

BYLAWS OF THE ROTARY FELLOWSHIP OF STARTUP INVESTORS - RING

ARTICLE I - NAME

Section 1.1. The name of this Rotary Fellowship shall be Rotary Fellowship of Startup Investors - RING. RING stands for Rotary Members Investing.

ARTICLE II - PURPOSE

Section 2.1. The purpose of this Rotary Fellowship is to connect early-stage investors in startup companies. Fellowship members are encouraged to share their personal and professional experience of investing into startups through different stages. Fellowship members are encouraged to share their personal and professional experience of investing into startups through different stages. This Rotary Fellowship shall operate in compliance with Rotary International's policies for Rotary Fellowships, but it shall not be an agency of, or controlled by, Rotary International.

ARTICLE III - MEMBERSHIP

Section 3.1. Membership in the Rotary Fellowship of Startup Investors - RING shall be open to any interested individual. The fellowship will be inclusive to participants from all backgrounds regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Section 3.2. Membership shall be offered on an annual basis. Lifetime, honorary, or other memberships may be offered at the discretion of the Rotary Fellowship's Board of Directors and shall be reviewed every year.

Section 3.3 The Board of Directors, by affirmative vote of two-thirds, may suspend or terminate a membership for cause after an appropriate hearing.

Section 3.4 Any member may resign by filing a written resignation with the Secretary.

Section 3.5 Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds, reinstate such former member to membership upon such terms as the Board may deem appropriate.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. The Rotary Fellowship shall be governed by a Board with no fewer than five members (including the Officers). The number of Directors shall be self-determined by the Rotary Fellowship. The Board of Directors shall be made up of any interested individual of the Fellowship. There are no requirements for the board members to be Rotarians or Rotaractors.

Section 4.2. Terms for Directors may last from two to six years. Directors' terms are renewable. After six consecutive years of service, Directors are ineligible to serve until two years have passed. Terms shall commence on 1 July of the calendar year elected and end on 30 June of the terminal year. Upon the recognition of a new Rotary Fellowship, Board Members will be encouraged to serve a minimum of four years to establish continuity of the new Fellowship. Any changes to Board Members will be approved and documented accordingly.

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ARTICLE V - OFFICERS

Section 5.1. The Rotary Fellowship shall be administered by at least three Executive Officers, one of whom shall be the Chair. The Chair of the Fellowship must be a Rotarian, Rotaractor, or Peace Fellow. The terms of Officers shall be staggered, shall not exceed six years, and shall coincide with the Rotary year, i.e. 1 July through 30 June. Officers are elected from the Fellowship's Board of Directors.

Section 5.2. The Officers shall perform the duties and functions usually attached to the title of their respective offices, together with such other duties as may be prescribed by the Rotary Fellowship's Board of Directors.

ARTICLE VI - MEETINGS

Section 6.1. An annual meeting of the members shall take place virtually or in-person as determined by the Fellowship's Board of Directors. At this meeting, the installation of incoming Directors and Officers and other business shall take place. The exact date, time, and location of the annual meeting of the members shall be set by the Rotary Fellowship's Board of Directors and announced to the members at least 60 days prior to the meeting.

Section 6.2. An annual meeting of the incoming Rotary Fellowship's Board of Directors shall take place immediately subsequent to the annual meeting of the members.

ARTICLE VII - ELECTION OF DIRECTORS AND OFFICERS

Section 7.1. A Nominating Committee shall be appointed by the Rotary Fellowship's 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 until a specified deadline, whereupon nominations shall be closed. The Nominating Committee may also offer its own nominees for election. All nominees must indicate their willingness to serve by a specified deadline to be considered valid nominees for election.

Section 7.2. The names of the nominees for Director positions shall be distributed to the members, along with a voting ballot, at least 30 days prior to the annual meeting of the members. 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 at least seven days prior to the annual meeting.

Section 7.3. The Nominating Committee shall tally the votes cast and announce the newly elected incoming Directors prior to the annual meeting of the members. Each candidate who receives a two-thirds of the votes is declared elected.

Section 7.4. At its annual meeting, the incoming members of the Rotary Fellowship's Board of Directors shall meet and elect from its members the incoming Officers of the Rotary Fellowship, who shall become Officers-elect on the first day of July following their election and shall take office on the next 1 July.

Section 7.5. A vacancy in the Rotary Fellowship's Board of Directors, or any office, shall be filled by action of the Rotary Fellowship's Board of Directors.

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Section 7.6. A Director or Officer may be removed from office by a two-thirds vote of the Rotary Fellowship's Board of Directors, or, by a two-thirds vote of the membership.

ARTICLE VIII - FISCAL MATTERS

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

Section 8.2. The Rotary Fellowship's dues shall be set by the Board of Directors and shall be due on 1 July of each year. The Rotary Fellowship's dues shall be of a reasonable amount.

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

Section 8.4. Annual budget will be presented and approved at the annual meeting. An annual report is due to RI by 1 September of each year. Publication of the annual report of activities and financials will be presented annually to members.

ARTICLE IX - COMPLIANCE WITH RI POLICIES

Section 9.1. The Rotary Fellowship shall comply with Rotary International's policies for Rotary Fellowships, as set forth in the Rotary Code of Policies. The Rotary Fellowship's Board of Directors and Executive Officers shall familiarize themselves with these policies and any amendments to these policies as adopted by the RI Board of Directors from time to time.

Section 9.2 These Bylaws shall be reviewed every three years.

Section 9.3. These bylaws may be amended as follows: Any member may propose a change to these bylaws by submitting the proposed change to the Fellowship Secretary. The Secretary will forward the proposed change to the members of the Board for their review. Within 30 days the Chair shall call a meeting of the Board (meeting may be by electronic media) to discuss and vote on the proposed change. If the change is approved by the Board the Secretary will send an electronic ballot, within 10 days, to the membership. The members shall have 10 days to return the ballot to the Secretary. An affirmative vote of the two-thirds of members' count is necessary to change these by laws. Changes to these bylaws must be consistent with the RI Constitution, RI Bylaws and the Rotary Code of Policies.

Section 9.4 All election and governance disputes shall be resolved amicably by the fellowship. Guidance from an independent third party may be sought to help resolve disputes. RI will not intervene.

Section 9.5 The Rotary Fellowship may choose to form chapters to diversify involvement and increase its international reach. These chapters must use the Rotary Fellowships' RI-approved name and visual identity with a chapter-specific identifier. The Rotary Fellowship shall recognize and oversee its chapters. Each chapter is responsible for complying with the policies set forth by Rotary International and the Rotary Fellowship; the Rotary Fellowship is responsible for overseeing and enforcing each chapter's compliance with RI policies. The Rotary Fellowship

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may collect nominal dues from its chapters to offset administrative expenses incurred as a result supporting chapters.

ARTICLE X-HARASSMENT-FREE ENVIRONMENT

Section 10.1. The Rotary Fellowship is committed to maintaining an environment that is free of harassment. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group based on any characteristic (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations or gender identity). All members and individuals attending or participating in the Rotary Fellowship's meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 10.2 The Rotary Fellowship shall promptly address allegations of harassment brought before it and shall not retaliate against those making the allegation. The Fellowships Board, or a committee appointed by the chair for this purpose, shall review and respond to each allegation of harassment within a reasonable time-frame, typically one month. If the chair or other leaders of the Fellowship is/are the alleged offender, the immediate past chair (or most recent chair), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. If the alleged offender is a member of the Fellowships' board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior.

The Rotary Fellowship shall report allegations of harassment to the alleged offender's club president and district governor.

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