

**Bylaws of the North American Youth Exchange Network,
Inc. (NAYEN)**

As amended May 21, 2017

Table of Contents

Section 1: Purpose	5
1.1 Purpose.....	5
1.2 Member services.....	5
1.3 Logo.....	5
1.4 Education and charitable activities.	5
Section 2: Membership	5
2.1 Members.	5
2.2 Dues.....	5
Section 3: Board of Directors	5
3.1 Composition.....	5
3.2 Definition of Officer, Director, and Board Member.	5
3.3 Review of NAYEN organizational structure.	6
3.4 Board members’ deemed agreement to participate in meetings by remote communication devices. ..	6
3.5 Simultaneous service as director and officer allowed.	6
3.6 Board responsibilities.	6
Section 4: Directors Elected by Region	6
4.1 Election of 15 directors by Region.	6
4.2 Effect of realignment of district.	7
4.3 Eligibility to serve as director.....	7
4.4 Director must be a Rotary member in the district that director represents.	7
4.5 President-Elect and President may not simultaneously serve as director.	7
4.6 Two-year terms.....	7
4.7 Term limits.....	7
4.8 Attendance at meetings.	7
4.9 Encouragement and support of District Chairs.....	7
4.10 Service on NAYEN committees.....	7
4.11 NAYEN Election Supervisor.	8
4.12 Regional Election Coordinator.	8
4.13 Regional Election Coordinator when incumbent director runs for re-election.....	8
4.14 Regional Election Coordinator solicits Director candidates.	8
4.15 Completion of elections by March 31.	8
4.16 Election timeline.	8
4.17 Regional Election Coordinator conducts Director election.	8
4.18 Permitted voting methods.	8
4.19 Vacancies.....	9
4.20 Vacancy created by sitting Director becoming President-Elect.	9
Section 5: Officers and Their Election	9
Officers.....	9
5.1 Elected officers.	9
5.2 Appointment of additional officers.....	9
5.3 Qualifications for serving as Secretary, Treasurer, and Assistant Treasurer.	9
5.4 No one may hold two offices.	9
5.5 Qualifications for serving as President-Elect.	9
5.6 When President-Elect assumes office.	9
5.7 Two-year terms.....	9
5.8 Term limits.....	10
5.9 President’s responsibilities.	10
5.10 Unavailability of President.....	10
5.11 President Elect responsibilities.	10
5.12 Immediate Past President responsibilities.	10
5.13 Secretary responsibilities.	11

5.14	<i>Treasurer responsibilities</i>	11
5.15	<i>Assistant Treasurer responsibilities</i>	11
Nominating Committee		11
5.16	<i>Nominating Committee appointment</i>	11
5.17	<i>Recruitment of officer candidates</i>	12
5.18	<i>Nominating Committee selects up to two persons for each position</i>	12
5.19	<i>Preliminary slate</i>	12
5.20	<i>Nominating Committee reviews and discusses written comments</i>	12
5.21	<i>Final slate</i>	12
Election of Officers		12
5.22	<i>Officer elections in odd-numbered years</i>	12
5.23	<i>Election timeline</i>	12
5.24	<i>Election of officers at annual meeting</i>	12
5.25	<i>Only Board Members physically present vote</i>	13
5.26	<i>Determining the winner</i>	13
Officer Vacancies		13
5.27	<i>Vacancies in Position of Secretary, Treasurer, or Assistant Treasurer</i>	13
5.28	<i>Vacancy in Office of President</i>	13
5.29	<i>Vacancy in Office of President-Elect</i>	13
Section 6: Removal of Director or Officer for Cause		13
6.1	<i>Removal for cause defined</i>	13
6.2	<i>Two-thirds vote required to remove</i>	14
6.3	<i>Special meeting to remove director or officer</i>	14
6.4	<i>Person targeted for removal may present case</i>	14
6.5	<i>Proxy voting not allowed</i>	14
Section 7: Committees		14
7.11	<i>Standing committees</i>	14
7.12	<i>Appointment of committee members</i>	14
7.13	<i>Ad hoc committees</i>	14
Section 7.20: Executive Committee		15
7.21	<i>Composition</i>	15
7.22	<i>Powers of Executive Committee</i>	15
7.23	<i>Executive Committee approval of appointments</i>	15
Section 7.30: Bylaws Committee		15
7.31	<i>Composition</i>	15
7.32	<i>Committee charge</i>	15
7.33	<i>Stylistic non-substantive changes</i>	16
Section 7.40: Conference Committee		16
7.41	<i>Composition</i>	16
7.42	<i>Committee charge</i>	16
Section 7.50: Finance Committee		16
7.51	<i>Composition</i>	16
7.52	<i>Committee charge</i>	16
Section 7.60: Strategic Planning Committee		17
7.61	<i>Composition</i>	17
7.62	<i>Committee charge</i>	17
Section 7.70: Communications Committee		17
7.71	<i>Composition</i>	17
7.72	<i>Committee charge</i>	17
Section 8: Meetings		18
Section 8.10: Language and Protocol.....		18
8.11	<i>Meetings in English</i>	18
8.12	<i>Roberts' Rules</i>	18
Section 8.20: Board Meetings		18
8.21	<i>Frequency</i>	18
8.22	<i>Notice of meetings</i>	18
8.23	<i>Distribution of agenda</i>	18

