



ARTICLE I

Membership

Section 1. Admission to Membership. Subsequent to the formal incorporation of RYE-New York, Inc. application for admission as a member district shall be made upon forms prescribed by the Board of Directors. Admission as a new member district of the Corporation shall require the affirmative vote of a majority of the member districts. Applicants shall be advised of the action taken by the member districts, and shall have all the rights and privileges of membership from the date of acceptance.

Section 2.1. Definition of Member District The member districts of Empire State Youth Exchange, Inc. are Districts of Rotary International that have elected to participate in the Empire State Youth Exchange, Inc. multi-district, in accordance with Rotary International regulations, and have met the qualifications defined below in Section 2.3.

Section 2.2 Founding Member Districts The Founding Member Districts of Empire State Youth Exchange, Inc. are Rotary Districts 7t20, 7150, and 7170.

Section 2.3 Member District Qualifications A District of a Rotary International that has elected to participate in Empire State Youth Exchange, Inc. must:

- a) Agree to participate in the Empire State Youth Exchange, Inc. multi -district, in compliance with Rotary International procedures, and submit to a full compliance audit prior to acceptance for membership.
- b) Submit a request to Empire State Youth Exchange, Inc. Board of Directors, accepting the Bylaws, policies, procedures, and fees of the organization.
- c) Appoint at least two persons from the District's Youth Exchange Committee to officially represent the District to Empire State Youth Exchange, Inc.
- d) Pay the dues, if any, for the first year of membership, prorated to the date of acceptance into membership, and the Annual Assessment, if any, as determined by the Board of Directors.

Section 3. Transfer of Membership. Memberships in the Corporation shall not be transferable.

Section 4 . Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary withdrawal as herein provided, or as otherwise provided in these Bylaws. All rights, privileges, and interest of a member district in the Corporation shall cease on the termination of membership. Any member district may withdraw from membership by giving written notice of such intention to the Empire State Youth Exchange, Inc. Chairperson. Such written notification of termination shall become effective immediately, providing that all obligations of the member district, its representatives, and clubs have been met at that time, including financial, hosting, and sponsoring obligations and commitments for the fiscal year. Voting rights on the Board of Directors shall cease upon the termination of member district status.

Section 5. Suspension and Expulsion. Any member district may be suspended or terminated from the Corporation, for cause. Sufficient cause for suspension or termination of membership shall be violation of the Bylaws, non-payment of dues, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. Proceedings for suspension or expulsion of a member district may be instituted by a petition to the Board of Directors in writing signed by any two (2) members, or by majority vote of the entire membership of the Board of Directors. A statement of the charges on which such action is based shall be mailed by registered mail to the last recorded address of the member district at least fifteen (15) 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 district shall have the opportunity to appear in person or by a representative and present any defense to such changes before action is taken thereon. Action will be determined by a majority of the Board of Directors.

Section 6. Dues, Fees and Assessments. The annual dues (if any) for membership

in the Corporation 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 from time to time establish initiation and other fees and assessments applicable to membership in the Corporation.

ARTICLE II

Meetings of Member Districts

Section 1. Purpose of Meetings: The responsibilities of the Member Districts are to vote on admission of new member districts into the Corporation and to elect Directors. The current Governor of each member district has the authority to represent his or her member district as described herein.

Section 2 Annual Meeting Unless otherwise agreed upon, the annual meeting of the member districts of the Corporation shall be held during the first quarter of the Year.

Section 3. Special Meetings. Special meetings of the member district may be called by the chairperson, by the Board of Directors, or by at least one-third of the member districts.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of member districts and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered or mailed, or sent electronically by the secretary of the Corporation to each member district of record, at such address as appears upon the records of the Corporation, and at least ten (10) days, but no more than fifty (50) days before the date of such meeting.

Section 5. Waiver of Notice. Notice of any meeting may be waived in writing or by electronic mail by any member district if the waiver 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 of proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of meeting.

Section 6. Voting Rights. Each member district of the Corporation shall have one vote exercisable in person or by proxy.

Section 7. Voting by Proxy. A member district entitled to vote at any meeting of member districts may vote either in person or by proxy executed in writing by the member district. No proxy shall be voted at any meeting of member districts unless the same shall be filed with the secretary of the meeting at the commencement thereof.

Section 8 Member Districts' Representatives Each member district may appoint and certify to the secretary of the Corporation a person to be its representative in the Corporation and who shall represent, vote, and act for the member district. Such designation may be change at any time by the filing of a certificate appointing another person to so act

Section 9. Quorum. At any meeting of member districts, a majority of the member districts certified to vote on questions presented to the meeting, represented thereat in person or by proxy, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Certificate of Incorporation or these Bylaws.



Section 10. Conduct of Meetings. Meetings of member districts, including the order of business, shall be conducted in accordance of Roberts' Rules of Order, Revised, except insofar as the Certificate of Incorporation, these Bylaws, or any rule adopted by the Board of Directors or all member districts may otherwise provide. The member districts may, by unanimous consent, waive the requirement of this section; but such waiver shall not preclude any member district from invoking the requirements of this section at any subsequent meeting.

