

Rotary



The World Fellowship of Rotarian Gourmets

The World Fellowship of Rotarian Gourmets is a group of Rotarians dedicated to promoting gourmets as a fellowship. This fellowship operates under the auspices of Rotary International, but is not an agency of, nor controlled by, Rotary International. Rotary International. *(January 2019 Mtg. Bd. Dec. 115)*

BYLAWS OF THE ROTARY FELLOWSHIP OF W.F.R.G.

(Central Board Resolution of January 2024)

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Article 1. - NAME

Section 1.1.

The name of this association shall be The World Fellowship of Rotarian Gourmets (W.F.R.G.).

ARTICLE 2 - PURPOSE

Section 2.1.

The aims of the W.F.R.G. are as follows:

- To promote togetherness and love of cooking by valuing foods from all countries;
- To promote culinary traditions through the exchange of typical recipes;
- To promote agri-foodstuffs with reference to the products of the individual Cuisine territories;
- To promote and encourage all those initiatives which, directed towards historical research and its dissemination, can contribute to enhancing the value of international cuisine also as an expression of custom, civilisation, culture and science.

The W.F.R.G. shall operate in conformity with the directives of Rotary International for Rotary Clubs, but shall not be an agency of Rotary International nor controlled by it.

ARTICLE 3 - MEMBERSHIP

Section 3.1.

W.F.R.G. must have at least 25 members representing at least five countries. Membership in the W.F.R.G. is open to any interested individual. W.F.R.G. is open to participants from all backgrounds, regardless of age, ethnicity, race, color, ability, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

Section 3.2.

Affiliation shall be offered with a lifetime membership fee. The amount of the dues shall be determined annually by the Board of Directors of the Fellowship.

Section 3.3.

The Board of Directors, by a two-thirds affirmative vote, may suspend or terminate membership for good cause after a proper hearing.

Section 3.4.

Any member may resign by submitting a written resignation to the Secretary.

Section 3.5.

Upon written request signed by a former member and filed with the Secretary, the Board may, by a two-thirds affirmative vote, reinstate the former member on such terms as the Board deems appropriate.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1.

W.F.R.G. shall be governed by a Board of Directors consisting of 7 (seven) members elected from among the membership representing at least two countries. The Board of Directors may consist of any individual interested in the fellowship. Board members are not required to be Rotarians or Rotaractors, except for the president.

Section 4.2.

The term of office of directors may last from one to six years. The terms of councilors are renewable. After six consecutive years of service, councilors are no longer eligible for election until three years have elapsed.

The term of office begins from July 1 to June 30.

Board members are encouraged to serve for a minimum of two years to ensure the continuity of the new fellowship.

ARTICLE 5 - OFFICERS

Section 5.1.

W.F.R.G. is administered by seven councilors from at least two different countries:

- President;
- Vice President;
- Treasurer;
- Secretary;
- Three councilors.

Section 5.2.

- President

The president has all the powers vested in him/her by the assembly, and holds the corporate signature and legal representation of the W.F.R.G. The president of the W.F.R.G. shall be a Rotarian, Rotaractor or Peace Fellow.

All other positions may be held by any member.

- Vice President

In case of absence, impediment or default of the President, the duties of the President shall be performed and his powers exercised by the Vice President.

- Treasurer

The Treasurer is responsible for the funds and the execution of the financial resolutions of the W.F.R.G. and the safeguarding of the books of account, opens and closes bank accounts and has wide powers of ordinary and extraordinary administration.

He is responsible for the drawing up of the final accounts and the preventive planning on the basis of the decisions taken by the Board of Directors.

At the end of the assignment, the treasurer shall hand over to the incoming treasurer all funds, books or any other property of the club.

- Secretary

The Secretary is responsible for drafting the minutes of the Board of Directors' meetings, which he transcribes in the books entrusted to his custody together with the members' book and the minutes of the Assembly.

- He publishes the bulletin and sends copies to the members;

- Maintains all relations with RI.

Section 5.3.

The officers shall perform the duties and functions normally associated with the title of their offices, together with such other duties as may be prescribed by the W.F.R.G. Board of Directors.

ARTICLE 6 - ASSEMBLY

Section 6.1.

In view of the fact that our membership spans several Continents and it is not possible due to a time zone problem to have everyone speak in an online connection, it was agreed that better formula is for the meeting to be held by correspondence via email to the last communicated address.

