



ROTARY NORTHEAST PETS, Inc.

BYLAWS

July 1, 2010

Revised to 2015

Table of Contents

Article	Subject	Page
Article 1	Definitions	1
Article 2	Purpose of NEPETS	2
Article 3	Membership in NEPETS	2
Article 4	Board of Directors	3
Article 5	Officers	4
Article 6	Working Groups	5
Article 7	Financial Oversight	7
Article 8	Policies	7
Article 9	Amendments	7
Article 10	Parliamentary Authority	7

Bylaws of Rotary Northeast PETS, Inc.

Article 1. Definitions

As used in the bylaws, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Assistant Governor: A Rotarian appointed by the sitting governor to assist the governor with administrative work associated with club operations for designated clubs within an area.
2. AG Program: Assistant Governor Assembly, which is primarily for training incoming assistant governors and is the responsibility of the alternate chair and alternate chair-elect.
3. Board: The Board of Directors of Rotary Northeast PETS, Inc.
4. Bylaws: The official rules and regulations of Rotary Northeast PETS, Inc., provided that if any rule is in conflict with the constitutional documents of Rotary International, such rule is null and void.
5. Club: A Rotary club.
6. District: A group of clubs defined and recognized by Rotary International.
7. Governor: the officer of RI in the district, functioning under the general control and supervision of the RI board, who directly supervises all clubs in the district, provides leadership and ensures continuity.
8. Governor-elect: a Rotarian in a district who has been chosen to serve as governor during the next year. Plural is governors-elect.
9. Governor-nominee: a Rotarian in a district who has been chosen to serve as governor two years hence. Plural is governors-nominee.
10. Governor-nominee designate: a Rotarian in a district selected to serve as governor-nominee 1 July two years prior to assuming office of governor. Plural is governors-nominee-designate.
11. Governor track includes individuals serving as governors-elect, governors-nominee, or governor-nominee designate.
12. NEPETS is the acronym for Rotary Northeast PETS, Inc.
13. NEPETS Planning Committee consists of the Board of Directors, the Governors-nominee, the Governors-nominee designate, the Chair and Alternate Chair, the Chair-elect and Alternate Chair-elect, the treasurer, training advisor and registrar.
14. NEPETS Policies and Practices is a document with guidelines supplementing these bylaws.
15. PETS is the acronym for Presidents-elect Training Seminar
16. PDG is the acronym for Past District Governor.
17. President-elect: a Rotarian who has been chosen to serve as president of a club during the next year. Plural is presidents-elect.
18. RI: Rotary International.
19. Rotary Northeast PETS, Inc.: A non-profit corporation, organized pursuant to New Hampshire R.S.A. chapter 292 and Section 501(c)(4) of the US Internal Revenue Code, and formed for the purpose of annual orientation and training of club presidents-elect in the member districts.

20. Year: The twelve-month period which begins on 1 July.

Article 2. Purpose of NEPETS

The purpose of NEPETS is to provide leadership training to presidents-elect and [delete “incoming”] assistant governors in member districts. This annual multidistrict training is planned and conducted under the direction and supervision of the governors-elect of member districts.

Article 3. Membership in NEPETS

A. The members of NEPETS are [delete “the governors-elect of”] the districts involved. The initial members are [delete “the governors-elect of”] Rotary districts 7780, 7850, 7870, 7890, 7910, 7930, 7950, and 7980.

1. Additional districts may ask to join NEPETS by submitting a request to the board of NEPETS.
2. If an additional district is accepted as a member, there will be a fee based on the average per club asset balance in place on the date of acceptance.

B. Resignation, Suspension or Termination of Membership in NEPETS

1. Resignation

a. Any participating district that seeks to terminate its participation in NEPETS must secure the approval of two-thirds of the clubs in the district to withdraw. The governor-elect shall notify the governors-elect of the other districts of its decision at least one year prior to the date of the next annual multi-district training.

b. Unless resignation will adversely affect the contractual relationships NEPETS has with any facility or vendor, a district may withdraw from NEPETS after notice to the board at least one year prior to the date of the next annual multidistrict training, and in such case, withdrawal is effective immediately. If withdrawal will adversely affect aforementioned contractual relationships, including but not limited to NEPETS' incurring penalties due to facility contracts, the effective date of the withdrawal shall be no sooner than the end of the most recent facility contract.

c. If an individual district withdraws from NEPETS, it will receive its proportional share of the assets of the corporation based on the average asset balance per club upon effective date of withdrawal.

2. Suspension or Termination of Membership

a. The board may suspend or terminate the membership of any district which fails to pay its dues or other financial obligations to NEPETS in a timely manner.

b. The membership in NEPETS of any district eliminated by RI will be terminated by the board, and the board shall determine whether any proportion of the assets of the corporation should be returned after a review of expenses which NEPETS may incur as a result of the termination, including but not limited to any penalties due to facility contracts.

