

North American Youth Exchange Network, Inc. (NAYEN)

Bylaws

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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 world's premier youth exchange program.

1.2 Member Services

NAYEN shall provide its members with 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 Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2: Membership

2.1 *Members*

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

2.2 *Dues*

Voluntary 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 between 22 and 24 voting directors:

- 6 elected Officers;
 - 15 elected Regional Directors, elected by their respective NAYEN region;
 - 1 elected Director, elected by NAYEN member Regions to represent ROTEX;
 - Between 0 and 2 at-large members of the Executive Committee;
- and

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 elected by their respective NAYEN Region;
 - A ROTEX Director, nominated by the member NAYEN Regions and elected by the Board; and
 - Any At-Large Members of the Executive Committee.
- c. **Board Members** refer collectively to Officers and Directors.

3.3 *Review of NAYEN organizational structure*

The NAYEN organizational structure should be reviewed periodically 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 may have 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. Working together as a team on the basis of consensus when possible and always in a collaborative manner;
- b. Revising and adopting policies including financial policies;
- c. Overseeing NAYEN's educational and charitable purposes;
- d. Adopting an annual budget;
- e. Electing Officers; the ROTEX Director, and any at-large members of the Executive Committee;
- f. Amending the Bylaws; and
- g. Other tasks generally performed by the boards of nonprofit organizations.

Section 4: Election of Directors

4.1 *Election of Directors by NAYEN Region*

Districts are placed in one of eleven regions and are represented on the Board by their director or directors. Regions 1 through 4 are represented by two Directors each. All other Regions are represented by one Director each. The Board may amend the Bylaws to change the number of Regions or to change the number of regional directors representing a Region. (If the number of regional directors for a Region is reduced, the Regional Directors for that Region continue to serve on the Board until the expiration of their term *so long as* the Regional Director remains eligible to serve.)

At least annually, the Governance Committee shall review district alignments with regions and report its findings to the Board. If the Board determines that transferring a district or districts to another Region would provide for better or more balanced representation, then it may transfer a district or districts to another Region. A transfer becomes effective at the beginning of the next Rotary year.

Appendix 2 shows the makeup of the Regions.

4.2 *Election of Director representing ROTEX*

- Nominations shall be submitted by the NAYEN regions to the NAYEN Election Supervisor by November 15. The Nominating Committee will review the nominations received and recommend its 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 within NAYEN; and,
 - be willing and able to carry out the duties of a Director.

NAYEN Director Election Cycle

Each Director serves a two-year term, with the elections according to the following cycle:	
Rotary year starting on July 1 of even-numbered years	Rotary year starting on July 1 of odd-numbered years
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 realignment becomes effective for the next Rotary year under the RI Code of Policies.

4.4 Eligibility to serve as Board Member

Board Members 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. This requirement does not apply to the ROTEX member of the Board.

4.5 Board members must have ability to participate in meeting. Board members must be able to actively participate and communicate in Board and committee meetings held in English.

4.6 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. A director meets the membership requirement if the director is a member of an online club in the district assigned to the Region. The Rotary club need not be actively involved in youth exchange. 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.

4.7 President-Elect and President may not simultaneously serve as Director

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

4.8 Two-year terms

Directors serve two-year terms starting on 1 July and ending on 30 June two years later. (See Appendix 3: Term Limits Summary Chart).

4.9 Term limits

A person may not serve over 6 years as a Director nor over 4 years as an At-Large Member of the Executive Committee. Years served as a Director by 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 cause the person to serve as a Director for over 6 years. Time served as an Officer does not count toward the term limits on a person serving as a Director.

4.10 Attendance at meetings

A Board Member must make every effort to attend all NAYEN meetings including meetings held by remote communication systems such as teleconference meetings, video conference, or internet.

4.11 Encouragement and support of District Chairs

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

4.12 Service on NAYEN Committees

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

4.13 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. Selects the Regional Election Officer for each Region;
- d. Provides instructions to the Regional Election Officer about 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.

4.14 *Regional Election Coordinator solicits Director candidates*

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

4.15 *Completion of elections*

Elections for Directors must be finalized by November 15, except for vacancies.

4.16 *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. And 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 Incumbent Director wishes to be considered for re-election;
- d. The eligibility criteria for being a Director; and
- e. The identity of the candidates.

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.