The exact date, time, and place of the annual membership meeting shall be determined by the Board of Directors and announced to the membership at least 60 days prior to the meeting.

The Assembly shall:

- a) elects the members of the Executive Board;
- b) approves, on the proposal of the Board of Directors, the budgets and the final accounts;
- c) approves, upon proposal of the Board of Directors, the programmes containing the general lines of the annual plan of activities;
- d) decides on any other extraordinary administration matter submitted to it by the President on the proposal of the Board of Directors;
- e) decides, on the proposal of the Board of Directors, on statutory and regulatory provisions;
- f) decides on the dissolution of the Association, on the proposal of the Board of Directors and by a majority of 2/3 of those entitled to vote.

Section 6.2

The Assembly shall be chaired by the President of the Fellowship or, in his/her absence, by the Vice President. The Secretary of the Fellowship shall act as secretary of the Assembly and draw up the minutes, sign them together with the President and then publish them on the website of the Fellowship.

Section 6.3

The Assembly shall meet at least once a year, and in any case when scheduled, to approve the budget and the balance sheet.

Section 6.4

At the meeting at which the budget is approved, before discussing the budget the President shall present a report on the activities of the Fellowship and the Treasurer a report on the financial situation.

Section 6.5

Notice of the Assembly shall be given by any means capable of providing positive acknowledgement of notice to each individual addressee and, provided this general criterion is observed, may be given by different means to different addressees: the Assembly shall normally be called with 60 days' notice, but in cases of urgency may be called with 5 days' notice.

Section 6.6

All full members of the Fellowship, in good standing with the payment of dues for the current fiscal year, whose candidacy has been submitted in writing no later than 15 days after the arrival of the notice of the Assembly, shall be considered eligible for election.

Section 6.7

Once the Board of Directors has verified that the conditions for the eligibility of the candidates have been met, the list of candidates shall be notified to the participants in the General Meeting no later than two days thereafter.

Section 6.8

If the total number of nominations received is equal to the number of Board members to be elected, no vote shall be taken and the candidates shall be deemed automatically elected.

Section 6.9

The Assembly shall be duly constituted in first call with the majority of those entitled to vote and in second call whatever the number of those entitled to attend.

Section 6.10

The Shareholders' Meeting, whether in first or second call, shall pass resolutions with the favourable vote of the majority of the voters present. In the event of a tie, the President shall have the casting vote.

Section 6.11

Voting shall normally be by open ballot. Voting shall be by secret ballot, however, if the resolutions put to the vote concern persons or any type of appointment or election. In the latter case, each member may vote for a maximum number of candidates equal to the positions to be filled: the possibility of casting more than one vote for the same candidate is excluded. Voting by acclamation is also allowed if the Chairman finds that there is a clear and unanimous consensus of all the participants in the meeting. In the event of a secret ballot, the candidates with the highest number of votes shall be appointed/elected, up to the number of positions to be filled. If there are two or more candidates who have obtained the same number of votes, the oldest one shall be appointed/elected.

Section 6.12

All meetings may be held on the web using appropriate tele/videoconference programs (Skype, Zoom or similar) and voting may also be carried out online, using appropriate programs that guarantee the possibility of exercising a secret ballot; in the case of votes that are not complex and for which collective analysis and discussion are not necessary, voting may also be carried out by e-mailing appropriate single or multiple opinion forms. If the vote is to be by secret ballot, it may also be exercised by correspondence only by means of a letter sent in a sealed envelope. The envelope with the indication of the sender shall contain a second anonymous sealed envelope with the ballot

paper inside. In all these cases, the Secretary shall, by prior arrangement, provide for the connections, electronic linking, and any collection and subsequent certification of votes.

ARTICLE 7 - ELECTION OF DIRECTORS AND OFFICERS

Section 7.1

A Nominating Committee must be appointed by the Board of Directors and indicated in a notice to the members. Notice sent by e-mail to the last known address of the membership shall be considered a valid and sufficient notice. The Nominating Committee will receive nominations for Director position up to a specific deadline, after which nominations will be closed. The Nominating Committee may also offer its own candidates for election. All candidates must indicate their willingness to serve by a specific deadline to be considered valid candidates for election.