Article 4. Board of Directors

A. Composition

1. The board is composed of the governors-elect of each member district, each of whom serves as a voting director, as well as one [delete "immediate"] past district governor who has been selected to chair the annual presidents-elect training seminar for those governors-elect. The chair presides over board meetings but may not make formal motions and has no vote. The alternate chair may attend board meetings but is not a director, may not make formal motions and has no vote.
2. The chair is chosen by his or her peers no later than December of their governor-elect year, at which time the governors-elect select one of their classmates to serve as PETS chair three years hence and select a second of their classmates to serve as alternate in case the chair is unable to serve for any reason.
3. Any changes in the governors-elect are outside the purview of NEPETS. The board should be notified immediately of any changes made by a member district, and the succeeding governor-elect will immediately become a member of the board.

B. Meetings of the Board

1. First meeting of the year: The new board shall meet during July at the convenience of all directors. The incoming chair shall designate the time and place of such meeting at least thirty days before the date of the meeting. The first meeting of the year shall be considered the annual meeting.
2. Other than the first meeting of the Board, meetings of the board shall be held as necessary and scheduled by the chair after consultation with the governors-elect. Special meetings must be called if requested by more than one-third of the governors-elect.
3. Notice of meetings shall be given to each director by the secretary in writing either by email or through the postal service, not less than five (5) nor more than thirty (30) days before the date of the meeting, and should include the place, day and hour of the meeting, and the purpose or purposes of the meeting.
4. A majority of the voting directors shall constitute a quorum for the transaction of all business.
5. The directors may participate in and act at any meeting of the board through the use of a conference telephone, internet, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

C. Duties and Powers of the Board

1. The board is responsible for doing whatever may be necessary for the furtherance of the purposes of NEPETS. Board actions must be compatible with these bylaws and the laws of the State of New Hampshire and consistent with RI policies.

2. The affairs and funds of NEPETS shall be under the direction and control of the board, which shall have access to the books, vouchers and funds in the hands of the treasurer, shall work with the treasurer to develop the budget for the year and shall review and approve the budget for the year.
3. The board is responsible for establishing and maintaining a financial oversight team as provided in Article 7.

Article 5. Officers

- A. The officers of NEPETS are the chair, the secretary and the treasurer.
 1. The chair and alternate chair are chosen as provided above in Article 4. A.
 2.
 2. The secretary is a governor-elect, selected by the chair subject to board approval.
 3. The treasurer shall serve for two years as assistant treasurer, followed by two years as treasurer, and is chosen as provided in Article 6. A. 2.
 4. The person serving as treasurer may attend board meetings but has no vote.
- B. Duties of officers
 1. The chair presides over the meetings of the board and the planning committee. The chair shall be an *ex officio* member of all NEPETS committees and groups but shall not have the right to make formal motions or vote when participating in meetings of those committees. [moved from Article 6 to here] Additional duties of the chair are found in the NEPETS Policies and Practices, guidelines supplementing these bylaws.
 2. The secretary is secretary of the board and of the NEPETS Planning Committee. As secretary of the board and the Planning Committee, the secretary shall:
 - a. record minutes of all meetings and maintain an archive of minutes in the office of NEPETS,
 - b. provide written notice of all meetings in a timely manner, and
 - c. with the exception of reports more suitably prepared and filed by the treasurer, prepare all necessary governmental reports and properly file them with the appropriate governmental body.
 3. The treasurer is treasurer of the board and of the NEPETS Planning Committee. As treasurer of the board, the treasurer shall:
 - a. be responsible for the oversight, care and custody of all funds and finances of NEPETS,
 - b. present a report to the board at all regularly scheduled meetings,
 - c. advise the board on fiscal matters, including any change in expenditure or financial position,
 - d. be authorized to sign checks in the ordinary course of business,
 - e. work with the chair to prepare a budget for the coming fiscal year and present it to the board for approval at the first meeting of the fiscal year,
 - f. file any necessary governmental reports related to fiscal matters, including annual reports required by New Hampshire and federal tax returns, and

- g. maintain sufficient cash balances for the operation of NEPETS, with a goal of having a working capital balance equal to 20% of the annual operating budget available at the conclusion of each annual NEPETS in order to have sufficient startup funds for the following year.
4. Additional duties of the secretary and treasurer by virtue of serving as secretary and treasurer of the NEPETS Planning Committee are found in bylaws Article 6 below as well as in the NEPETS Policies and Practices, guidelines supplementing these bylaws.

C. Resignation or Removal from Office

1. An officer may resign by delivering his written resignation to the chair. Such resignation shall be effective upon receipt unless specified in writing to be effective at some other time and acceptance thereof shall not be necessary to make it effective unless it so states.
2. An officer may be removed for cause by a two-thirds vote of all the directors present at a special meeting called for that purpose. Written notice of such meeting must be given no less than ten days nor more than thirty days prior to the meeting.
3. If an officer resigns or is removed from office, the office should be filled for the unexpired term [delete “by another director”] as soon as practicable.

