### BYLAWS 11/03/2025 – AMENDED AS PER RI GUIDELINES

DRAFT

Main amendments to the current set of bylaws are indicated in blue.

Once the Board approves this amended version, it needs to be sent to RI for final approval.

## Previous Amendments:15 August 2021, 24 June 2022, 28 June 2024

**BYLAWS OF THE INTERNATIONAL ROTARY FELLOWSHIP OF HEALTHCARE PROFESSIONALS (IRFHP)**

IRFHP *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.*

*These bylaws are subsidiary to the Constitution of the Fellowship and any determinations by the Rotary International Board of Directors. They are intended or its day-to-day governance and to ensure compliance with RI guidelines.*

[CLICK HERE TO ACCESS THE CONSTITUTION OF IRFHP](https://rotaryhealthprofessionals.org/wp-content/uploads/2022/07/Rotary_Fellowship_Healthcare_Proff_Constit-2.pdf)

## COMPLIANCE WITH RI POLICIES

1. These standard bylaws may be amended only by the RI Board of Directors.
2. IRFHP must adopt RI’s amendments to the standard bylaws once the general secretary communicates such amendments to Rotary Fellowships.
3. Notwithstanding the above provision, IRFHP may adopt amendments and administration procedures not in conflict with the provisions of these bylaws and the constitution and bylaws of Rotary International. Amendments may be made at a meeting of the Fellowship, if a quorum is present, by at least a two-thirds vote of all voting members.
4. IRFHP shall comply with Rotary International’s policies for Rotary Fellowships and Rotary Fellowships Standard Bylaws, as set forth in the Rotary International 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.

## BYLAW I

1. The name of the organisation shall be International Rotary Fellowship of Healthcare Professionals (IRFHP) (as stated in the Constitution Article I)

## BYLAW II – PURPOSE, MISSION AND OBJECTIVES

1. To encourage fellowship among Doctors and Healthcare Professionals by Physical or online meetings locally, regionally, nationally or internationally.
2. Communication by newsletters, emails and by other platforms.
3. Visits and engagements for professional development and for friendship.
4. To encourage participation in health programs by volunteering, advising or serving the needy; by visiting and offering training, as well as, sharing experience with colleagues.
5. To maintain contact with other members of the Fellowship by visits and exchange programs as well as by electronic communication.
6. To recognize individuals who have provided exceptional service.
7. To seek collaboration with other Rotary Networking and Services Group, Professional bodies and institutions, Governmental and non-Governmental agencies.

## BYLAW III – MEMBERSHIP, DIVERSITY, TERMINATION

Categories of membership (Life, Associate and Honorary) are as detailed in the Constitution Article V).

1. Membership is open to practising and retired Rotarian Doctors and Allied Healthcare Professionals – Rotarians and non-Rotarians.
2. IRFHP 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.
3. The Fellowship’s commitment to inclusivity is codified in its Equality and Diversity Policy
[(CLICK HERE)](https://rotaryhealthprofessionals.org/wp-content/uploads/2024/12/Equality-and-Diversity-Policy_2024.pdf)
4. The Board of Directors, by affirmative vote of two-thirds, may suspend or terminate a membership for cause after an appropriate hearing.
5. Any member may resign by filing a written resignation with the Secretary.
6. 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.

**BYLAW IV BOARD OF DIRECTORS**

1. The Fellowship shall be governed by a Board with no fewer than three members representing at least two countries. The Board of Directors shall be Life members of the Fellowship.
2. Terms for Directors may last from one to six years. Directors’ terms are renewable. After six consecutive years of service, Directors are ineligible to serve until three years have passed. Terms shall commence on 1 July of the calendar year elected and end on 30 June of the terminal year. Any changes to Board Members will be approved and documented accordingly.

**BYLAW V - ELECTION OF DIRECTORS AND OFFICERS**

1. A Nominating Committee shall be appointed by the Fellowship’s Board of Directors and so indicated in a notice to the members. Notice sent to the last known e-mail 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.
2. The nominating committee shall scrutinize the nominations and prepare a list of the most skilled nominees to serve on the Board. In making their choice they would consider the skills needed. If there are not enough skilled nominees, the committee may nominate other members to fill the gap. The nominating committee may recommend special areas of responsibility for Board members.
3. The Board will consider the nominations thus submitted by the Nominating Committee but may make its own nominations and recommend areas of responsibility. The Board’s decision shall be final.
4. 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 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.
5. The Nominating Committee shall tally the votes cast for candidates in decreasing order and declare as elected the required number of Directors starting from the highest number.
6. 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 and shall take office on the next 1 July.
7. 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.
8. 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.
9. 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.