Section 7.2

The names of nominees for director positions shall be distributed to the membership, together with a ballot, at least 30 days before the annual membership meeting. Ballots shall be sent by e-mail to the last known address of all members in good standing. Ballots must indicate that they are to be returned to the Nominating Committee at least 7 (seven) days before the annual meeting.

Section 7.3

The Board of Directors shall consist of 7 (seven) members, elected from among the candidates proposed to the vote of the Assembly in accordance with Section 6 above, with a term of one to six years, and eligible for re election after three years have elapsed.

Section 7.4

The Executive Board shall elect a President, a Vice-President, a Secretary and a Treasurer from among its members.

Section 7.5

The meetings are valid with a majority of its members.

Section 7.6

Minutes shall be kept of each meeting of the Executive Board. In the event of a tie in voting, the proposal with the casting vote of the President or Vice President if the President is absent shall prevail.

Section 7.7

The Executive Board is the governing and administrative body of the Fellowship and acts in accordance with the will and general directions of the Assembly, to which it is directly accountable and from which it can be dismissed. The Executive Board is vested with the broadest powers for the ordinary and extraordinary management of the Fellowship, without limitation.

Section 7.8

The elected members of the Board shall perform their duties free of charge, except for the right to reimbursement of expenses.

Section 7.9

Meetings are valid when the majority of the members are present and resolutions are passed by a simple majority of those present.

Section 7.10

The Executive Board meets when convened by the President and when at least one third of the members so request.

Section 7.11

The Executive Board

- a) elects the President, the Vice-President, the Secretary and the Treasurer
- b) deliberates and approves the constitution, the organisational structure, the Statutes and the eventual dissolution of the Teams, as well as the constitution, the organisational structure, the Statutes and the eventual dissolution of any kind of intermediate organisational structures that are deemed appropriate between the Teams and the Central Structure of the Fellowship;
- c) ratifies the decisions of the competent Teams' bodies regarding the acceptance or rejection of Members' applications for admission;
- d) determines the amount of the Fellowship membership fees;
- e) adopting disciplinary measures;
- f) prepares any regulations for the functioning and operation of the Fellowship, compliance with which is mandatory for all members;
- g) verifies the progress of day-to-day administrative business;
- h) proposes to the Assembly the guidelines for the annual programme of activities of the Central Structure;
- i) deliberate and update when necessary the detailed plan of projects, initiatives and activities of the Central Secretariat, based on a proposal by the President
- j) acting on a proposal from the President, deliberate on proposals concerning statutory and regulatory provisions to be submitted to the Assembly for approval
- k) proposes to the Assembly the dissolution of the Fellowship, on the Chairman's proposal and with the unanimous vote of those entitled to vote;
- l) it decides on any other matter that the President deems necessary to submit to it and that is not included in the competences of other bodies.

Section 7.12

The Board of Directors shall be convened by the President, or in case of his impediment or absence, in sequence, by the Vice-President, by any means suitable to provide positive confirmation of notification to each individual addressee and, provided that this general criterion is respected, may be carried out by different means to the different addressees by written notice to be given by the President.

Section 7.13

Meetings of the Executive Board shall be chaired by the President or, in case of his impediment or absence, sequentially by the Vice-President or, finally, by the most senior in age of the members present.

Section 7.14

If, for any reason, a member of the Board of Directors ceases to serve, he/she shall be replaced, where possible, by the first of the unelected candidates until the interrupted term of office is completed: if there are two or more candidates who have obtained the same number of votes, the oldest one shall be appointed; if, however, there are no more unelected candidates and therefore no replacement can take place, the Board of Directors shall remain in office until the majority of its members have been elected.

Section 7.15

If, for any reason, the majority of the members in office cease to exist and no replacement is possible, the entire Board of Directors shall be deemed to have lapsed, and the Assembly shall appoint a new Board.

Section 7.16.

Pending the elections, the remaining members of the Board of Directors shall remain in office to carry out the ordinary administration and to convene the Assembly.

ARTICLE 8 - TERRITORIAL TEAMS OR "CUISINES"

Section 8.1

Any person who requests and is eligible shall become a member of the Fellowship through membership in a Team.

Section 8.2

The application for membership may be freely submitted to any Team, regardless of the applicant's place of residence, usual domicile, place of work or citizenship.

