

BYLAWS OF NCPETS, INC.

PREAMBLE

NCPETS, Inc. (“NCPETS”) is organized to provide a multi-district presidents-elect training seminar for incoming Rotary International (“Rotary”) club presidents in Districts 5950, 5960, 5970, 6000 and any Rotary district which becomes a member in the future (each hereinafter referred to individually as a “District” and collectively referred to as the “Districts”). The multi-district composition of NCPETS encourages sharing of resources, knowledge, skills, and experience for incoming presidents-elect to improve and enhance their leadership skills in conformance with Rotary requirements.

ARTICLE I. INCORPORATION.

1.1 Name. The name of the corporation shall be NCPETS, Inc. It is referred to in these Bylaws as NCPETS, and this acronym shall be used in all official correspondence for the corporation.

1.2 Registered Office. The registered office of the corporation shall be established and supported by the NCPETS Board of Directors at an appropriate location and within one of the Districts. The current registered office is the District 5960 office, which is located at: Suite 820, 1700 West Highway 36, Roseville, Minnesota 55113.

1.3 Legal Status. The corporation is registered in the State of Minnesota as a Minn. Stat. 317A Non-Profit Entity.

1.4 Membership. The members of the corporation are Rotary Districts 5950, 5960, 5970 and 6000.

1.5 Withdrawal and Addition of Members. Any addition of a new Rotary district to NCPETS or removal of one of the Districts from NCPETS shall be initiated by written petition submitted to the Board of Directors, as defined below, from the new Rotary district(s) seeking to join or the District(s) seeking to withdraw from the corporation. The petition shall be referred to the Executive Committee for its recommendation. The Board of Directors shall act on the petition upon receiving the recommendation of the Executive Committee. All funds of NCPETS shall be retained by NCPETS with no portion thereof paid to the withdrawing member, except only as otherwise provided by these Bylaws. EVERY DISTRICT ADDED TO THE CORPORATION SHALL AGREE TO FOLLOW THESE BYLAWS AND THE CURRENT NCPETS MANUAL OF POLICY & PROCEDURES THEN IN EFFECT AND SHALL EXECUTE THESE BYLAWS PRIOR TO JOINING THE CORPORATION AS A MEMBER.

1.6 Dissolution. This corporation shall be dissolved upon the unanimous vote of the Board of Directors or upon the withdrawal of the Districts in an amount that would leave only one district member. Upon dissolution the funds of the corporation, after payment of all expenses, shall be donated to a nonprofit organization with a federal tax-exempt

designation. This provision is subject to compliance with applicable provisions of the Minnesota and federal statutes that govern dissolution of non-profit corporations.

ARTICLE II. PURPOSE OF CORPORATION.

2.1 Training. The purpose of NCPETS is to plan and conduct a seminar each year by coordinating the training efforts of the Districts to prepare club presidents-elect to assume leadership responsibilities in their respective Rotary Clubs; and to promote a thorough grasp of the basic fundamentals of the management of a successful Rotary Club. NCPETS provides the presidents-elect with the invaluable experience of fellowship with presidents-elects from their own and other districts, as well as the unique opportunity of being with, and learning about, Rotary from experienced Rotarians.

2.2 Mandate. Each incoming Rotary club president must be trained before assuming office. When attendance at NCPETS is not possible, attending another multi-district presidents-elect training should be the first option. It is the responsibility of the District governor-elect (“DGE”) of each district to conduct and verify that this training has taken place.

2.3 Additional Goal. NCPETS shall provide a structure to develop and train presidents-elect in promoting the objectives of Rotary. NCPETS shall conduct an annual multi-district presidents-elect training seminar to:

1. Sustain, develop and share strategies to increase and engage club membership.
2. Help club leaders create and sustain successful projects that address human needs locally, nationally and internationally.
3. Inform club leaders about humanitarian service and The Rotary Foundation including the benefits that come through financial contributions and program participation.
4. Develop Rotary leaders, who aspire to Rotary leadership beyond the club level. (*Rotary code of policies (RCP) 23.030.2*)
5. Help club leaders tell and share their Rotary story including proper use of the Rotary brand.

ARTICLE III. FINANCES.

3.1 Source of Operating Funds. Funds to support and maintain NCPETS shall be accrued from the receipts of each seminar. NCPETS shall not assess dues to the Districts or its clubs.

3.2 Reserve Fund. The Board of Directors shall establish and maintain a reserve account of approximately one year’s current operating expenses from seminar receipts as determined on July 1st of each year. This reserve shall be maintained in a secure amount which can only be used to cover expenses related to the operation of NCPETS with approval of the Board of Directors. The Executive Committee shall have the authority to

adjust annual seminar fees charged to attendees in order to ensure adequate financial support for the seminar.

3.3 Fiscal Year. Unless otherwise determined by the Board of Directors, the fiscal year of this corporation shall conform to the Rotary Year.

3.4 Authority to Borrow and/or Encumber Assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf or to pledge its credit or to mortgage or pledge its real or personal property unless authorized by a written resolution adopted by the Board of Directors.

3.5 Financial Management. The Board of Directors shall be responsible for the financial management of all NCPETS resources. Annually, the Executive Committee, as defined below, shall review the most recent financial reports for acceptance by the Board of Directors. Each Executive Committee member shall verify and sign the report, which shall be provided to the Board of Directors prior to the annual meeting. All expenditures in excess of \$2,500 shall require two signatures of either the Treasurer, the General Chair, the Vice Chair or Operations Director.

3.6 Deposit of Funds. All funds of the corporation shall be deposited in such bank, trust company or other depository as the Board of Directors may approve or designate in writing. The Treasurer, the General Chair, the Vice Chair and the Operations Director shall be authorized to sign to withdraw funds for NCPETS expenditures subject to the requirements herein.

