – 7500 – 7510 – 7630-7640

REGION 4: Districts 7280 – 7300 – 7330 – 7350 – 7370 – 7390- 7620

REGION 5: Districts 7550 – 7570 – 7600 – 7610 – 7690- 7710- 7720-7730

As Directors are added to, or removed from, the membership of ESSEX, the Board of Directors shall have authority and obligation to modify the above descriptions, or to add or delete regions, in accordance with such additions or removals.

The nominating committee shall meet or confer prior to the annual ESSEX meeting and choose a Chair so that they are prepared to present to the general membership their nominations for officers for the ensuing year (to take office the following July in the afternoon).

The members of the nominating committee shall not be eligible to be nominated for any office. The Vice Chair shall always be one of the nominees for the position of Chair.

5. Notice of Meetings

All Directors of record shall be notified, in writing or by electronic communication, of the day, time and place of any meeting of the Directors at least 30 days in advance of such meeting. Special meetings of the directors may be called by the chair, by the board of directors, or by 25 percent of the directors.

6. Waivers of Notice

Notice of any meeting may be waived in writing or by electronic communication by any director if the waiver of notice sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person, or by proxy when the instrument or proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

7. Voting Rights and Proxy

Each director shall be entitled to one vote, exercisable in person or by proxy, on any matter presented to the membership for a vote. When a District has two Chairs, the Chair named by the District Governor shall be the voting member. In order for a proxy to constitute a valid vote, it must meet all of the following requirements: It must be executed in writing by a director; it must name the person authorized to exercise the proxy, that person must be from

the same District as the director; it must be filed with the Secretary of the meeting at which it will be exercised at or prior to the commencement thereof; it must be exercised or voted in person by the person authorized to exercise it.

8. Quorum

A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the act of the majority of the Directors then present at a meeting at which a quorum was established shall be the act of the Board of Directors unless the act of a greater number is required by law, the Certificate of Incorporation, or these By-Laws.

9. Executive Committee

There shall be an Executive Committee which shall consist of the Chair, Vice Chair, Treasurer, immediate past Chair, Chief of Contacts, Outbound Coordinator, Inbound Coordinator, Short Term Chair), Secretary and four (4) other at large members of the Board of Directors nominated by the nominating committee at the same time the slate of officers are nominated and elected at the annual meeting by the directors. At large members will serve two year terms. Two members will be elected in even numbered years and two in odd numbered years. Vacancies on the Executive Committee will be filled by recommendation by the chair and approved by the Executive Committee. The affirmative vote of a majority of the executive committee, either in person, by conference call, or electronically shall be necessary to transact business.)

During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of ESSEX and minutes of its proceedings are to be kept and filed with the minutes of the proceedings of the Board of Directors. The chair of ESSEX shall serve as Chair of the Executive Committee

10. Other Committees

The Chair of the Board of Directors may create and appoint special committees to undertake studies, make recommendations and carry on special functions for the purpose of efficiently accomplishing the purposes of ESSEX.

11. Finance Committee

There shall be a standing Finance Committee which shall consist of the Chair, the Vice Chair, the Treasurer and one other Director appointed by the Chair. This committee shall have the power to prepare an annual budget, including the fees for incoming and outgoing students, and submit same to the Board of Directors for approval at the next meeting of the Board of Directors. In addition, it shall have the power to act without approval of the Board of Directors (in between meetings of the Board of Directors) if financial circumstances or the interests of ESSEX require it to do so. Any action so taken in between Board of Director meetings shall be included as an agenda item at the next general meeting of the Board of Directors and the members of the Board of Directors shall have the right to change or modify any action taken in between meetings by the Finance Committee, but such change or modification shall not affect the commitment of ESSEX with respect to the action taken by said Finance Committee in between meetings. Rather, it shall affect future actions of ESSEX with respect to such decisions.

12. Chief Contact Secretary and other Appointments

Subject to the approval of the Board of Directors, the Chair shall appoint a Chief Contact Secretary to supervise the activities of all Assistant Contact Secretaries serving ESSEX. In

addition, the Chief Contact Secretary, in conjunction with the Chair and subject to the approval of the Board of Directors, shall appoint all Assistant Contact Secretaries and report their activities to the Board of Directors at the regular board meetings.

13. Powers of the Board of Directors

Subject to any limitations or restrictions imposed by law or by the Certificate of Incorporation, the Board of Directors is hereby authorized to exercise, in furtherance of the purposes of ESSEX, all the powers of ESSEX without authorization or approval of the members of ESSEX.

