

# **North American Youth Exchange Network, Inc. (NAYEN)**

## **BYLAWS**

March 2019

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## **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 worlds' premier youth exchange program.

### ***1.2 Member Services***

NAYEN shall provide its members services that support youth exchange.

### ***1.3 Logo***

To represent it visually, the organization shall have a Board-approved logo. (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. Dues will be developed through consultation between the Budget & Finance and Executive Committees and approved by the Board.

## **Section 3: Board of Directors**

### ***3.1 Board Composition***

The Board of Directors (Board) is comprised of the following:

- a. 6 elected Officers;
- b. 15 elected Regional Directors, elected by their respective NAYEN region;
- c. 1 elected Director, elected by NAYEN member Regions to represent Rotex and,
- d. 4 ex-officio members (with voice, but without vote) who are the appointed Chairs of NAYEN's Operational Committees.

### **3.2 Definition of Officer, Director and Board Member**

- a. "Officers" refer to the President, President-Elect, Immediate Past President, Secretary, Treasurer and Assistant Treasurer.
- b. "Directors" refers to those Regional Directors who are elected by their respective NAYEN Region and a Rotex Director, nominated by the member NAYEN Regions and selected by the Nominating Committee.
- c. "Board Members" refers collectively to "Officers" and "Directors"

### **3.3 Review of NAYEN organizational structure**

The NAYEN organizational structure should be reviewed from time to time for organizational effectiveness and efficiency as directed by the NAYEN President or the NAYEN 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 every person participating in the meeting can communicate concurrently with every 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. Revising, and adopting 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: Election of Directors

### **4.1 Election of Directors by NAYEN Region**

Regions 1 through 4 are represented by two Directors each. All other Regions are represented by one Director each.

### **4.2 Election of Director representing Rotex**

- Nominations shall be submitted by the NAYEN regions to the NAYEN Election Supervisor by November 15. The NAYEN Election Supervisor and the Nominating Committee will review the nominations received and recommend their candidate of choice for Board approval.
- Nominees for the ROTEX position must:
  - have completed a long-term exchange sponsored by a NAYEN member district within the past 10 years;
  - have demonstrated at least three years of activity in Rotary organizations or projects, since exchange;
  - be endorsed by a Rotary District Youth Exchange Committee from within NAYEN; and,
  - be willing and able to carry out the duties of a Director.

Each Director serves a two-year term, with the elections occurring according to the following cycle:

#### ***NAYEN Director Election Cycle***

| <b>Rotary year starting on July 1<br/>of even-numbered years</b> | <b>Rotary year starting on July 1<br/>of odd-numbered years</b> |
|--|---|
| 1A   | 1B  |
| 2A   | 2B  |
| 3A   | 3B  |
| 4A   | 4B  |
| 5  | 9   |
| 6  | 10  |
| 7  | 11  |
| 8  |   |
| Rotex Representative   |   |

### **4.3 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.

### **4.4 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 3 years.



#### **4.5 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.

#### **4.6 President-Elect and President may not simultaneously serve as Director**

The President and President-Elect may *not* serve as Director elected by NAYEN 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.

#### **4.7 Two-year terms**

Directors serve two year terms. "Year" is defined as 1 July to 30 June (See Appendix 3: Term Limits Summary Chart).

#### **4.8 Term limits**

A person may not serve more than 6 years as a Director. 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. 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 6 years. Time served as an Officer does *not* count toward the term limits on a person serving as a Director.

#### **4.9 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, video conference or internet, so as to represent the Director's region.

#### **4.10 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.

#### **4.11 Service on NAYEN Committees**

Directors are expected to fully participate on the NAYEN committees to which they are assigned.

#### **4.12 NAYEN Election Supervisor**

The President-Elect serves as the Co-Chair of the Nominating Committee and the NAYEN Election Supervisor who coordinates the election of Directors elected by NAYEN 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.

#### **4.13 Regional Election Coordinator solicits Director candidates**

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

#### **4.14 Completion of elections**

Elections for Directors must be finalized by November 15, except in the case of vacancies.

#### **4.15 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.
- f. And requests an election vote.
- g. 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.

#### **4.16 Permitted voting methods**

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

#### **4.17 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 4.11-4.16.

#### **4.18 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.

#### **4.19 Director Recall**

If a Region wishes to recall its Director, it must submit its request in writing to the NAYEN President. This must include the reasons why the request is being made and confirmation showing that 2/3 of the Districts in the Region support the recall. The Executive Committee shall schedule a Special Meeting to address the recall request within 30 days of receipt of the request.

## Section 5: Election of 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. The NAYEN Year is defined as from 1 July through 30 June. The terms for President, President-Elect, Secretary and Treasurer run concurrently whereas the term of Assistant Treasurer is offset by one year.

### **5.8 Term limits**

The President, President-Elect and Immediate Past President are limited to 1 term of office. The Secretary, Treasurer, and Assistant Treasurer are limited to a maximum of 3 terms of office. A person who serves 3 terms as an Assistant Treasurer is not precluded from serving as the Treasurer. Time served as a Director or Officer does **not** affect the eligibility of a person to serve as President-Elect or President.