3.7 Annual Financial Review. The Treasurer and Operations Director shall prepare and submit the final financial report of the preceding NCPETS for review and approval of the Board of Directors. They shall also prepare a budget projection for the subsequent NCPETS. This review shall take place no later than August 31st.

ARTICLE IV. OFFICERS / EXECUTIVE COMMITTEE.

4.1 Officers. The officers of NCPETS shall be:

1. General Chair, Vice Chair, Secretary and Immediate Past Chair, who shall collectively comprise the “Executive Committee” of the corporation. Each of these officers shall be appointed by a District Governor of each member district to ensure that all member districts are represented on the Executive Committee. (Those who have been a District Governor or who have experience in adult education, coupled with extensive experience with Rotary at the District level shall receive preference for appointment to these offices.) The Secretary shall become Vice Chair at the conclusion of his or her term as Secretary, then General Chair, and finally Immediate Past Chair, so that each of these officers serves a term of four years on the Executive Committee. The incoming Secretary shall be appointed by the District Governor of the district represented by the outgoing

Immediate Past Chair. The Executive Committee may modify this rotation at their discretion.

2. Treasurer shall be appointed by the Executive Committee for an indefinite term and serve at the will of the Executive Committee.

3. Operations Director shall be appointed by the Executive Committee and serve for an indefinite term at the will of the Executive Committee. The Operations Director will be a non-voting member of the Executive Committee.

The terms of office will commence on March 1st in each year and conclude on the following March 1st, except for those officers who have appointment for an indefinite term. Terms begin and end at the team meeting immediately following each NCPETS seminar.

4.2 Executive Committee.

1. Powers. The Executive Committee shall be responsible for the day-to-day NCPETS operation decisions and shall be vested with all powers of the Board of Directors except the power to borrow money, approve expenditures- or sign contracts, all of which shall require action by the Board of Directors.

2. Meetings. The Executive Committee shall meet at the discretion of the General Chair or upon the request of any two or more members of the Executive Committee. The participation of three (3) voting members shall constitute a quorum, and a majority of participating members shall be required to act on any measure submitted for consideration. No proxy votes by any means shall be allowed; however, electronic voting is allowed. The members of the Executive Team shall serve from the end of each subject NCPETS to the end of the next NCPETS.

ARTICLE V. BOARD OF DIRECTORS.

5.1 Board of Directors.

1. Members. The governing body of NCPETS shall be its Board of Directors comprised of the following individuals:

- a. The District Governors-elect from the Districts; and
- b. The members of the **Executive Committee** (Secretary, Vice Chair, General Chair, Immediate Past Chair, Treasurer and Operations Director).

2. Meetings. Meetings shall be held at the call of the General Chair of the Executive Committee or upon the call of any three (3) or more voting members of the Board of Directors. Each voting member shall have one vote to cast on each measure presented for consideration.

3. Quorum. A quorum shall exist when five (5) of the eight (8) voting members are participating (physically present or electronically present) representing three (3) of the member districts. A majority of the participating Board members shall be required to act on any measure presented for consideration. If additional districts are added as members, a quorum shall be the same percentage as the above.

4. Notice of Meetings. Notice of meetings of the Board of Directors shall be given by regular mail or electronic mail at least ten (10) days prior to the date set for the meeting, except that the Board of Directors may act in emergency situations on twenty-four (24) hours prior written notice.

5. Attendance. Attendance at each meeting of the Board of Directors may be in person or by electronic communication if the participating member is able to hear and participate in the Board deliberations.

6. Vacancies. Any Board member who is unable to fulfill his or her term shall be replaced by the Board of Directors upon recommendation of the vacating Board member's district.

ARTICLE VI. MISCELLANEOUS PROVISIONS.

6.1 Officer / Board Member Expenses. All expenses incurred by members of the Executive Committee of NCPETS in fulfilling their responsibilities as set forth in these Bylaws, including attendance at the annual NCPETS seminar, shall be paid by the corporation as provided by policies of the corporation. All other officers and Board members shall be reimbursed for expenses incurred in fulfillment of their obligations under these Bylaws pursuant to their respective district's policies and procedures and not by the corporation.

6.2. Participation by Rotarians Outside Member Districts. Rotarians from districts other than member districts may attend NCPETS upon submitting proper registration and payment of the prescribed seminar fees.

6.3 Annual Meeting of DGEs with Executive Committee. Each year the DGEs and the Executive Committee shall meet upon call of the Executive Committee in the month of August or as otherwise determined by the Executive Committee. Attendance at this meeting is mandatory for all DGEs and members of the Executive Committee.

6.4 Annual Transition Meeting. The annual transition meeting shall be held immediately following each NCPETS. Protocol for this meeting can be found in the NCPETS's *Manual of Policies and Procedure*.

ARTICLE VII. AMENDMENT OF BYLAWS

Proposed amendments to these Bylaws shall be submitted to the Executive Committee for recommendation to the Board of Directors. Upon receipt of the recommendation of the Executive Committee, the Board of Directors shall act on the proposed amendment. It is recommended that the Bylaws be reviewed every three (3) years to reflect new legislation, practice or requirements from Rotary.

The above provisions constitute the duly adopted Bylaws of NCPETS, Inc.

Approved by the Board of Directors on _____ (date)

_____, General Chair, District _____

_____, Vice Chair, District _____

_____, Secretary, District _____

_____, Immediate Past General Chair, District _____

_____, District Governor Elect, District 5950

_____, District Governor Elect, District 5960

_____, District Governor Elect, District 5970

_____, District Governor Elect, District 6000