ARTICLE IV

1. Officers

The elected officers of ESSEX shall consist of a Chair, a Vice Chair, a Secretary, the Treasurer and a Parliamentarian. The elected officers of ESSEX shall be Rotarians and shall be, at the time of election, or shall have been, Directors, unless they have previously served as an elected or appointed officer of ESSEX, in which case the requirement of being, or having been, a Director, is waived. Candidates for the position of Chair shall have been associated with ESSEX for at least four years. Candidates for the position of Vice Chair shall have been associated with ESSEX for at least two years. The Chair shall not be a Director (District Youth Exchange Chair) during the tenure as Chair, except that the Chair shall have, during such tenure, all the powers of a Director by virtue of the position as Chair.

In addition to the elected officers of ESSEX, the officers of ESSEX shall include the Chief Contact Secretary, the Assistant Contact Secretaries, the Inbound Coordinator Secretary, the Outbound Coordinator Secretary, and such other assistant secretaries as the Chair deems appropriate and/or necessary for the orderly administration of the operations of ESSEX. The Chief Contact Secretary and Assistant Contact Secretaries shall be appointed as set forth in ARTICLE III, subdivision 9 of these By-Laws. The other assistant secretaries shall be appointed by the Chair, subject to the approval of the Board of Directors. All of the assistant secretaries shall take office as of the July 1 immediately succeeding the annual meeting at which they were appointed. All of the appointed and approved assistant secretaries shall, unless sooner removed, serve until their successors and/or replacements are appointed and approved. The assistant secretaries of ESSEX shall be Rotarians but need not have been directors.

2. Terms of Office

Each elected officer of ESSEX shall be elected annually by the Board of Directors at the annual meeting of the Board and shall hold office for one year and until his successor shall be duly elected and qualified. The term of office of each elected officer shall commence on the July 1st immediately following the date of the meeting at which the elections occurs. No person shall serve as Chair or Vice Chair for more than three consecutive terms.

3. Vacancies

Whenever vacancies occurs in any of the elected offices of ESSEX it may be filled by the Executive Committee, and the appointee shall hold office until the next meeting of the Board of Directors and until his successor shall be duly elected. The most current nominating committee shall present nominations for the vacant office at the first ESSEX meeting following the creation of the vacancy.

4. Removal

Any officer of ESSEX may be removed, with or without cause, by the Board of Directors, whenever a majority of such Board shall vote in favor of such removal.

5. Powers and Duties of Officers

The elected officers of ESSEX shall have the following powers and duties:

- a. Chair: Subject to the general control of the Board of Directors, the Chair shall manage and supervise all the affairs and personnel of ESSEX and shall discharge all the usual functions of the Chief Executive Officers of the corporation. The Chair shall preside at all meetings of members, or their designees, and directors and shall have other powers and duties as these By-Laws or the Board of Directors may prescribe. The Chair shall have the authority to execute, with the Secretary, powers of attorney appointing other organizations or individuals the agent of ESSEX, subject to the law, the Certificate of Incorporation of ESSEX, and these By-Laws.
- b. Vice Chair: The Vice Chair shall have all the powers of, and perform all the duties incumbent upon the Chair in his absence or inability, and, in the case of death or permanent disability of the Chair, shall perform the duties of the Chair, as Acting Chair, for the remainder of the deceased or disabled Chair's term. In the event that the existing Chair either dies, becomes permanently disabled, or resigns after his re-election, but prior to the commencement of his term, the Vice Chair shall act as Chair and, in such capacity, shall call a meeting of the Executive Committee, at which meeting a nominating committee shall be established for the presentation of nominations for the office of Chair for an election to take place at the next regularly scheduled meeting of ESSEX. The Vice Chair, acting as Chair, shall be considered a candidate for the office of Chair. The Vice Chair shall also have such other powers and duties as these By-Laws or the Board of Directors may prescribe.
- c. Secretary: The Secretary shall attend all meetings of the members, or their designees, and of the Board of Directors and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. The Secretary shall deliver minutes of such proceedings to all members of the Board of Directors, the officers and members. The Secretary shall attend to the giving and serving of all notices of ESSEX required by these By-Laws, shall have custody of the books and records and in general shall perform all duties pertaining to the Office of Secretary and such other duties as these By-Laws or the Board of Directors may prescribe.
- d. Treasurer: The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of ESSEX. The Treasurer shall have charge and custody of and be responsible for all funds, notes, securities and other valuables which may from time to time come into the possession of ESSEX. The Treasurer shall deposit, or cause to be deposited, all funds of ESSEX with such depositories as the Board of Directors shall designate. The Board of Directors may require the Treasurer to furnish satisfactory bond, at the expense of ESSEX, for the faithful performance of duties. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of ESSEX and in general shall perform all duties pertaining to the Office of Treasurer.
- e. Parliamentarian: The Parliamentarian shall guide the officers and directors of ESSEX with respect to the orderly conduct, according to Roberts Rules of Order, of the meetings of ESSEX. In any situation wherein a dispute arises as to what constitutes the orderly conduct of a meeting, or what constitutes correct

interpretation of Roberts Rules of Order, the decision of the Parliamentarian at such meeting shall be final and conclusive.