8.25	<i>Notice of meeting and distribution of agenda for special meeting.</i>	18
8.26	<i>Quorum.</i>	18
8.28	<i>Minutes.</i>	19
Section 8.30:	<i>Annual Meeting</i>	19
8.31	<i>Annual meeting of Board.</i>	19
8.32	<i>Annual meeting of general membership.</i>	19
8.33	<i>Agenda at annual meeting of membership.</i>	19
Section 8.40:	<i>Proxies</i>	19
8.41	<i>Proxy voting.</i>	19
8.42	<i>Proxy must be filed with secretary at least 24 hours before meeting.</i>	19
8.43	<i>Proxy valid for one meeting only.</i>	19
8.44	<i>Waiver of notice.</i>	19
Section 9:	Finances	20
Section 9.10	<i>Fiscal Year</i>	20
9.11	<i>Fiscal year.</i>	20
Section 9.20	<i>Fiscal Legal Authority</i>	20
9.21	<i>Authority to execute contracts and sign documents.</i>	20
9.22	<i>Loans.</i>	20
9.22	<i>Changes to financial policies.</i>	20
Section 9.30	<i>Revenue and Expenses</i>	20
9.31	<i>Approval of revenue sources.</i>	20
9.32	<i>Approval of expenses of Board members.</i>	20
Section 9.40	<i>Financial Reports</i>	20
9.41	<i>Treasurer reports.</i>	20
9.42	<i>Assistant treasurer reports on conference account.</i>	20
9.43	<i>Annual report of revenues and expenses provided to members.</i>	21
Section 10:	Amendments	21
Section 10.10	<i>Submission of an Amendment</i>	21
10.11	<i>YEO submission of proposed amendments to Regional Director.</i>	21
10.12	<i>Board member submission of amendments.</i>	21
10.13	<i>Forwarding proposed changes to President and Secretary.</i>	21
10.21	<i>Consideration of proposed amendment.</i>	21
10.22	<i>Subsidiary motions.</i>	21
10.23	<i>Reading of proposed amendment.</i>	21
10.24	<i>Board may consider only amendments included in notice of meeting.</i>	21
10.25	<i>Majority vote of Board Members in office required.</i>	21
10.26	<i>Distribution of amendments that pass.</i>	21
Section 11:	Indemnification	22
Section 12:	Dissolution	22
12.10	<i>Only charitable and public use of funds allowed.</i>	22
12.11	<i>Distribution of assets on dissolution.</i>	22

Section 1: Purpose

1.1 Purpose.

The North American Youth Exchange Network, Inc. (NAYEN) shall facilitate collaboration among Rotary Districts and Multi-Districts in the USA, Canada, and Mexico to provide the world's premier youth exchange program. The predecessor organization of NAYEN was the USA Canada Youth Exchange Network (USA/Canada).

1.2 Member services.

NAYEN shall provide its members services which support youth exchange.

1.3 Logo.

To represent it graphically, the organization shall have a Board-approved logo, which shall be used on all official communication. (See Appendix I: Logo)

1.4 Education and charitable activities.

NAYEN shall conduct educational and charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c). Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.

Section 2: Membership

2.1 Members.

All Rotary districts in the USA, Canada and Mexico, engaged in Youth Exchange, are *defacto* members of NAYEN.

2.2 Dues.

Membership dues may be established to support the operation of the organization. Such dues will be developed through consultation between the Strategic Planning and Finance Committees and approved by the Board.

Section 3: Board of Directors

3.1 Composition.

The Board of Directors ("Board") consists of 22 directors:

- a. Six of whom are its elected officers;
- b. Fifteen of whom are elected by region; and
- c. The NAYEN conference chair, who is an ex-officio member of the Board with voice but without vote.

3.2 Definition of Officer, Director, and Board Member.

Although the Officers, Directors elected by Region, and the NAYEN Conference Chair are all considered directors under Texas law, the Bylaws use the terms as follows:

- a. Officers" refer to the President, President-Elect, Immediate Past President, Secretary,

Treasurer, and Assistant Treasurer.

b. "Directors" refers only to Directors elected by Region.

c. "Board Members" refers collectively to officers, directors elected by region, and the NAYEN Conference Chair.

3.3 Review of NAYEN organizational structure.

The NAYEN organizational structure shall be reviewed again and a report submitted to the NAYEN Board no later than 15 January 2020, or sooner if directed by the NAYEN President and/or the Board.

3.4 Board members' deemed agreement to participate in meetings by remote communication devices.

By agreeing to serve as a Board Member, each Board Member is deemed to have consented to participate in Board meetings by remote communications systems (including teleconferencing, video conferencing, or Internet) in which each person participating in the meeting can communicate concurrently with each other participant.

3.5 Simultaneous service as director and officer allowed.

A Board Member may simultaneously serve as a Director and any Officer other than President or President-Elect, but shall be entitled to only one vote. If a person is a Director and an Officer with terms that are not concurrent, this person retains each position until the term of the respective position expires.

3.6 Board responsibilities.

The Board's responsibilities include:

- a. Creating, adopting, and revising policies and procedures;
- b. Overseeing NAYEN's educational and charitable purposes;
- d. Adopting an annual budget;
- e. Electing its officers; and
- f. Other tasks generally performed by the Board of nonprofit organizations.

