



High Country PETS

Bylaws

June 12, 2020

Article 1.

General

- 1.1 **Name.** As provided in the Articles of Incorporation filed with the Colorado Secretary of State, the name of the corporation is Rotary High Country PETS (hereinafter referred to HC PETS).
- 1.2 **Controlling Laws and Instruments.**
- a. These Bylaws are controlled by and must always be consistent with the Colorado Revised Nonprofit Corporation Act, the Constitution and the Bylaws of Rotary International, and this Corporation, as each may be amended or supplemented from time to time.
 - b. This Corporation is intended to qualify as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (Code); and it is intended that contributions made to this Corporation are to be deductible under Section 170(c) of the Code. The purposes and powers of this Corporation are specifically restricted (or expanded, as necessary) so that this Corporation is so qualified and contributions to this Corporation are so deductible.
- 1.3 **Purpose.** The Corporation is organized exclusively for charitable and educational purposes. Within such purpose, the Corporation is to support its Members by assisting them to fulfill their obligation to educate and train individual Rotarians to follow Rotary's Guiding Principles, including the Object of Rotary, The Four-Way Test and the Avenues of Service as described in the Rotary International Manual of Procedures. [HC PETS provides training materials, educational speakers, resources within RI and breakout sessions for each PE and PEN of each member district to help them lead their club. The training provides assistance for each PE/PEN in the areas of club administration, club membership, club public image, starting club projects and understanding the Rotary Foundation.](#)
- 1.4 **Definitions.** The following acronyms are used throughout this document and are explained below:
- a. AG – Assistant Governor
 - b. DG – District Governor
 - c. DGE – District Governor-Elect
 - d. DGN – District Governor Nominee
 - e. ExComm – Executive Committee
 - f. FC – Finance Committee
 - g. HC PETS – High Country President-Elect Training Seminar
 - h. PE – President-Elect of Member clubs
 - i. PEN – President-Elect Nominee of Member clubs
 - j. RI – Rotary International
 - k. SAA – Sergeant at Arms
- 1.5 **Principal Office.** The principal office of the Corporation is to be located at 2642 S Brentwood Ct, Lakewood, CO 80227. The ExComm may establish another office location within or outside of Colorado if the current Treasurer is replaced.

- 1.6 **Registered Agent.** The registered agent and office of the Corporation are specified in the Articles of Incorporation but may be changed at any time by the ExComm by filing proper documentation with the Secretary of the State of Colorado.
- 1.7 **Insurance.** By mutual agreement of the members, liability insurance coverage is provided by each member district's umbrella policy, which is beyond that provided by RI, as recommended by the FC and approved by the ExComm.
- 1.8 **Leadership Planning Committee.** HC PETS **Leadership Planning Committee** shall be filled by the current DG, DGE and DGN of each member district, Administrator, Lead Trainer, Treasurer, Head Registrar, HC PETS Chair, Chair-Elect and Chair-Elect Nominee, District Trainers, Materials Leader, Website Administrator, Hotel Liaison/Planner, Audio/Visual and Sergeant of Arms of each member district for each Rotary Year July 1-June 30 and approved by the ExComm if required by the original appointment.
- 1.9 **Decorum.** These Bylaws are intended to serve as a guide, which will provide structure and continuity to the operation of the Corporation. They are intended to provide for the protection and proper use of the funds which have been provided by member districts. The guiding principles of the corporation should always be the Object of Rotary, as incorporated in Article III of the Constitution of Rotary International and the things we think, say and do should be measured against the Rotary Four-Way Test.

Article 2. Members

As provided in the Articles of Incorporation, the Members of the Corporation will be comprised of Rotary International Districts 5390, 5420, 5440, 5450, 5470 and 5630.

If a member district decides to drop their HC PETS membership, the District Governor of that district will need to file a written notice to the HC PETS Chair or Administrator. This notice has to be made at least 24 months prior to the next scheduled HC PETS seminar and shall state that he/she is withdrawing their district membership in HC PETS. The written notice shall include a written confirmation of the same by that District Governor's District Executive Committee.

Article 3. Officers and Duties

- 3.1 **Officers.** Officers of the Corporation are the DGE and DGN of each Member District, HC PETS Administrator, HC PETS Chair, HC PETS Lead Trainer and HC PETS Treasurer that are also members of the Member Districts.

3.2 HC PETS Chair Duties

- a. Determine committee meeting objectives and agenda in consultation with the HC PETS Chair-Elect and HC PETS Administrator.
- b. Communicate meeting schedules to the HC PETS leadership
- c. Preside over HC PETS committee meetings.
- d. Follow up to ensure all tasks are being completed.