ARTICLE V

1. New Member Fee

The Rotary District of each new member shall pay a one time fee to the Treasurer of ESSEX as a condition of membership. This fee shall be set by the Board of Directors.

2. Member Fee

The Rotary District of each member shall pay a fee to ESSEX for each youth hosted by the District and a fee to ESSEX for each youth sponsored by the District. The amount of this fee shall be set by the Board of Directors of ESSEX. A youth is considered to be hosted when he arrives in the host district and such a youth is considered to be sponsored when an application is received by the ESSEX outbound coordinator.

ARTICLE VI- PROGRAM POLICY

1. Policy

Every member and director of ESSEX will administer the Youth Exchange Program in his District in accordance with the rules and procedures of ESSEX, Rotary International, the Department of State and CSIET.

2. Changes in Policy

Changes may be made in policy by a seventy-five (75%) percent affirmative vote of the entire Board of Directors. The Secretary shall poll, by mail or electronically, all directors absent from the meeting at which changes to the policies of ESSEX are voted upon and the results of the poll will be used when considering the seventy-five percent (75%) vote.

ARTICLE VII – INDEMNIFICATION AND LIABILITY INSURANCE

1. Power to Indemnify

ESSEX shall indemnify any member, Director, Officer, Employee or Agent of ESSEX against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which said person is made party by reason of being or having been a Member, Director, Employee or Agent of ESSEX, except in relation to matters as to which he shall be judged liable for negligence or misconduct in the performance of duty to ESSEX. ESSEX may also reimburse to any Member, Director, Officer, Employee or Agent the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of the disinterested members of the Board of Directors that it was in the best interest of ESSEX that such settlement be made and that such Member, Director, Officer, Employee, or Agent was not guilty of negligence or misconduct. All of the foregoing indemnification processes shall be subject to and in accordance with, Article 7 of the Not-for Profit Corporation Law of the State of New York, or its successor statute (s).

2. Power to Purchase and Maintain Insurance

ESSEX shall have the power to purchase and maintain insurance:

- (a) To indemnify the Corporation with respect to any obligation which it incurs as a result of the indemnification of Members, directors, Officers, Employees, or Agents under this Article.
- (b) To indemnify members, Directors, Officers, Employees, or Agents in instances in which they may not otherwise be indemnified by ESSEX under the provisions of this Article. No insurance may provide for any payment, other than the cost of defense, to or on behalf of any Member, Director, Officer, Employee or Agent if it is established that their acts of active and deliberate dishonesty were material to

the cause of actions so adjudicated, or that they in fact personally gained a financial profit or other advantage to which they were not legally entitled, or in relation to any risk the insurance of which is prohibited under the law of the State of New York.

- (c) ESSEX shall and does hereby indemnify and hold harmless Rotary International Inc. from any responsibility whatsoever with respect to the acts, responsibility whatsoever with respect to the acts, responsibilities, liabilities, or omissions of ESSEX.
- (d) All of the foregoing shall be subject to, and in accordance with, Article 7 of the Not-for Profit Corporation Law of the State of New York, or its successor statute (s).

ARTICLE VIII – COMPENSATION OF EMPLOYEES

1. Necessary Employment

In order to carry out the purposes and activities of ESSEX, such individuals as are deemed necessary may be employed, and each such individual may be paid such compensation for services actually rendered in the course of such employment as may be fixed by the Board of Directors of ESSEX. All officers and directors shall serve without compensation.

ARTICLE IX – AMENDMENTS

1. Method of Amendment

These By-Laws may be amended at the annual meeting of the Board of Directors or at any regularly scheduled meeting of the Board of Directors by the affirmative vote of seventy-five (75%) percent of the directors present, subject only to the requirement that a quorum must exist at the time of the vote.

2. Who May Propose

Any Director or Officer may propose an amendment to these By-Laws providing it is in harmony with the Certificate of Incorporation, these By-Laws and the Constitution and By-Laws of Rotary International, Inc.

3. Submission of Amendments

Proposed amendments to these By-Laws shall be submitted in writing to the Secretary at least two (2) months prior to the next scheduled meeting of the Board of Directors. The secretary shall cause any such amendments to be circulated in writing or electronically to all directors at least thirty (30) days prior to the meeting at which they will be considered.