Section 8.3

Teams can be set up if at least three persons apply for membership.

Section 8.3

The Executive Board may proceed, at its sole discretion, to modify the Teams on the basis of organisational and operational needs: **the Executive Board shall at the same time deliberate the adoption of these By-Laws to the new Teams.**

Section 8.4

Each Team shall have its registered office and operational headquarters at the location deemed appropriate by the membership, subject to approval by the Fellowship Board of Directors: it is permissible for the registered office and operational headquarters to be located at different locations if deemed appropriate and necessary.

Section 8.5

In the event it is so decided by the Board of Directors of the Team, more than one subsidiary place of operations may be established in addition to the principal place of operations: such subsidiary place of operations shall be known as Territorial Cuisines.

ARTICLE 9 - FISCAL MATTERS

Section 9.1

The financial resources shall consist of

- a) membership fees of the members, which are non-returnable and non-transferable;
- b) contributions from members;
- c) contributions from private persons, companies and individuals;
- d) contributions paid by public administrations for carrying out, under agreement or accreditation, activities with social aims in accordance with the institutional purposes;
- e) funds received as a result of public collections made occasionally, including by offering goods of modest value or services to donors, in connection with celebrations, anniversaries or awareness campaigns;
- (f) donations and legacies;
- g) proceeds from institutional activities, complementary activities;
- h) contributions from the State and Local Authorities in support of projects carried out within the scope of the statutory purposes;
- i) any other type of resource deemed appropriate and suitable by the Board of Directors.

Section 9.2

The amount of the membership fee is decided annually by the Board of Directors.

Section 9.3

Each fee relates to a life membership: Teams are required to pay a full fee even for those members who are admitted during the financial year.

Section 9.4

No later than ninety (90) days before the beginning of the financial year, the Executive Board shall prepare and submit for approval to the Assembly a draft budget of income and expenses for the following financial year accompanied by the guidelines of the annual program of activities and send it to the President of the Fellowship for approval by the Executive Board.

Section 9.5

Within 120 (one hundred and twenty) days after the close of the financial year (July 1-June 30), the statement of accounts prepared by the Executive Board shall be submitted to the Assembly for approval, and shall then be sent to the President of the Fellowship for ratification by the Executive Board.

Section 9.6

Upon receipt of notice of ratification, the financial statement shall remain on file in the official records of the Team, available to all members.

Section 9.7

If the President of the Fellowship, after consultation with the Treasurer, finds irregularities or otherwise problematic aspects in one or more of the documents received, within and not later than thirty (30) days after the date of receipt he may propose to the Board of Directors to suspend their enforceability: in such case, within and not later than ten (10) days after the date of the resolution of the Board of Directors, the President shall send to the President of the Team concerned a recommendation containing the corrective measures to be taken.

ARTICLE 10 - COMPLIANCE WITH THE RULES OF THE RI

Section 10.1

The W.F.R.G. shall abide by the policies of Rotary International regarding professional clubs as set forth in the Rotary Code of Policies. The board of directors and officers of this corporation shall be familiar with such policies and any amendments thereto as may be adopted from time to time by the board of directors of RI.

Section 10.2.

These bylaws shall be revised every three years.

Section 10.3.

These bylaws may be amended as follows: Any member may propose a change to these bylaws by submitting the proposed change to the Secretary of the Fellowship. The Secretary will forward the proposed change to the members of the Board for their review. Within 30 days, the President will call a meeting of the Council (the meeting may be by electronic means) 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 members. Members will have 10 days to return the ballot to the Secretary. An affirmative vote of the majority of votes received is required to change these rules. Changes to these bylaws must be consistent with the RI Constitution and Bylaws and the Rotary Code of Policies.

ARTICLE 11 - HARASSMENT-FREE ENVIRONMENT

Section 11.1

W.F.R.G. is committed to maintaining a harassment-free environment. Harassment is defined as any conduct, verbal or physical, that denigrates, insults, or offends a person or group based on any characteristic (age, ethnicity, race, colour, ability, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity).

All members and individuals attending or participating in W.F.R.G. meetings, events or activities should expect an environment free of harassment and should help maintain an environment that promotes safety, courtesy, dignity and respect for all. All allegations of criminal activity must be reported to the appropriate local authorities.

Section 11.2

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.

Section 11.3

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.