

# Great Lakes Rotary PETS Bylaws

As adopted 17 February 2008

## **ARTICLE I — THE ORGANIZATION**

### Section 1.1 – Purpose

Great Lakes Rotary President Elect Training Seminar, herein referred to as GLRPETS, is an unincorporated association of six (6) Districts of Rotary International, D6290, D6310, D6360, D6380, D6400 and D6540, affiliated for the purpose of preparing Presidents Elect of the participating districts to serve effectively as Presidents of their clubs for the Rotary year following PETS and commencing on 1 July.

### Section 1.2

Additional purposes of this PETS association are to provide a forum for District Governors Elect to leverage resources through collaboration, to expose Presidents Elect and Presidents Nominee to highly qualified speakers, trainers, and other experts from the Rotary world and to provide a diverse platform for fellowship among all participants.

### Section 1.3

A further purpose is to provide District Governor nominees experience in planning and executing a President Elect Training Seminar in the year prior to the year in which it will be their responsibility.

## **ARTICLE II — THE STANDING COMMITTEE**

### Section 2.1 – Powers and Responsibilities

The business and operations of GLRPETS shall be managed by the Standing Committee. The Committee or its agents has the authority to conduct all affairs, enter into contracts with service providers, recruit and engage speakers and all other activities as approved by the Standing Committee.

### Section 2.2 – Composition

The Standing Committee shall consist of the officers as defined in Article III and in addition:

Five (5) persons from each participating district as follows:

1. The District Governor Elect (DGE), for each participating district; and
2. The District Governor Nominee (DGN) for each participating district; and
3. Three (3) additional persons for each participating district, as follows;

(i) One shall be either the District Governor in office during the fiscal year in which the particular GLRPETS shall take place or nominated by that District Governor

(ii) One shall be either the Immediate Past District Governor during the fiscal year in which the particular GLRPETS shall take place, or nominated by that immediate Past District Governor; and

(iii) One shall be nominated by the DGE for whom the particular GLRPETS is designated.

## **ARTICLE III — OFFICERS**

### Section 3.1 Composition

The Officers shall be Chair, Vice Chair, Secretary, Treasurer, Lead Trainer and Registrar

### Section 3.2 – Qualifications

Officers, other than Chair and Vice Chair, shall be selected from among Rotarians from the participating districts and shall have experience with GLRPETS or other multi-district PETS.

### Section 3.3 – Chair

#### 3.3.1

The Chair shall be the chief executive officer of the Standing Committee and shall preside over all meetings of the Standing Committee. The Chair shall have general and active management of the business of the Standing Committee and shall see that all orders and resolutions of the Standing Committee are carried into effect. The position of Chair shall be filled by a Past District Governor (PDG) from each of the participating districts (“Chairing Districts”) in the following sequence, at the rate of two (2) years per district: Districts; 6290, 6310, 6360, 6380, 6400 and 6540. The Chair shall be nominated by the chairing district prior the Annual Meeting of the Standing Committee at which time the Chair shall be elected by the Standing Committee for a two-year term.

#### 3.3.2

In the case of a permanent vacancy of the Chair, the Vice Chair shall serve as Chair for the balance of the term. In this event, the two-year term for the next district will begin with the next full year of GLRPETS.

#### 3.3.3

In the case in which the scheduled chairing district requests to be relieved of that duty, that district may defer their chairmanship for two (2) years, allowing the district that is next in the sequence to step forward and nominate the Chair for that two-year term. At the end of the four (4) years involving the trade, the scheduled rotation for all districts will resume the same sequence as stated earlier in the Section, skipping the district that served out of sequence.

## Section 3.4 Vice-Chair

### 3.4.1

The Vice Chair shall be a Past District Governor and during the second year of any chairing district, the Vice Chair shall be a PDG nominated from the next chairing district. The Vice Chair shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair.