### **5.9 Officer elections**

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

### **5.10 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.

### **5.11 Only Board members physically present vote**

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

### **5.12 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 President appoints 2 Directors who are **not** on the Nominating Committee and 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 in attendance at the Annual Board meeting.

## **Officers Responsibilities**

### **5.13 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.

#### **5.14 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

#### **5.15 President-Elect responsibilities**

The President-Elect:

- Prepares for the forthcoming term as President and assists the President in requested areas;
- Serves as co-chair of the Nominating Committee
- Coordinates the election of Directors and serves as the NAYEN Election Supervisor (see section 4.12);
- Serves as vice-chair of the Governance Committee;
- Performs other duties as the President and Board requests.

#### **5.16 Immediate Past President responsibilities**

The Immediate Past President;

- Provides advice to the President and assists the President in requested areas;
- Chairs the Audit 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 Audit 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 Audit Committee);
- Serves as co-chair of the Nominating Committee
- Coordinates the nomination and election of "Officers"
- Performs other duties as the President and Board requests.

#### **5.17 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 14 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 up-to-date records of Board members (photos and contact information);
- Chairs the Governance Committee
- Retains an electronic record of the minutes and passes on these minutes to the next Secretary; and
- Performs other duties as the President and Board requests.

### **5.18 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;
- Chairs the Budget & Finance Committee;
- Provides quarterly financial updates to the Board;
- Serves as Conference Treasurer if the Assistant Treasurer is unable to carry out the duties of the Conference Treasurer; and
- Performs other duties as the President and Board requests.

### **5.19 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 vice-chair of Budget & Finance Committee
- Serves as the Treasurer if the Treasurer is unable to carry out the duties of the office of Treasurer; and
- Performs other duties as the President, Treasurer and Board requests.

## **Officer Vacancies**

### **5.20 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.

### **5.21 Vacancy in Office of President**

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

### **5.22 Vacancy in Office of President-Elect**

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

- 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.
- If the unexpired term is one year or longer, the position is filled by a special election after the Nominating Committee process has been followed.

## 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 2/3 of all current Officers and Directors. For the purpose of this provision, only the vote of the Officers and 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 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 special 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 may *not* vote on his or her removal.

### 6.5 **Proxy voting not allowed**

No proxies are allowed at a special meeting to remove a Director or Officer.

## Section 7: Committees

**7.10 The President and President-elect are ex-officio members (with voice, but without vote) of all NAYEN Board and Operational committees and shall receive timely invitations to those committee meetings.**

### 7.11 **Board committees**

NAYEN has 5 Board Committees;

- Executive Committee
- Nominating Committee
- Governance Committee
- Budget and Finance Committee
- Audit Committee

### **7.11.1 Executive Committee**

#### **Committee Composition**

- President (Committee Chair)
- President Elect (Committee Vice Chair)
- Immediate Past President
- Secretary
- Treasurer
- Assistant Treasurer
- Operational Committee Chairs (voice, without vote members)

#### **Committee Charge**

The Executive Committee is a committee of the Board and has the power to exercise fiduciary responsibilities of the Board.

The Executive Committee 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.

### **7.11.2 Nominating Committee**

#### **Committee Composition**

- President Elect (Committee Co-Chair responsible for election of “Regional Directors”)
- Past President (Committee Co-Chair responsible for election of “Officers”)
- Regional Directors (2)

#### **Committee Charge**

- a. The Nominating Committee seeks nominations of qualified “Officers” by communicating the open positions and criteria to:
  - (i) Directors for forwarding to District Chairs in their Region and,
  - (ii) NAYEN membership via NAYENTalk
- b. Any NAYEN District Chair or Director may recommend qualified Officer Candidates to the Nominating Committee.
- c. If there are more than two proposed eligible candidates for any of the Officer positions, the Nominating Committee recommends a maximum of two candidates for each position, based on the candidates’ experience and qualifications for the position.
- d. 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.
- e. The Nominating Committee reviews and discusses any written comments concerning the proposed candidates before submitting its final slate of Officers.
- f. The Nominating Committee submits its final slate of Officers along with a brief biography for each candidate to the Board by December 15
- g. The President-Elect serves as the NAYEN Election Supervisor, responsible for coordinating the election of Directors elected by region (see section 4.12).



### **7.12 Operational Committees**

NAYEN has 4 Operational Committees;

- NAYEN Conference Committee
- IT Committee
- Learning & Development Committee
- Marketing & Communications Committee

### **7.13 Working Groups**

The President, Executive Committee or the Board may create Working Groups for defined purpose and term. Members need not be an Officer or Director.

### **7.14 Appointment of committee members.**

The President, subject to Board approval, appoints all committee chairs.

## **Section 8: Meetings**

### ***Language and Protocol***

#### **8.11 Meetings in English**

All meetings, are conducted in English.