Section 4: Directors Elected by Region

4.1 Election of 15 directors by Region.

Regions 1 through 4 are represented by two Directors each. All other Regions are represented by one Director each. Each Director serves a two-year term, with the elections occurring on the following cycle:

NAYEN Director Election Cycle

Rotary year starting on July 1 of even-numbered Years

Rotary year starting on July 1 of odd-numbered years

1A
2A
3A
4A
5
6
7

1B
2B
3B
4B
9
10

4.2 Effect of realignment of district.

If a district moves to another Region (e.g., one district changes to a different multi-district; an independent district joins a multi-district, etc.), then that realignment becomes effective for the next Rotary year, pursuant to the RI Code of Policies, 16.010 Guidelines for Multidistrict Activities and Projects.

4.3 Eligibility to serve as director.

Directors shall be selected from present or past District Chairs or from those youth exchange officers who have served on a District or Multi-District Youth Exchange Committee for at least three years.

4.4 Director must be a Rotary member in the district that director represents.

A Director must be a member of a Rotary club in a district in the Region he or she represents. If a district that moves to another Region has a Director, then this Director automatically relinquishes the Director position on the date the move becomes effective and the vacancy is filled.

4.5 President-Elect and President may not simultaneously serve as director.

The President and President-Elect may not serve as Director elected by Region while holding these Offices. If a sitting Director becomes President-Elect, an election shall be conducted within that Director's Region to fill the Board vacancy.

4.6 Two-year terms.

Directors serve two year terms. "Year" is defined as 1 July to 30 June (See Appendix 4: Term Limits Summary Chart).

4.7 Term limits.

A person may not serve more than six years as a Director *except that* years served as director by virtue of serving as an officer or *ex-officio* member with voice but without vote shall not count against this limit. A person is not eligible to serve as a director, if the person's election would result in the person serving as a director for more than six years. Years served as a director by virtue of being an officer or as an *ex-officio* director with voice but without vote do not count against this limit. Time served as an Officer does not count toward the term limits on a person serving as a Director.

4.8 Attendance at meetings.

A director must commit to making every effort to attend all NAYEN meetings including meetings held by remote communication systems such as teleconference meetings, so as to represent the director's region.

4.9 Encouragement and support of District Chairs.

Each director shall encourage District Chairs in the Region that the director represents in the performance of their duties. If a District Chair requests advice or assistance, the director may provide it.

4.10 Service on NAYEN committees.

Directors are expected to serve on the NAYEN standing or *ad hoc* committees to which they are assigned.

4.11 NAYEN Election Supervisor.

The President-Elect serves as the NAYEN Election Supervisor and coordinates the election of Directors elected by region. The NAYEN Election Supervisor:

- a. Identifies by Region when an election must be conducted because a Director's term will expire;
- b. Determines if the Incumbent Director is eligible for re-election, and if eligible, whether or not the incumbent plans to stand for re-election;
- c. Identifies the Regional Election Officer for each Region;
- d. Provides instructions to the Regional Election Officer concerning the election process;
- e. Collects the results from the Regional Election Officer; and
- f. Notifies the Board and the NAYEN membership of the results of the elections.

4.12 Regional Election Coordinator.

If an Incumbent Director is not running for re-election, this director becomes the Regional Election Coordinator for this director's Region and coordinates the election.

4.13 Regional Election Coordinator when incumbent director runs for re-election.

If an Incumbent Director is running for re-election, the President-Elect appoints the Regional Election Coordinator.

4.14 Regional Election Coordinator solicits Director candidates.

The Regional Election Coordinator is responsible for soliciting nominations for candidates who meet the criteria for being a Director elected by region.

4.15 Completion of elections by March 31.

Elections for Directors must be finalized by March 31, except in the case of vacancies.

4.16 Election timeline.

Appendix 5 contains the timeline for Director elections.

4.17 Regional Election Coordinator conducts Director election.

The Regional Election Coordinator conducts an election in the director's region and notifies the NAYEN Election Supervisor of the results. The Regional Election Coordinator seeks nominations from the District Chairs in that Region. Additionally, the Regional Election Coordinator notifies the District Chairs in that Region of:

- a. The impending election;
- b. The goals and objectives of NAYEN and the obligations of a Director as provided in these by-laws
- c. Whether the current Incumbent Director wishes to be considered for re-election;
- d. The eligibility criteria for being a Director; and
- e. The identity of the candidates. And requests an election vote.

If there is more than one candidate, the Regional Election Coordinator holds an election.

If there is only one candidate by the close of nominations, the Regional Election Coordinator declares that candidate elected by acclamation.

4.18 Permitted voting methods.

Voting may be conducted by mail, facsimile transmission, electronic message, or any combination of these methods.

4.19 Vacancies.

If a vacancy exists in a director position with an unexpired term of less than one year, the position is filled by a majority vote of the Executive Committee. If a vacancy exists in a director position with an unexpired term of one year or more, the position is filled by a special election pursuant to Bylaws 4.11-4.19.

4.20 Vacancy created by sitting Director becoming President-Elect.

If a sitting Director becomes President-Elect, an election shall be conducted within that Director's Region to fill the Board vacancy.

Section 5: Officers and Their Election

Officers

5.1 Elected officers.

Elected Officers for NAYEN are:

- a. President;
- b. President-Elect;
- c. Immediate Past President;
- d. Secretary;
- e. Treasurer; and
- f. Assistant Treasurer.