### 3.4.2

In the case of a permanent vacancy in the position of the Vice Chair in the first year of the chairing district's term, the Chair, in consultation with the remaining officers, may select a PDG from the participating districts to serve as Vice Chair for the remainder of the year or until the next regular election. If the vacancy occurs during the second year of the chairing district's term, the next chairing district shall name a replacement. In the event the next chairing district cannot or does not nominate an alternate Vice Chair, the procedure in Article III, Section 3.3 shall be invoked.

## Section 3.5– Election, term and vacancies

### 3.5.1

No less than three (3) calendar days prior to the Annual Meeting following the annual GLRPETS, the Chair shall present a slate of nominees for officers to the Standing Committee for their information. Election of officers will take place at the Annual Meeting for a term of one (1) year or until their successors are appointed or elected.

### 3.52

Terms of office shall begin at the close of the Annual Meeting at which the election occurs.

### 3.53

In the event of a vacancy in any office other than the Chair or Vice Chair, in consultation with the remaining officers, the Chair shall appoint a qualified person to fill the vacancy until the next regular election.

## Section 3.6 – Duties

(i) Secretary: The Secretary shall attend all meetings of the Standing Committee and shall maintain and preserve the records of the minutes of the proceedings of all such meetings. The Secretary shall give all notices required or appropriate pursuant to these bylaws or Standing Committee resolution.

(ii) Treasurer: The Treasurer shall have custody of all GLRPETS funds and securities and shall keep the financial books belonging to the GLRPETS and full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all money, securities and other valuable effects in the name of the GLRPETS in such depositories as may be designated for that purpose by the Standing Committee. The Treasurer shall disburse the funds of the GLRPETS upon the order of the Standing Committee, the Chair or the Vice Chair and shall render to the Standing Committee at its regular meetings and whenever requested, an account of all transactions as Treasurer and of the financial condition of the GLRPETS.

(iii) Operations Director: The Operations Director shall be a PDG with at least three (3) years experience in Great Lakes PETS and shall be responsible for all operational responsibilities for GLRPETS.

(iv) Lead Trainer: The Lead Trainer shall be a PDG with at least three (3) years of involvement in PETS and shall, together with the District Governors Elect, be responsible for developing, approving and implementing all aspects of the curriculum for the GLRPETS program.

(v) Registrar: The Registrar shall be responsible for registration of all attendees at GLRPETS. He or she shall have custody of all GLRPETS registration information, shall keep and maintain the registration materials and full and accurate accounts of all registration for GLRPETS.

### Section 3.7 – Delegation of Powers

The Standing Committee may delegate any or all of the powers and duties of any officer to any other officer, but no officer shall execute, acknowledge, verify or instrument\* in more than one capacity.

## **ARTICLE IV — MEETINGS OF THE STANDING COMMITTEE**

### Section 4.1 – Meetings of the Standing Committee

Any and all meetings of the Standing Committee may be held at the site for the next annual GLRPETS, or at any other location that is reasonably convenient to the majority of the members of the Standing Committee.

### Section 4.2 – Schedule of Meetings

The Chair, with the advice and consent of the DGEs of the next annual GLRPETS, shall establish a proposed meeting schedule and a proposed time schedule for all activities necessary for the operation of each annual GLRPETS.

### Section 4.3 – Notice of Meetings

At least seven (7) days prior to the date fixed by Section 4.2 of this Article for the holding of any meeting of the Standing Committee, written notice of the time and place of such meeting shall be mailed, faxed or e-mailed to each member of the committee.

### Section 4.4 – Special Meetings

A Special Meeting of the Standing Committee may be called at any time by the Chair or by a majority of the DGEs of the next annual GLRPETS. The method by which such meeting may be called is as follows: Upon receipt of a request in writing setting forth the date of such proposed Special Meeting, initiated by the Chair or by a majority of such DGEs, the Secretary of the GLRPETS shall prepare and mail, fax or e-mail the notices requisite to such meeting.

#### Section 4.5 – Annual Meeting

As soon after the annual GLRPETS as practicable, the Chair shall call a meeting of the Standing Committee which shall convene for the purpose of electing officers for the next annual GLRPETS, and for transacting any other business properly brought before it.