## BYLAW VI – ANNUAL MEETING

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.

## BYLAW VII – IRFHP BOARD OF DIRECTORS AND OFFICERS

1. OFFICERS AND EXECUITIVE COMMITTEE OF THE FELLOWSHIP – The Fellowship shall be administered by an Executive Committee from at least two different countries – consisting of the following officers - International Chairman, International Secretary, International Treasurer and 2 Vice Chairs.
2. 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.
3. IRFHP BOARD – will consist of the Officers, Immediate Past Chairman and a maximum of 12 additional board members.
4. International Chair will
Chair meetings and represent the Fellowship to other organisations.
Coordinate, in consultation with other officers, the activities of the Fellowship including liaison with Rotary and other Fellowships in a democratic way.
Be the link person with Rotary International.
5. International Vice-Chairs will
Chair meetings or take action, in the International Chairman's absence and undertake any other duties assigned to him or her by the Chair.
6. International Secretary will
Organise meetings and activities of the Fellowship and assist the Chair in carrying out his/her duties and be the link person for IRFHP and any branch entities.
7. International Treasurer will
* Keep records concerning income and expenditure and undertake related correspondence.
* Present in May of each year to the Board and in June to the AGM a budget for approval for the ensuing Rotary year.
* Present to the Board regular updates and offer advice about financial matters.
* Present before September an audited or independently examined account for the previous Rotary year for approval. The Board will cause it to be published on the Fellowship’s website before 1st of October.
* All donations to this fellowship shall be held in strict confidence although donor information and amounts of donations may be released to auditors and tax authorities. The treasurer will be the keeper of this information, and it will be revealed to board members or statutory authorities only on a need-to-know basis as determined by the treasurer. We will not accept anonymous donations. We will not publish a listing of donors as a matter of policy.[[1]](#footnote-1)
* In all fiscal matters the Treasurer will be accountable to the Board and will follow the anti-fraud policy.

[ANTIFRAUD POLICY – CLICK HERE](https://rotaryhealthprofessionals.org/wp-content/uploads/2024/12/Anti-Fraud-and-Anti-Corruption-Policy_2024-1.pdf)

1. BOARD MEETINGS: Online Board meetings are held on a regular basis – usually 10 times a year. The Chair may call additional meetings for which at least 7 days’ notice must be given. Additional meetings may also be called at the request of three or more Board members. Board meetings are quorate if a third of total membership is in attendance. It is expected that each Board member will attend at least 50% of the Board meetings and will lead on specific areas of responsibility assigned to him/her by the Board.
2. Members with special responsibilities
The Board will seek from within its members those with special skills to undertake the following responsibilities:
3. Membership Secretary who will
respond to enquiries, correspond with members and potential members; keep an up-to-date membership list, membership dues and other membership related issues in consultation with the Board.
Keep members informed of changes and important issues.
Communicate primarily by electronic means.
4. Webmaster who will
be responsible for keeping Fellowship’s website uptodate and managing other social media platforms
5. The Board may Co-opt, for limited period, additional members with special skills if and when required to undertake specific tasks.

## BYLAW VIII - ORGANISATION OF THE INTERNATIONAL ROTARY FELLOWSHIP OF HEALTHCARE PROFESSIONALS

1. IRFHP recognises that in fulfilling its mission it must adopt a policy of ‘global thinking and local action’. Accordingly, the Board may delegate its responsibilities for its mission and objectives (vide IRFHP CONSTITUTION ARTICLE III and IV) to branches which may be geographical (country or region) or those with any special interest.
2. Each branch must have at least three Life members of IRFHP in an active role.
3. The branch will be known by the name - International Rotary Fellowship of Healthcare Professionals (country/region/special interest)
4. Membership of the branch will be open to practising or retired Rotarian and non-Rotarian Doctors and Allied Health Professionals.
5. The lead person of the branch will be known as Chairman/Chairperson RFHP (………) and will be a Life member of IRFHP.
6. The Chairman/Chairperson will report to the IRFHP Board at least twice a year.
7. If a vacancy exists that is not immediately filled by that Branch the IRFHP Chairman may appoint a successor, with the concurrence of the IRFHP Board.
8. Subject to the approval of the IRFHP Board, a branch may develop its own administrative structure, action plan, membership fee and promotional material.
9. The terms of office of the leaders of RFHP, election and accountability will be the same as those of IRFHP.
10. IRFHP will ensure that branches remain aligned to its mission and objectives and that they function within its Constitution and Bylaws as well as in accordance with Rotary International rules and regulations. If there is a conflict of interest IRFHP reserves the right to instigate due process to set things right or if necessary, dissolve such branches. IRFHP’s decision in all such