Section 11. Action by Consent. Any action required to be taken at a meeting of member districts, or any action which may be taken at a meeting of member districts, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all member districts entitled to vote with respect thereto, and such consent is filed with the minutes of the member districts' proceedings.

ARTICLE III

Board of Directors

Section 1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors. The Governor of each member district shall appoint the District Youth Exchange Committee chairperson and one more committee member to serve on the Board of Directors. The member district with the largest number of exchange students, both inbound and outbound, shall have three Youth Exchange committee members on the Board of Directors. These Directors for Empire State Youth Exchange, Inc. will oversee the program on a regular basis, shall elect officers and establish policies, and are responsible for participating in all designated activities, organizing and training their District Youth Exchange Committees, and working with the local clubs in their own districts. In addition, The Board of Directors shall present a written report, at least annually, to all Governors of the member districts on the work and finances of Empire State Youth Exchange, Inc.

Section 2. Number and Terms of Office. There are seven (7) Directors of the Corporation at the date of adoption of these Bylaws, consisting of two directors representing each member district, except that the member district with the largest number of exchange students, both inbound and outbound shall have three (3) members. Each Director representing a member district shall serve for a term of three years, with a limit of two terms and until his or her successor shall be chosen and qualified, or until removal, resignation or death. Terms shall end on a rotational basis, with 1/3 of the Board of Directors terms expiring each year. If a director leaves his or her district youth exchange committee, a replacement completes his or her term.

Section 3. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, incapacity or removal shall be filled by designation of the represented member district for the remainder of the term.

Section 4. Annual Meetings. Unless otherwise agreed upon/ the Board of Directors shall meet during the first quarter of the year for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 5. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the chair or of any three (3) directors of the Board and upon three (3) days notice specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, email or telephone. Attendance at any special meeting shall constitute waiver of notice of such meeting.



Section 6. 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 present at a meeting at which a quorum is present 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 Bylaws.

Section 7. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board and such consent is filed with the minutes of proceedings of the Board.

Section 8. Other Committees. The chairperson of the Board of Directors may from time to time create and appoint special committees to undertake studies, make recommendations and carry on special functions for the purpose of efficiently accomplishing the purposes of the Corporation. Members of such special committees shall have no authority to act for the Corporation except to the extent approved by action of the full Board of Directors.

ARTICLE IV

Officers

Section 1. Officers and Qualifications The operation of Empire State Youth Exchange, Inc. will be managed by a volunteer staff of officers, consisting of a chairperson, a vice chairperson, and a secretary/treasurer. Any two (2) or more offices may be held by the same person except that the duties of chairperson and secretary/treasurer shall not be performed by the same person.

Section 2. Terms of Office. Each officer of the Corporation shall be elected annually by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until his or her successor shall be duly elected and qualified. The term of office of each officer shall begin on July 1 following the date of the meeting at which his or her election occurs.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office from the date of such election until the next annual meeting of the Board of Directors and until his or her successor shall be duly elected and qualified.

Section 4. Removal. Any officer of the Corporation 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.

ARTICLE V

Powers and Duties of Officers

Section 1. Chairman. Subject to the general control of the Board of Directors, the chairperson shall manage and supervise all the affairs and personnel of the Corporation and shall discharge all the usual functions of the chief executive officer of a corporation. He or she shall preside at all Board of Director meetings and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe. The chairperson shall have authority to execute, with the secretary/treasurer, contracts appointing other corporations, partnerships or individuals, the agents of the Corporation subject to law, the Certificate of Incorporation and these Bylaws.

Section 2. Vice-Chairman. The Vice-Chairperson shall have all the powers of, and perform the entire duties incumbent upon the chair person during his or her absence or disability and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.



Section 3. Secretary/Treasurer. The secretary/treasurers shall attend all meetings of the Board of Directors, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and he or she shall perform like duty, when required for all committees appointed by the Board of Directors. He or she shall deliver minutes of such proceedings to all members of the Board of Directors, the officers and the members. He or she shall attest the execution by the Corporation of all deeds, leases, agreements and other official documents. He or she shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books and records of the Corporation, and in general shall perform all duties pertaining to the office of secretary/treasurer and such other duties as these Bylaws or the Board of Directors may prescribe. The secretary/treasurer of the corporation shall, from time to time, oversee the payment of fees assessed by Department of State, CSIET, and other agencies, and charges for services such as audits. The Corporation will have no treasury; therefore, the fees and charges shall be assessed to each member district depending on its number of inbound and outbound students, and paid by each member district, either directly, or by reimbursement to one member district paying the entire charge. The secretary/treasurer shall report all such fees and charges to the Board of Directors.

ARTICLE VI

Miscellaneous

Section 1 . Execution of Contracts and Other Documents Unless otherwise ordered by the Board of Directors all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the chairperson or the vice-chairperson, and, if required, attested by the secretary/treasurer. In witness whereof, we, the undersigned have hereunto subscribed our names to these Bylaws this 28th Day of July, 2011.

Name:

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