#### Section 4.6 – Notices and Mailing

All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued and shall bear the written, stamped or typewritten signature of the Chair or Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, addressed to the individual to be noticed at the last known address as it appears on the records of the Standing Committee, or faxed or e-mailed to such individual at the last known fax number or e-mail address as it appears on the records of the Standing Committee. In the case of e-mail notice, a return request shall be included with the notice.

### **ARTICLE V — QUORUM**

#### Section 5.1 – Quorum of the Standing Committee

A majority of the duly appointed representatives from all of the participating districts in the GLRPETS entitled to vote on Standing Committee matters, present in person at such meeting, shall constitute a quorum at any duly called meeting of such committee.

#### Section 5.2 – Quorum of DGEs

A majority of the duly elected DGEs of the next annual GLRPETS from all of the participating districts, present in person at such meeting, shall constitute a quorum at any meeting of the Standing Committee, for purposes of voting on all matters relating to the program content, program presenters, keynote and plenary speakers of next annual GLRPETS.

### **ARTICLE VI — VOTING**

#### Section 6.1 – Standing Committee

Each member of the Standing Committee shall, at every meeting of the Standing Committee, be entitled to one (1) vote in person on all matters not specifically reserved to be voted on by the DGEs.

#### Section 6.2 – DGEs of the Next Annual GLRPETS

Each DGE shall, at every meeting of the Standing Committee, be entitled to one (1) vote in person on all matters relating to the program content, program presenters, keynote and plenary speakers of the next annual GLRPETS. No other member of the Standing Committee may vote on such matters, except if there are less than a quorum of DGEs present in person and the Chair declares that a vote on a particular matter is necessary to enable the planning process to go forward in a timely fashion, then, all Standing Committee members may vote on such matter, subject to subsequent ratification by a majority of DGEs. On all other matters, all members of the Standing Committee shall be entitled to vote in person but not by proxy.

## **ARTICLE VII — CHANGES IN COMPOSITION TO GLRPETS**

### **Section 7.1 – Notice of Changes**

Changes in the association by adding or terminating a district shall be accomplished in an orderly fashion. Any district wishing to be added to or intending to withdraw from the association must notify the Chair in writing of such intent. The effective date of such addition or withdrawal shall be effective as of 1 July of the year at least two (2) years from the date of the notice to the Chair. The Chair must receive such notice at least twenty-four (24) months before such 1 July date.

### **Section 7.2 – Withdrawal**

Any district that withdraws from the GLRPETS without giving the two-year notice, referred to in Section 7.1, shall remain responsible for its pro rata share of any net operating loss of the GLRPETS during such two-year period. For this purpose, "pro rata" means equally with all participating districts, not based on the number of clubs or Rotarians in each district or on the number of PEs attending any GLRPETS. Any district that withdraws from the GLRPETS, with or without giving such two-year notice, shall thereby relinquish all rights and interest it may have in any accumulated surplus of the GLRPETS (regardless of how such surplus may be designated on the books and records of the GLRPETS).

### **Section 7.3 – Authority of the Standing Committee**

The Standing Committee shall have the authority to decline any district's request to be added to the unincorporated association of GLRPETS. The Standing Committee shall have the authority to establish the specific terms of the arrangement between the GLRPETS association and the district being added or terminated, which may include provisional participation during the two (2) years following the notice given by a district, pursuant to Section 7.1. All such terms shall consider accounts receivable and payable of the association as they may relate to the specific district as of the termination or addition date.

## **ARTICLE VIII — SELECTION OF VENUE**

### **Section 8.1 – Criteria**

Selection of a venue for GLRPETS shall be determined by the ability of a conference or hotel site to accommodate the numbers of PEs and others who typically attend the PET Seminar, cost/benefit of the site(s), and location relative to all district participants. Additional criteria may be established by the Standing Committee, the Chair or the Operations Director as deemed necessary.