3.3 HC PETS Treasurer Duties

- a. Work with HC PETS Administrator, Chair and Chair-Elect on budget.
- b. Pay bills in a timely manner.
- c. Maintain financial documents for 7 years.
- d. Receive/deposit HC PETS revenue.
- e. Produce Income/Expense statement monthly or as needed.
- f. Produce budget variance report monthly or as needed.
- g. Maintain historical expense comparison document.
- h. Complete Form 990 annually.

3.4 HC PETS Administrator Duties.

- a. Prepare/update HC PETS flyer and other promotional information.
- b. Work with HC PETS Chair, Chair-Elect on budget and meeting agenda.
- c. Maintain/ensure critical task list is completed.
- d. Help HC PETS Lead Trainer to assign PE/PEN groups to breakout rooms.
- e. Prepare/review "event scripts" for DGEs.
- f. Maintain leadership committee member list.
- g. Prepare/distribute/report event evaluations.
- h. Attend all leadership committee planning meetings, HC PETS and Multi-District PETS Alliance meeting held annually in Evanston, IL.
- i. Arrange for speaker honorariums.
- j. Approve most or all requests for reimbursements and/or vendor invoices.

3.5 HC PETS Lead Trainer Duties.

- a. Work with district trainers to ensure overall training plan.
- b. Work with DGEs to identify facilitators for HC PETS.
- c. Ensure HC PETS facilitators have all the information needed.
- d. Identify facilitator needs for breakout sessions.
- e. Conduct facilitator training.
- f. Work with HC PETS Administrator on breakout sessions.
- g. Oversee PEN sessions and AG training sessions.
- h. Conduct post HC PETS debrief with facilitators.

3.6 DGE/DGN Duties.

- a. Promote HC PETS within their districts.
- b. Involved in all leadership committee planning meetings.
- c. Work with HC PETS Administrator on obtaining speakers for plenary sessions.
- d. Conduct district breakout sessions.
- e. Obtain commitments to attend HC PETS from club PEs/PENs in their district.

Article 4 Committees

- 4.1 Executive Committee.** An Executive Committee shall govern the Corporation. The ExComm members shall be: DGEs and DGNs of each member district, HC PETS Administrator, HC PETS Lead Trainer and HC PETS Chair.
- a. ExComm shall have control and general management of the affairs and business of the Corporation and subject to these Bylaws, may adopt such rules/regulations for that purpose and the conduct of its meetings.
 - b. ExComm shall meet to conduct the business of the Corporation in special meetings as needed.
- 4.2 Planning Committee.** The Planning Committee consists of DGs, DGEs, DGNs, HC PETS Administrator, HC PETS Lead Trainer, HC PETS Chair, District trainers from each member district, Head registrar, Audio/Visual chair, Hotel Liaison/Planner and Materials leader.
- 4.3 Finance Committee.** The Corporation shall have a Finance Committee consisting of the HC PETS Administrator, HC PETS Chair and Chair-Elect and HC PETS Treasurer.
- a. FC shall prepare/present a draft budget for the upcoming Rotary year and present it to the HC PETS leadership ExComm at its July meeting.
 - b. FC shall review financial matters, funding requests from the leadership, previous years expenditures and any other information needed to prepare the budget.
 - c. FC is responsible for review of all requests for reimbursements from HC PETS leadership Planning Committee HC PETS facilitators and HC PETS speakers following the guidelines in Appendix B of the HC PETS Guidelines pages 10-11 (copy attached).
 - d. The FC shall meet as necessary to carry out its duties.
- 4.4 Additional Committees.** Leadership of all additional committees shall be Rotarians, within the six districts, who are willing to serve in each capacity until they relinquish their responsibility to another Rotarian. These committees may be changed or added at the discretion of the ExComm:
- a. Head Registrar.
 - b. Vendors/Sergeant of Arms.
 - c. Materials leader.
 - d. Audio/Visual
 - e. Website Administrator.
 - f. Hotel Liaison/Planner