5.2 Appointment of additional officers.

The Board may appoint other officers and committees as it deems necessary to assist the Board in the discharge of its duties.

5.3 Qualifications for serving as Secretary, Treasurer, and Assistant Treasurer.

The Secretary, Treasurer and Assistant Treasurer are not required to have been a Director but must meet the minimum qualifications of a Director.

5.4 No one may hold two offices.

No person may hold more than one Office simultaneously. If a sitting Director or Officer becomes President-Elect, he or she must resign his or her director or other officer position. An election is conducted to fill the vacated position. An officer other than the President-Elect or President, may simultaneously serve as a Director.

5.5 Qualifications for serving as President-Elect.

Candidates for President-Elect must have served previously as a Board Member.

5.6 When President-Elect assumes office.

The person elected as the next President-Elect assumes office when the sitting President-Elect becomes President.

5.7 Two-year terms.

Officers serve two-year terms. "Year" is defined as from 1 July through 30 June. The terms for President, Secretary, Treasurer and Assistant Treasurer run concurrently.

5.8 *Term limits.*

The President, President-Elect, and Immediate Past President are limited to one term of office. The Secretary, Treasurer, and Assistant Treasurer are limited to a maximum of three terms of office. A person who serves three terms as an Assistant Treasurer is not precluded from serving as the Treasurer. Time served as a Director or Officer does affect the eligibility for a person to serve as President-Elect or President.

5.9 *President's responsibilities.*

The President:

- Ensures that orders and resolutions of the Board are carried out, signs all legal instruments and contracts approved by the Board, and performs other related duties as the Board may direct;
- Unless otherwise provided for in these Bylaws, appoints a representative to act in his or her place;
- At the direction of the Board, represents NAYEN at conferences and conventions organized for Rotary Youth Exchange and Rotary International;
- Presides at all meetings of the Board and Executive Committee (in the President's absence, the senior officer present presides);
- Appoints two members of the Nominating Committee pursuant to Bylaw 5.16b; and
- Performs other duties as the Board requests.

5.10 *Unavailability of President.*

If the President is incapacitated or out of communication, the Executive Committee, by a majority vote, may temporarily approve the next senior Officer as the acting President. The order of succession is:

- President-Elect;
- Immediate Past President; and
- Secretary.

5.11 *President Elect responsibilities.*

The President-Elect:

- Prepares for the forthcoming term as President and assists the President in requested areas;
- Coordinates the election of Directors and serves as the NAYEN Election Supervisor;
- Serves as chair of the Bylaws Committee;
- Performs other duties as the Board requests.

5.12 *Immediate Past President responsibilities.*

The Immediate Past President:

- Provides advice to the President and assists the President in requested areas;
- Chairs the Nominating Committee. (If the Immediate Past President is unable or unwilling to serve, then the next most Immediate Past President who is willing and able to serve shall serve as chair of the Nominating Committee. If no Past President is willing and able to serve, then the Board shall appoint a person currently serving as a Director or Officer as Chair of the Nominating Committee);
- Performs other duties as the Board requests

5.13 Secretary responsibilities.

The Secretary:

- Sends out notices of regular and special meetings within the Bylaws defined time frame, which notices may be sent electronically and are deemed to have been received unless the message is returned undelivered;
- Records and distributes minutes of all meetings and proceedings of the Board within 20 days following the meeting;
- Serves as custodian of all files and records, keeps the corporate seal, and affixes it on all papers requiring the seal;
- Maintains an up-to-date list of Board members with correct e-mail addresses and phone numbers;
- Retains an electronic record of the minutes and passes on these minutes to the next Secretary; and
- Performs other duties as the Board requests.

5.14 Treasurer responsibilities.

The Treasurer:

- Assists in the preparation of the annual budget;
- Deposits monies in the Corporation's accounts;
- Disburses funds within the limits of the annual budget or as directed by the President, Executive Committee, or Board within the authorization limits of NAYEN's financial policies.
- Makes or authorizes necessary filings with the IRS, including tax returns;
- Provides quarterly financial updates to the Board; and
- Performs other duties as the Board requests.

5.15 Assistant Treasurer responsibilities.

The Assistant Treasurer acts as the Conference Treasurer for the annual NAYEN Conference and:

- Assists in the preparation of the Conference Budget;
- Deposits monies in accounts authorized by the Board;
- Disburses funds within the limits of the Conference Budget;
- Provides quarterly Conference financial updates to the Treasurer and Board;
- Provides other interim Conference financial reports that may be required by the NAYEN Conference Chair or Treasurer;
- Serves as the Treasurer if the Treasurer is unable to carry out the duties of the office of Treasurer; and
- Performs other duties as requested by the Treasurer, President, or Board.

Nominating Committee

5.16 Nominating Committee appointment.

Not later than September 21 in even-numbered years, the President appoints a Nominating Committee comprised of three members:

- a. Immediate Past President, who will chair the committee and
- b. Two Directors:
 - (i) One of whom must be a current Director who has served at least one full

- two-year term, and
- (ii) A second who may also be a current Director who has served at least one full two-year term or who may be an immediate past Director whose term has ended within the past two NAYEN years.