### Section 8.2 – Selection of Site

Consideration and investigation of a new venue for GLRPETS shall be undertaken by the Operations Director independently or at the request of the Standing Committee. The Operations Director may assign others on the Standing Committee to do preliminary investigation of potential sites. Possible sites and all pertinent information regarding the criteria set forth shall be reported to the Standing Committee at least two (2) weeks prior to a vote at a regular or special meeting of the Standing Committee.

### Section 8.3 – Negotiations and Vote

Changes in venue may be negotiated for several years or for one, depending on the circumstances of the organization. In the event that a contract with a hotel or conference center is to be terminated in accordance with the terms of the contract, a two-thirds vote of the Standing Committee will be required. All other votes shall be by majority vote of the Standing Committee as defined in Article V, Section 5.1 and Article VI, Section 6.1.

### Section 8.4 – Emergencies

In the event that a selected site is unavailable through an act of God, unforeseen destruction or construction, the Chair may delegate to the Operations Director to locate a site that will meet as much of the previous criteria as practicable and will report such findings to the Standing Committee. In such emergency, the Operations Director or his/her agent(s) will be authorized to negotiate a contract to accommodate the next GLRPETS. Future sites for GLRPETS shall be selected in accordance with Sections 8.1, 8.2, and 8.3.

## **ARTICLE IX — Execution of Instruments**

### Section 9.1 – Fiduciary Responsibilities

The Standing Committee maintains adequate cash reserves and establishes a predictable flow of income for at least a two-year period in order to accomplish its mission.

### Section 9.2 – Fidelity Bond

A fidelity bond shall be obtained with respect to each officer having custody of GLRPETS funds. The amount of such bond shall be the maximum amount of GLRPETS funds anticipated to be within such officer's custody.

### Section 9.3 – Checks, Drafts and Money Orders

All checks, drafts and orders for the payment of money shall be signed in the name of the GLRPETS in such manner and by such officers or agents as the Standing Committee shall from time to time designate for the purpose.

### Section 9.4 – Other Instruments

When the execution of any contract, conveyance or other instruments has been authorized without the Standing Committee specifying the executing officer, the Chair or Vice Chair may execute the same in the name and on behalf of the GLRPETS and the Secretary may attest to their signatures. The Standing Committee shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the GLRPETS

## **ARTICLE X — PARLIAMENTARY AUTHORITY**

Section 10.1 – Robert’s Rules of Order, Newly Revised, shall govern all meetings of the Standing Committee except to the extent these rules would be in conflict with those stated in these bylaws, the RI Manual of Procedure, other RI policies, state law, or special rules adopted by this Standing Committee.

## **ARTICLE XI — AMENDMENT**

### Section 11.1 – Amendment

These bylaws may be amended, added to or repealed by the affirmative vote of a majority of the Standing Committee entitled to vote at any regular or special meeting of the Standing Committee. Notice for this purpose shall be thirty (30) days.

### Section 11.2 – Construction

These bylaws and all Standing Committee and DGE action shall be interpreted and construed so as to comply with the applicable Michigan statutes, and with the rules and regulations as provided by the Board of Directors of Rotary International, and the RI Manual of Procedure.

### Section 11.3 – Severability

If any phrase, clause, sentence, paragraph or provision of these bylaws is void or illegal, it shall not impair or affect the balance of these bylaws, and the Standing Committee does hereby declare that they would have adopted the balance of these bylaws without such void or illegal provision.

## **ARTICLE XII — DISSOLUTION**

### Section 12.1 – Dissolution

On dissolution of the GLRPETS, any net assets of the GLRPETS, after providing for all liabilities, shall be distributed equally to the districts then participating in the GLRPETS, and all liabilities shall be borne equally by those districts.

## **ARTICLE XIII — TRANSITION**

### Section 13.1 – Adoption

These bylaws shall be effective immediately upon adoption by the Standing Committee provided that current, duly elected officers shall serve their complete term of office until the next regular election.

### **Authorization**

Duly Adopted: 17 February 2009 and attested to by:

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M. Abigail Scott, Chair, Great Lakes Rotary PETS

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Margaret Soderberg, Secretary, Great Lakes Rotary PETS