Article 6. Working Groups

A. Non-board Positions

1. The board shall establish such additional positions as it from time to time may determine are in the best interests of NEPETS.
2. Nominations and/or applications for open positions shall be submitted to the NEPETS chair, who fills positions subject to board approval.
3. Appointments to chair various operations team standing committees, to serve as the program team training advisor and training advisor-elect, and to serve as assistant treasurer and treasurer shall be for a two year term as assistant, followed by two additional years in the position.
4. All appointments are extendable for one year with the consent of the board.
5. Operations team standing committees are encouraged to use additional volunteers as needed for task coverage.
6. Operations team standing committee positions are intended to be filled by those not in the governor track, but governors-elect and governors-nominee may apply if interested.
7. The treasurer and assistant treasurer positions may not be filled by those in the governor track.

B. Program Team

1. This group is comprised of the classes of governors-elect and governors-nominee. Also serving with this team are the training advisor and training advisor-elect.

2. The team has overall responsibility for selecting speakers, curriculum development for presidents-elect and assistant governors, curriculum materials, and evaluations.
3. The chair designates a program team leader from among the governors-elect. One member of the team serves as a recorder, taking notes at all meetings and submitting the notes to the chair and the secretary.
4. The training advisor works with the program team to develop the program for the presidents-elect and is responsible for training discussion leaders during the January training meeting.
5. Additional responsibilities of the program team are detailed in NEPETS Policies and Practices.

C. Operations Team

1. The operations team is comprised of four standing committees: registration, facilities, sergeant-at-arms/volunteers and communication.
2. One member of the each standing committee serves as a recorder, taking notes at all meetings and submitting the notes to the chair and the secretary.
3. The registration committee works with the Planning Committee to ensure the registration process runs smoothly throughout the year and during the event.
 - a. The chair of the registration committee serves as registrar for NEPETS.
 - b. Among the committee's duties are coordinating a database of invitees, registering participants, arranging for printing of soft badges, tent cards and meal tickets, making lodging assignments, ordering hard badges, and ensuring registration packets for all attendees are properly assembled.
 - c. The registration chair is responsible for managing the registration center at the main hotel during NEPETS but may enlist volunteers who may or may not be NEPETS Planning Committee members.
 - d. Additional responsibilities of this committee are detailed in NEPETS Policies and Procedures.
4. The facilities committee works with the hotels serving as NEPETS sites.
 - a. The committee works closely with management of each hotel to ensure adequate meeting space, meals, audio visual and other infrastructure necessary to conduct NEPETS.
 - b. The committee is responsible for exploring possibilities for alternate sites and presenting them to the board, for reviewing the contracts with the hotels at least annually and adjusting them as needed.
 - c. Additional responsibilities of this committee are detailed in NEPETS Policies and Procedures.
5. The Sergeant-at-Arms/Volunteers committee recruits and trains volunteers to serve in both hotels during NEPETS.
 - a. Among the responsibilities of this group are hanging banners, setting up displays, helping guide attendees around the hotels, especially to sessions, serving as timekeepers, and performing any other tasks necessary to ensure the smooth functioning of NEPETS.

- b. Additional responsibilities of this committee are detailed in NEPETS Policies and Procedures.
6. The communications committee is responsible for the website, printed materials distributed during NEPETS, and email communications between the NEPETS Planning Committee and participants.
 - a. With regard to the website, the committee is responsible for updating and maintaining the website and works with the registration committee to update the registration portion of the website.
 - b. Working with the program team, this committee updates and arranges for the editing and printing of the program booklet and obtains any additional printed or promotional materials to be used during NEPETS.
 - c. Additional responsibilities of this committee are detailed in NEPETS Policies and Procedures.

Article 7. Financial Oversight

- A. The board shall establish a financial oversight team consisting of three (3) past district governors from the districts participating in NEPETS, at least one of whom shall, if at all possible, have a background in accounting, auditing or finance.
 1. Nominations and/or applications for open positions shall be submitted to the NEPETS chair, and all appointments are subject to board approval.
 2. Whenever feasible, the three past district governors should be from different districts.
 3. The term of each team member shall be three years, staggered so that one committee member completes a term each year.
 4. The board may replace oversight team members at any time for any term length up to three years in order to maintain a membership of three.
- B. The financial oversight team is not part of the NEPETS Planning Committee and is not expected to participate in its meetings.
- C. The financial oversight team shall conduct an annual review of NEPETS finances and submit its findings to the board in a printed report no later than the annual meeting.

Article 8. Policies

A. Nondiscrimination

The policy of NEPETS prohibits discrimination on the basis of gender, religion, color, creed, national or ethnic origin, sexual orientation, or marital or parental status in the operation of all programs and services.

B. Conflicts of Interest

Any director who will derive any profit or gain, directly or indirectly, by reason of serving on this board shall disclose such interest to the board and will refrain from voting on any decision regarding such matters.

Article 9. Amendments

These bylaws may be amended at any regular meeting of the directors of Rotary NEPETS, Inc., provided written notice is given to all directors at least one (1) month in advance of the meeting, a majority of directors is present and voting, and the amendment is approved by a two-thirds ($\frac{2}{3}$) majority of those voting.

Article 10. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NEPETS in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order NEPETS may adopt, and the constitutional documents of Rotary International.