5.17 Recruitment of officer candidates.

The Nominating Committee seeks nominations of qualified applicants by communicating the open positions and criteria to:

- a. Directors for forwarding to District Chairs in their Region and
- b. NAYEN membership via Yeotalk.

Any NAYEN District Chair or Director may recommend qualified Officer candidates to the Nominating Committee.

5.18 Nominating Committee selects up to two persons for each position.

If there are more than two proposed eligible candidates for any of the four Officer positions, the Nominating Committee selects and list a maximum of two candidates for each position, based on the candidates' experience and qualifications for the position.

5.19 Preliminary slate.

The Nominating Committee presents a preliminary slate of Officers to the Board and solicits written comments from the Board members for up to two weeks following this notification. The Nominating Committee keeps all comments confidential.

5.20 Nominating Committee reviews and discusses written comments.

The Nominating Committee reviews and discusses any written comments concerning the proposed candidates before submitting its final slate of Officers.

5.21 Final slate.

The Nominating Committee submits its final slate of Officers along with a brief biography for each candidate to the Board by December 15.

Election of Officers

5.22 Officer elections in odd-numbered years.

The election of the President-Elect, Secretary, Treasurer, and Assistant Treasurer occurs in odd-numbered years.

5.23 Election timeline.

Appendix 6 shows the timeline for Officer elections.

5.24 Election of officers at annual meeting.

At the Board's Annual Meeting:

- a. The Nominating Committee's slate of Officers is presented on a ballot;
- b. Nominations from the floor from current Directors are permitted and qualified candidates are added to the ballot; and
- c. The President conducts a vote for those positions for which there are two or more candidates. If there is only one candidate for a position, the President announces that candidate's election by acclamation.

5.25 Only Board Members physically present vote.

Only Board Members physically present at the Annual Board Meeting shall be entitled to vote for Officer nominees.

5.26 Determining the winner.

Winners are determined as follows:

- If there are two candidates for a position, the person who gets the most votes is the winner.
- When there are more than two candidates for a position, the winner is required to get a majority of the votes. If no candidate gets a majority of the votes, the two candidates with the highest vote total participate in a run-off.
- If there is a tie in the runoff, another election is held. The candidate who gets the most votes is the winner. If the runoff results in another tie, the winner is determined by a coin toss by the President or other person designated by the Board. The two nominees may be present during the coin toss.

The Board appoints two directors who are not running for office to count the votes. If one of them is not available to count the votes, the Board appoints a replacement from among those directors and officers whose names are not in nomination.

Officer Vacancies

5.27 Vacancies in Position of Secretary, Treasurer, or Assistant Treasurer.

If a vacancy exists in the position of Secretary, Treasurer, or Assistant Treasurer with an unexpired term of less than one year, the position is filled by a majority vote of the Executive Committee. If a vacancy exists in the position of Secretary, Treasurer, or Assistant Treasurer with an unexpired term of one year or more, the position is filled by a special election.

5.28 Vacancy in Office of President.

If a vacancy exists in the Office of President, the President-Elect shall fill the unexpired term.

5.29 Vacancy in Office of President-Elect.

When there is vacancy in the office of the President-Elect:

- a. If the unexpired term is one year or longer, The Board holds a special election after the Nominating Committee process has been followed.
- b. If the unexpired term is less than one year, the Board shall promptly fill the vacancy during a regular or special board meeting. The Board may ask the Nominating Committee for its recommendations. Proxy voting is not allowed. The Board may adopt additional voting procedures and rules to facilitate the election.

Section 6: Removal of Director or Officer for Cause

6.1 Removal for cause defined.

Removal for cause includes, but is not necessarily limited to:

- a. Unexcused absence from two consecutive regularly called Board meetings;
- b. Misfeasance;
- c. Malfeasance;
- d. Discharge or removal from membership in a local Rotary Club.

6.2 Two-thirds vote required to remove.

Any Officer or Director may be removed for cause upon the affirmative vote of two-thirds (2/3) of all current Officers and Directors. For the purpose of this provision, only the vote of the Officers or Directors present and voting at the special meeting are considered. The absence or abstention of any member does not reduce the requirement of an affirmative vote of two-thirds (2/3) of all members.

6.3 Special meeting to remove director or officer.

Upon the President's or Secretary's receipt of a written request from 25% of the members of the Board to hold a meeting to remove a director for cause, the President shall call a special meeting for the specific purpose of considering removal with not less than 15-days advance notice to all Directors and Officers setting forth the date and time of the special meeting, and the matters to be considered for the removal. If the written request is for removal of the President, then the Secretary (instead of the President) shall call the special meeting. *Except in extenuating circumstances*, a request for a special meeting to remove a director or officer shall be held within 45 days of the receipt of the request.

6.4 Person targeted for removal may present case.

The person being considered for removal may present his or her case, but this person must recuse himself or herself before the vote.

6.5 Proxy voting not allowed.

No proxies are allowed at a special meeting to remove a director or officer.

Section 7: Committees

7.11 Standing committees.

In addition to the Nominating Committee described in Section 5, NAYEN has six standing committees shall be established:

- a. Executive Committee
- b. Bylaws Committee
- c. Conference Committee
- d. Finance Committee
- e. Strategic Planning Committee
- f. Communications Committee

7.12 Appointment of committee members.

Except where the Bylaws provide otherwise, the President, subject to Board approval, appoints all committee members including the chair and vice-chair.