Article 5 Finances

- 5.1 **Overview.** HC PETS and the activities of the **leadership Planning Committee** are self-sustaining and supported by registration fees, donations and sponsorships. The six member districts aren't expected to provide financial support unless the total remaining funds of HC PETS after all expenses are paid drops below \$25,000, **the current reserve**. In the event that occurs, the procedure in section **5.2 6.2** will apply.
- 5.2 **Deficits.** If the net remaining funds of HC PETS after all expenses are paid drops below \$25,000, each district will be required to submit funds to bring the reserve up to that amount. The amount each member district submits will be determined as follows: 1. determine the number of clubs that did not send a PE to HC PETS, 2. divide the dollar amount below the \$25,000 reserve by that number, 3. multiply that amount by the number of PEs for each district that did not attend. Each district will be billed at that rate and expected to reimburse this amount within 60 days of invoicing by the PETS administrator. For example: #1 was 80, the amount below the \$25,000 reserve was \$4,000 so #2 would be \$50. So if a district had 10 PEs that did not attend HC PETS, the amount of #3 for that district would be \$500.
- 5.3 **Surplus.** If after all expenses are paid for that year's PETS there is a surplus, **it that surplus will be returned to each district by prorating based on the total number of paid PEs, PENs and AGs of each district that attended that year's PETS expressed as a percentage of the total paid from those groups. will be added to the HC PETS reserve (currently at \$25,000) and can be used to reduce subsequent year's costs or as a scholarship fund.**
- 5.4 **HC PETS Expenditures.**
- a. Expenditures of HC PETS may be made by the HC PETS Treasurer upon authorization of the HC PETS Administrator and/or HC PETS Chair in person or by electronic means.
 - b. All HC PETS **Planning Committee** expense reimbursements are made according to article 7.
 - c. HC PETS seminar held annually shall be financed through registration fees, donations, sponsorships or distributions from the HC PETS reserve fund. It is the intent to operate at the lowest possible registration fee to encourage attendance and still cover costs to protect the reserve fund of \$25,000.
 - d. **Annual Review.** Once the financial records for the prior HC PETS year are complete, an audit of financial statements and the tax return will be conducted by a committee composed of the HC PETS Administrator, HC PETS Chair and Chair-Elect. This audit will be presented to the HC PETS ExComm for approval.

Article 6

Committee expense Reimbursement Policy

6.1 HC PETS Planning Committee members

- a. First planning meeting held each summer will cover the cost of the meeting room and may cover the cost of the lunch. Lodging and travel expenses are not covered by HC PETS.
- b. HC PETS seminar registration/meal package is paid for each committee member. Each committee member must attend at least 50% of the planning meetings in any given year to be eligible for this reimbursement.

6.2 HC PETS Facilitators and other Multi-District Trainers

- a. Registration/meal package and lunch on the first day of HC PETS expense for group breakout facilitators is covered by HC PETS. Hotel expense for up to three nights at HC PETS is covered at 50% of the total group rate cost.
- b. If the facilitator is also a member of the planning committee, there will be no duplication of expense reimbursement.

6.3 HC PETS Administrator and Lead Trainer

The approved budget for HC PETS each year will include a set amount to be used by these individuals living over 100 miles away from Denver to help cover travel/lodging expenses for any required Denver meetings.

6.4 Multi-District PETS Alliance Annual Meeting at RI headquarters

Up to two HC PETS Planning committee members will each be reimbursed for 50% of the airfare/lodging expenses. The Administrator and Chair-Elect are usually the committee members in attendance but can include other committee members. Registration expense is covered by HC PETS.

Article 7

Meetings

- 7.1 HC PETS **leadership planning committee** meets at a minimum monthly. The first and last meeting occurs in person in July and immediately after HC PETS is finished for that HC PETS year. All other meetings occur via **Zoom** teleconferencing. All teleconference meetings are recorded. The scribe takes notes at all the meetings and will serve as the record of the meetings.
- 7.2 At each meeting, all **planning** committee members plan the educational programs and training sessions for the upcoming HC PETS. The budget is reviewed and revised as needed.

- 7.3 The purpose of HC PETS is to orient, train, inform and prepare each club PE for their upcoming year. Through the meetings, committee members plan training and educational sessions to accomplish that for the PE.

Article 8 Voting

- 8.1 **Voting Members.** The following leadership of HC PETS are voting members: HC PETS Administrator, HC PETS Chair and DGEs from each member district.
- 8.2 **Members Votes.** The voting members are entitled to vote on any matter to be voted on by HC PETS.
- 8.3 **Quorum and Vote.** For any meeting where a vote is to be taken, a quorum is established when a simple majority of the voting members are present in person or electronically. Any measure to be voted will be carried by an affirmative vote of a simple majority of the voting members.

Article 9 Amendment of Bylaws

The Executive Committee may amend these Bylaws at any time to add, change or delete a provision. An amendment to these Bylaws shall require a two-thirds (2/3) vote of the members of the ExComm.

Article 10 Dissolution

- 10.1 **Procedure for Dissolution.** HC PETS shall exist until either the member districts determine that it shall be dissolved or RI sends HC PETS a directive to cease operations. HC PETS may be dissolved upon a vote of two-thirds vote of the voting members as listed in section 8.1 9.1 of Article 8. 9 and upon their agreement of a plan to disburse If upon dissolution of HC PETS any residual funds exists, HC PETS ExComm will determine whether those funds go to the member District's foundations, if any, to the RI Foundation or to another 501(c)(3) organization. If upon dissolution of HC PETS a deficit exists the HC PETS ExComm will request a deposit from each member district to cover that deficit. if a deficit exists If RI sends HC PETS a directive to cease operations, the ExComm of HC PETS will begin dissolution proceedings.

Approved and Adopted by the Executive Committee of the Corporation on the _____
day of _____ 2020

HC PETS Chair

HC PETS Administrator