#### **8.12 Roberts' Rules**

All meetings shall be conducted in accordance with the most recent version of Robert's Rules of Order copyrighted by the Trustees for the Robert's Rules Association.

### ***Board Meetings***

#### **8.21 Frequency**

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

#### **8.22 Notice of meetings**

A tentative date or dates 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 Secretary is responsible for sending the draft meeting agenda to the Board between 7 and 14 days before each meeting. The agenda may be modified before or at each meeting of the Board.

#### **8.24 Who may call special meeting**

A special meeting of the Board 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, 1/3 of the voting 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 more than 14 days following the meeting.

## ***Annual Meeting***

### **8.31 Annual meeting of Board**

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

### **8.32 Annual meeting of general membership**

The annual meeting of the general membership shall be held 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 on the state of NAYEN,
- A summary statement on the financial position of NAYEN
- An opportunity for members to ask questions and give feedback to the Board

## ***Proxies***

### **8.41 Proxy voting**

Except as otherwise 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 is valid at any meeting of the Board unless it is filed with the Secretary at least 24 hours before a meeting of the Board for which such proxy shall 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**

### ***Fiscal Year***

#### **9.11 Fiscal year**

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

### ***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 on behalf of NAYEN and such authority may be general or confined to specific instances.

#### **9.22 No 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.

#### **9.23 Changes to financial policies**

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

### ***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 or Executive Committee with due consideration given to the Budget & Finance Committee.

#### **9.32 Approval of expenses of Board members**

NAYEN shall **not** reimburse Board members for personal expenses. Budgeted expenses incurred by Board members for the operation of NAYEN may be reimbursed.

### ***Section 9.40 Financial Reports***

#### **9.41 Treasurer reports**

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

#### **9.42 Assistant Treasurer reports**

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

#### **9.43 Annual financial reports**

The Board shall make available an annual financial report to members.

## **Section 10: Amendments**

### ***Submission of an Amendment***

#### ***10.11 YEO submission of proposed amendments to NAYEN 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 Governance Committee at any time during the year.

#### ***10.13 Forwarding proposed changes to President and Secretary***

The Chair of the Governance 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.

### ***Voting on an 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.

#### ***10.23 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.

#### ***10.24 Majority vote of voting Board members in office required***

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

#### ***10.25 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.

## Appendix 1: Logo



1999-2010



2010-Present

## Appendix 2: NAYEN Board Structure

**North American Youth Exchange Network (NAYEN), Inc.**  
**2018 - 2019 Board Organization Chart**

| <u>Officers</u>  |  | <u>Directors</u>                                   |
|--|--|--|
| <b>Paul Reagan</b><br>President                        | <b>Rich Friedman</b><br>Region 1A Director   | <b>Chris Perlick</b><br>Region 1B Director         |
| <b>Lyn Stroshin</b><br>President Elect                 | <b>Marcelo Angione</b><br>Region 2A Director | <b>Haru Thompson Navarro</b><br>Region 2B Director |
| <b>Terrance McNaughton</b><br>Immediate Past President | <b>Janine Coleman</b><br>Region 3A Director  | <b>Kathy Meurin</b><br>Region 3B Director          |
| <b>Rick Istead</b><br>Secretary<br>(interim)           | <b>Bill Zelenka</b><br>Region 4A Director    | <b>Barbara Lauritzen</b><br>Region 4B Director     |
| <b>Steve Gerdes</b><br>Treasurer                       | <b>David Mountford</b><br>Region 5 Director  | <b>Rick Istead</b><br>Region 6 Director            |
| <b>Bill Morris</b><br>Assistant Treasurer<br>(interim) | <b>Roger Cline</b><br>Region 7 Director      | <b>Ronda Werner</b><br>Region 8 Director           |
|  | <b>Jan Bonsett-Veal</b><br>Region 9 Director | <b>Sherry Agnew</b><br>Region 10 Director          |
|  | <b>Rich Capp</b><br>Region 11 Director       | <b>Cameron Smith</b><br>Rotex Director             |

**Note:** The Operational Committee Chairs are ex-Officio (voice, but without vote) members of the Board and the Executive Committee.

## Appendix 3: NAYEN Board Term Limits

| Position                 | Term Length (Years) | No. of Eligible Terms | Maximum |
|--------------------------|---------------------|-----------------------|---------|
| <b>DIRECTORS</b>         |                     |                       |         |
| NAYEN Region             | 2                   | 3                     | 6       |
| Rotex                    | 2                   | 3                     | 6       |
|                          |                     |                       |         |
| <b>OFFICERS</b>          |                     |                       |         |
| President                | 2                   | 1                     | 2       |
| President-Elect          | 2                   | 1                     | 2       |
| Immediate Past President | 2                   | 1                     | 2       |
| Secretary                | 2                   | 3                     | 6       |
| Treasurer                | 2                   | 3                     | 6       |
| Assistant Treasurer      | 2                   | 3                     | 6       |