7.13 Ad hoc committees.

Additional *ad hoc* Committees may be created by the President, without Board approval, or by the Board, each for a term and purpose as defined at the time of creation. Memberships on Committees so created shall not require being an Officer or Director for membership.

Section 7.20: Executive Committee

7.21 Composition.

The Executive Committee shall be comprised of:

- a. President (Chair of Committee)
- b. President-Elect
- c. Immediate Past President
- c. Secretary
- d. Treasurer
- e. Assistant Treasurer
- f.

7.22 Powers of Executive Committee.

The Executive Committee is a committee of the Board and has the power to exercise fiduciary responsibilities of the Board. It exercises the authority of the board in the management of the corporation between meetings of the Board, *provided that*:

- a. Its actions shall be subject to approval, disapproval, or modification at the next meeting of the Board;
- b. It may not amend the Bylaws *except for* non-substantive changes authorized by Bylaw 7.33; and
- c. Its power to authorize expenditures not authorized by the Budget does not exceed \$5,000.

7.23 Executive Committee approval of appointments.

The Executive Committee shall approve or disapprove appointments recommended by the President and, if needed, make appointments as required by Bylaw 5.27.

Section 7.30: Bylaws Committee

7.31 Composition.

The Bylaws Committee shall be comprised of three (3) members, as follows:

- a. President-Elect (Chair of Committee)
- b. 2 other non-Executive Committee members, of which one may be a Past-President.

7.32 Committee charge.

The Bylaws Committee shall:

- a. Review bylaws on an annual basis, prior to October 15 of each year;
- b. Review proposed bylaw changes;
- c. Prepare bylaw amendments and present them to the Board.
- d. Make recommendations to the Board concerning Bylaw changes as appropriate.

7.33 Stylistic non-substantive changes.

The Bylaws Committee may propose stylistic, non-substantive changes to these Bylaws that improve consistency or clarity or correct grammatical or spelling errors. The Bylaws Committee submits the changes to the Executive Committee, which considers the changes at its next meeting. The changes automatically go into effect after the Executive Committee meeting unless the Executive Committee votes to reject the changes.

Section 7.40: Conference Committee

7.41 Composition.

The Conference Committee shall be comprised of:

- a. NAYEN Conference Chair;
- b. Assistant Treasurer;
- c. President-Elect;
- d. Host Committee Chair;
- e. Program Committee Chair; and
- f. Other members appointed by the NAYEN Conference Chair as needed

7.42 Committee charge.

The Conference Committee shall:

- a. Solicit proposals for future conferences;
- b. Plan and coordinate the annual NA YEN conference;
- c. Provide direction and support for the Conference Host Committee;
- d. Approve Program for the conference; and
- e. Provide an annual Conference Budget.

Section 7.50: Finance Committee

7.51 Composition.

The Finance Committee shall be comprised of:

- a. President and/or President-Elect
- b. Past President
- c. Treasurer
- d. Assistant Treasurer
- e. Conference Chair; and
- f. Other Board members appointed by the President, as needed, to equal an odd number of members

7.52 Committee charge.

The Finance Committee shall:

- a. Review the financial policies and procedures on an ongoing basis;
- b. Make recommendations to the Board on changes to these policies and procedures;
- c. Develop strategies for maintaining a reserve which reflects the ongoing needs of the organization;
- d. Develop the annual NA YEN budget; and

- e. Collaborate with the Strategic Planning Committee to ensure financial resources and strategic plans are aligned.

Section 7.60: Strategic Planning Committee

7.61 Composition.

The Strategic Planning Committee shall be comprised of:

- President-Elect
- Treasurer or Assistant Treasurer;
- A minimum of 5 Directors selected by the Board; and
- An *ex officio* consultant as needed

7.62 Committee charge.

The Strategic Planning Committee shall:

- Develop goals and objectives;
- Analyze state of the organization and develop strategies for successful achievement of objectives;
- Develop activities that when accomplished fulfil the stated objectives;
- Establish measures of success or expectations of results;
- Identify persons (personnel) responsible for carrying out the activities;
- Identify required resources;
- Establish time limes for ongoing measurement; and
- Evaluate the effectiveness of the result.

Section 7.70: Communications Committee

7.71 Composition.

The Communications Committee shall be comprised of persons appointed by the President and approved by the Executive Committee. Members chosen should have interest and expertise in writing and publishing skills.

7.72 Committee charge.

The Communications Committee shall:

- Create and publish an ongoing newsletter of events and publications of NAYEN articles;
- Serve as the publisher and editorial board for YeoResources;
- Provide on-line templates such as frameworks for brochures, websites, and pamphlets; and
- Research technical developments that enhance the information delivery system(s) of NAYEN.

Section 8: Meetings

Section 8.10: Language and Protocol

8.11 Meetings in English.

All meetings of the Board, committees thereof and the annual general meeting shall be conducted in English.

8.12 Roberts' Rules.

Except where otherwise specified, all meetings of the Board, committees, and the annual general meeting shall be conducted by the most recent version of Robert's Rules of Order copyrighted by the Trustees for the Robert's Rules Association.

Section 8.20: Board Meetings

8.21 Frequency.

The Board shall conduct Board Meetings not less than quarterly throughout the year in person or by remote communications systems (including teleconferencing, video conferencing, or Internet) in which each person participating in the meeting can communicate concurrently with each other participant.