## BYLAW IX - MEMBERSHIP FEES AND FISCAL MATTERS

1. Life membership fee is £80 paid at the time of joining. Associate membership fee is £12 paid at the time of joining.
2. The fiscal year of the Rotary Fellowship shall be the same as the Rotary year, i.e.1 July through 30 June.
3. Funds shall be deposited in a financial institution approved by the Board of Directors.
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

## BYLAW X - AMENDMENTS TO THE BYLAWS

1. The bylaws can be amended or rescinded by the Board with the consent of, at least, two thirds of those present at the meeting.
2. Any member of IRFHP may submit proposed and seconded amendments to the bylaws, in writing, to the Board.
3. The Board shall review and recommend approval or amendment or denial of any such proposal. The Board’s decision shall be final.
4. Each approved proposal with any amendments shall be voted upon separately, by the Board.
5. The Board will maintain a transparent policy about communicating promptly to members all constitutional matters.

## BYLAW XI HARASSMENT-FREE ENVIRONMENT

1. IRFHP 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).
2. 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.
3. 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 behaviour.
4. The Rotary Fellowship shall report allegations of harassment to the alleged offender’s club president and district governor.
5. 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.
6. IRFHP’s commitment to these goals are codified in the following policies:

[DIGNITY POLICY – CLICK HERE](https://rotaryhealthprofessionals.org/wp-content/uploads/2024/12/Dignity-Policy_2024.pdf)

[RISK MANAGEMENT – CLICK HERE](https://rotaryhealthprofessionals.org/wp-content/uploads/2024/12/Risk-Management-Policy_2024.pdf)

[DATA PROTECTION – CLICK HERE](https://rotaryhealthprofessionals.org/wp-content/uploads/2024/12/Data-Protection-Policy_2024-1.pdf)

## BYLAW XII

1. The International Rotary Fellowship of Healthcare Professionals (UK) Trust Fund is a registered charity in England and Wales (Registration number 1195213) set up in November 2020 to implement humanitarian projects on behalf of the IRFHP Board. The charity will be governed by Trustees appointed by the Board who shall hold and apply the Trust Fund and all other monies which may from time to time be received by the Trustees UPON TRUST to apply both the capital and income thereof to or for the relief of the poor and needy anywhere in the world or such other charitable purposes as the Board of Directors of IRFHP (hereafter referred as ‘the Board’) shall in duly constituted meeting from time to time direct.

IRFHP TRUST - DEED CLICK HERE

## BYLAW XIII TIMELINE

The timeline below is given as a guide:

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|   |   |   |
| March | The Current Board appoints a Nominating Committee and decides the date of the AGM (within the current Rotary year – preferably in June). Soon after the Board meeting the International Secretary sends out notice of the date of the AGM to all members. Notice period 60 days. | The Board meeting is usually on the last Friday of March. Notice needs to be sent out within a few days.  |
| April | Soon after the March Board meeting, the Nominating Committee will invite from eligible current the board members expression of interest to continue on the Board. The Committee works out the ‘vacancies’ and calls for nominations from the members.  | Call for nominations before 10th April. Deadline 25th April. The nominating committee may submit its own nominees for approval to the Board. The Board may add its own nominations.  |
| April | April 25 – 30. The nominating committee sends out ballot papers. Notice period 30 days.  | The nominating committee indicate that the nominations should be returned within 30 days. |
| May | Nominating committee meet to tally the votes and submits to the Board a list of Board members (elect). |  |
| May | The ‘Board elect’ meets to appoint is ‘Officers’ for the new Rotary year. The International Secretary circulates to members Annual General meeting agenda and other papers, together with a list of the elected Board members and Officers. | May Board meeting (usually last Friday) |
| June  | AGM – installation of the new Board and Officers. |   |

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1. Added in August 2021 [↑](#footnote-ref-1)