8.22 Notice of meetings.

A tentative date and time for the next Board meeting shall be announced at the conclusion of each regularly called meeting. A notice of each regular meeting must be forwarded electronically by the Secretary not less than 14 days and not more than 21 days before each meeting.

8.23 Distribution of agenda.

The President or Secretary sends the tentative meeting agenda to the Board between ten and 15 days before each meeting. The agenda may be modified before or at each meeting.

8.24 Who may call special meeting.

A special meeting of the Board of Directors may be called by the President or by written consent of 25% of the Board, or by action of the Board at a regular or special meeting.

8.25 Notice of meeting and distribution of agenda for special meeting.

Such a special meeting shall have the same requirements regarding notice and distribution of agenda as a regular meeting, provided, however, that notice of a special meeting may also be sent by the President, the Secretary, or any of the signatories of the written consent.

8.26 Quorum.

At all meetings, one-third (1/3) of the members of the Board shall constitute a quorum. Once established a quorum shall remain in effect for the balance of the meeting regardless of the number in attendance, but will need to be reestablished should the meeting be adjourned and continued at a later date.

8.27 *Proxies do not count toward quorum.*

A director present by proxy at a meeting may not be counted toward a quorum.

8.28 *Minutes.*

Minutes of all Board meetings will be recorded by the Secretary and distributed to the Board not less than fourteen (14) days following the meeting.

Section 8.30: Annual Meeting

8.31 *Annual meeting of Board.*

The annual meeting of the Board shall be held each year at the NAYEN Conference.

8.32 *Annual meeting of general membership.*

The annual meeting of the general membership shall be held each year at the NAYEN Conference.

8.33 *Agenda at annual meeting of membership.*

The agenda at such annual meeting shall include, but not be limited to:

- A report of the state of NAYEN
- A financial report
- An opportunity for members to ask questions and give feedback to the Board

Section 8.40: Proxies

8.41 *Proxy voting.*

Except as herein provided, at any meeting of the Board a member may vote by proxy executed in writing by the member. A proxy granted by electronic means shall be deemed "executed in writing.

8.42 *Proxy must be filed with secretary at least 24 hours before meeting.*

No proxy shall be voted at any meeting of the Board unless the same shall be filed with the Secretary at 24 hours prior to a meeting of the Board for which such proxy will be used.

8.43 *Proxy valid for one meeting only.*

A proxy shall be good only for the meeting for which it is granted, or any extension thereof, or until revoked.

8.44 *Waiver of notice.*

Any member of the Board may waive notice of any meeting. Attendance at a meeting shall constitute a waiver of notice for such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9: Finances

Section 9.10 Fiscal Year

9.11 Fiscal year.

The fiscal year of the Corporation shall begin on July 01 and end on June 30.

Section 9.20 Fiscal Legal Authority

9.21 Authority to execute contracts and sign documents.

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and behalf of NAYEN and such authority may be general or confined to specific instances.

9.22 Loans.

No loans shall be contracted on behalf of NAYEN and no evidences of indebtedness shall be issued in the name unless authorized by a resolution of the Board and such authority may be general or confined to specific instances.

9.22 Changes to financial policies.

Changes to the Financial Policies shall be presented to the Board for review and approval.

Section 9.30 Revenue and Expenses

9.31 Approval of revenue sources.

Revenue sources and amounts to support the providing of services to members shall be determined and approved by the Board with due consideration given to the Finance Committee.

9.32 Approval of expenses of Board members.

Except as may be previously approved by the Board, NAYEN shall not reimburse Board members for personal expenses related to serving on the Board, but expenses incurred for the operation of the Network may be reimbursed.

Section 9.40 Financial Reports

9.41 Treasurer reports.

The Treasurer shall provide an overview of the financial position of the NAYEN to the Board at its regularly scheduled meetings or as requested by the President.

9.42 Assistant treasurer reports on conference account.

The Assistant Treasurer shall provide a quarterly financial report on the conference funds to the Board Treasurer.

9.43 *Annual report of revenues and expenses provided to members.*

The Board shall provide members an annual report of revenues and expenses at the annual meeting.

Section 10: Amendments

Section 10.10 Submission of an Amendment

10.11 *YEO submission of proposed amendments to Regional Director.*

Youth Exchange District Chairs may submit proposed bylaw amendments to their Director for consideration at any time during the year.

10.12 *Board member submission of amendments.*

Any member of the Board may submit proposed bylaw amendments to the Bylaws Committee at any time during the year.

10.13 *Forwarding proposed changes to President and Secretary.*

The Chair of the Bylaws Committee shall forward the proposed changes to the President and Secretary at least 30 days before the next meeting. The Secretary must include timely-submitted proposed amendments in the notice of the meeting.

Section 10.20 Voting on Amendment

10.21 *Consideration of proposed amendment.*

A timely-submitted proposed bylaw amendment is considered at the next Board meeting.

10.22 *Subsidiary motions.*

Subsidiary motions to the amendment shall be permitted according to Robert's Rules of Order, at the time of the discussion.

10.23 *Reading of proposed amendment.*

The final proposed motion shall be read out to the Board prior to voting.

10.24 *Board may consider only amendments included in notice of meeting.*

Only proposed amendments included in the notice of a meeting may be considered at that meeting.

10.25 *Majority vote of Board Members in office required.*

An amendment to the Bylaws requires an affirmative vote of not less than a majority of the Board Members currently in office.

10.26 *Distribution of amendments that pass.*

All amendments so passed shall be distributed by the Secretary to the Board within 10 days.

Section 11: Indemnification

The Corporation shall indemnify any person, who is or is threatened to be made a party to any threatened, pending, or a completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative other than an action by or on behalf of the Corporation by reason of the fact that such person is or was an officer of the Corporation or a member of any Committee of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct to be unlawful.

This Bylaw is intended to and shall incorporate by reference all provisions of the laws of the State of Texas, as presently constituted or as the same may be from time to time amended in the future, relative to indemnification of officers, directors, employees, agents, and the like of corporations organized for profit except that anything in the laws of Texas to the contrary notwithstanding.

No indemnification shall be authorized or granted pursuant to this Bylaw except, upon resolution expressly adopted by a majority vote of the Board.

Section 12: Dissolution

12.10 Only charitable and public use of funds allowed.

The funds and property of this Corporation are irrevocably dedicated to charitable and public purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private persons.

12.11 Distribution of assets on dissolution.

In the event of dissolution of the Corporation, any property of the Corporation remaining after satisfaction of its obligation shall be distributed to the Rotary International Foundation (provided it retains its tax-exempt status at that time) to be utilized for youth exchange purposes.



North American Youth Exchange Network, Inc. By-Laws



Appendix 1: Logo



1999-2010



2010-Present



Appendix 2: Board Structure

Board Members – 21

Quorum = 1/3 (7 Bd Members)

Officers: 6 Voting
1 *ex officio*

	President	
	President-Elect	
	Immediate Past President	
Secretary	Treasurer	Asst. Treasurer
	Conference Chair – <i>ex officio</i>	

Directors: 15

Region 1A	Region 2A	Region 3A	Region 4A
Region 1B	Region 2B	Region 3B	Region 4B
Region 5	Region 6	Region 7	Region 8
Region 9	Region 10	Region 11	



North American Youth Exchange Network, Inc

By-Laws



Appendix 3: Regional Representation

Region 1	Region 2	Region 3	Region 4	Region 5	Region 6	Region 7	Region 8	Region 9	Region 10	Region 11
ESSEX	Mexico	SCRYE	WESSEX	Florida	Indep Canada	Ohio-Erie	Scanex	Central States	Indep East	Indep West
2	2	2	2	1	1	1	1	1	1	1
6910	4100	5080	5010	6890	5040	6380	5000	5580	6650	5190
7190	4110	5390	5020	6930	5360	6600	5240	6220	6710	5440
7230	4130	5500	5030	6940	5370	6630	5260	6250	6900	5450
7255	4150	xxxx	5050	6950	5550	6670	5280	6270	6920	5950NS
7280	4160	5520	5060	6960	7010	6690	5300	6290	7040	5960NS
7300	4170	5610	5100	6970	7070	6740	5320	6310	7120ES	
7330	4180	5630	5110	6980	7080	6780	5330	6330	7150ES	
7360	4190	5650	5130	6990	7090	7530	5340	6360	7170ES	
7390	4200	5670	5150	6900	7820	7670	5420	6400	7210	
7410		5690	5160			7680	5495	6420	7750	
7430		5710	5170					6440	7770	
7450		5730	5180					6450		
7470		5750	5220					6460		
7490		5770	5230					6490	ES =	
7500		5790	5400					6510	Empire	NS =
7510		5810	5470					6540	State	North
7550		5830						6560		Star
7570		5840						6580		
7600		5870								
7610		5890								
7620		5910								
7630		5930								
7640		5970								
7690		6000								
7710		6040								
7720		6060								
7730		6080								
7780		6110								
7790		6150								
7810		6170								
7850		6190								
7870		6200								
7890		6760								
7910		6800								
7930		6820								
7950		6840								
7980		6860								
		6880								
37	9	38	16	8	9	10	10	18	11	5



North American Youth Exchange Network, Inc.
By-Laws



Appendix 4: Term Limits Summary Chart

Position	Term Length (Years)	Number of Eligible Terms	Maximum Number of Years
Directors	2	3	6
Officers			
Secretary	2	3	6
Treasurer	2	3	6
Assistant Treasurer	2	3	6
President	2	1	2
President-Elect	2	1	2
Immediate Past President	2	1	2



North American Youth Exchange Network, Inc. By-Laws



Appendix 7: Notification Timelines

Article	Notice	Timeline	Responsibility
8.0 Meetings			
8.20 Board Meetings			
8.22	Notice of meeting	14 days prior to meeting	Secretary
8.23	Agenda distribution	10 days prior to meeting	President or Secretary
8.27	Minutes distribution	14 days following the meeting	Secretary
8.40 Proxies			
8.42	Proxy filed	24 hours prior to meeting	Director/Officer
10.0 Amendments			
10.10 Submission of an Amendment			
10.11	Submission of amendment	Anytime	
10.20 Voting on an Amendment			
10.21	Notice of amendment to Board	10 days prior to meeting	Chair of By-Law Committee
10.25	Notice of passed amendment	10 days following meeting and/or passing of amendment	Secretary