4.17 *Permitted voting methods*

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

4.18 *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 under Bylaws 4.11-4.16.

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 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*

At the start of each NAYEN year, the Board shall appoint a Director to serve as Assistant Secretary with the responsibility for taking minutes of Board meetings when the Secretary is unable to do so. The Board may appoint other Officers 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 do not have 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 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 starting on July 1 and concluding two years later on June 30. The terms for President, President-Elect, Secretary, and Treasurer begin in an odd-numbered year, whereas the term of the Assistant Treasurer begins in an even-numbered 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 Board Member does *not* affect the eligibility of a person to serve as an officer or At-Large Member of the Executive Committee.

5.9 *Officer elections*

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

5.10 *Election of Officers at last regularly scheduled Board meeting of calendar year*

At the Board's last regularly scheduled Board meeting before the end of the calendar year:

- a. The Nominating Committee's recommended slate of Officers is presented on a ballot;

- b. 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.
- c. When a Board member has been nominated as an officer, the Board member must not be present during the Board discussion of the position. The Board member may participate in the vote.

5.11 *No proxy voting allowed for Officer elections.*

No proxy voting is allowed for Officer elections.

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 *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.

5.13 *Election of At-Large Members of Executive Committee*

When election of an At-Large Member of the Executive Committee is required under section 7.12, the process for electing an officer shall be followed with these exceptions:

- An election is held promptly after the results of the election of officers when the addition of an At-Large Member of the Executive Committee is necessary to meet the requirement of Section 7.12 that Canada, Mexico, and the United States each have a member on the Executive Committee. If no person is nominated after advertisement and notification by the NAYEN Nominating Committee under the NAYEN Officer election process, then the Executive Committee shall appoint a person to represent the non-represented country or countries. The term is for two years.
- If the composition of the Executive Committee changes, with less than a year remaining in the NAYEN fiscal year, resulting in the need to add an "interim" At-Large Member to meet the requirement of Section 7.12 that Canada, Mexico, and the United States each have a member on the Executive Committee then the Executive Committee shall appoint an interim At-Large Member to serve the remainder of that NAYEN year.

5.20 *Officers Responsibilities*

5.21 *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 organizations 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 under Bylaw 5.16b; and
- Performs other duties as the Board requests.

5.22 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.

5.23 President-Elect responsibilities

The President-Elect:

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

5.24 Immediate Past President responsibilities

The Immediate Past President;

- Advises the President and assists the President in requested areas;
- Chairs the Audit and Risk Management 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 serving as a Director or Officer as Chair of the Audit Committee);
- Co-chairs the Nominating Committee;
- Coordinates the nomination and election of Officers;
- Performs other duties as the President and Board requests.

5.25 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);
- Serves as vice chair of 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.

5.26 *Treasurer responsibilities*

The Treasurer;

- Helps to prepare 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 cannot carry out the duties of the Conference Treasurer; and
- Performs other duties as the President and Board requests.

5.27 *Assistant Treasurer responsibilities*

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

- Helps to prepare 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 cannot carry out the duties of the office of Treasurer; and
- Performs other duties as the President, Treasurer and Board requests.

5.30 *Officer Vacancies*

5.31 *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.

5.32 *Vacancy in Office of President*

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

5.33 *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. Mifeasance;
- c. Malfeasance; and
- d. Discharge or removal from membership in a local Rotary Club.

6.2 *Two-thirds vote required to remove*

Any Officer, Director, or At-Large Member of the Executive Committee may be removed for cause upon the affirmative vote of 2/3 of all current voting board members. Only the vote of voting board members present and voting at the special meeting, are considered. The absence or abstention of any board 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, Officer, or At-Large Member of the Executive Committee for cause, the President shall call a special meeting specifically to consider removal with not less than 15-days advance notice to all Directors, Officers, and At-Large Members of the Executive Committee 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 receiving the request.

6.4 *Person targeted for removal may present case*

The person being considered for removal may choose to present his or her case orally at the meeting or by written submission, 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

Each committee and working group shall work together as a team on the basis of consensus when possible and always in a collaborative manner. They collaborate with each other and offer support to each other.

7.10 *Ex-Officio Status of President and President-Elect*

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; and
- Audit and Risk Management Committee.

7.12 *Executive Committee*

Committee Composition

- President (Committee Chair);
- President Elect (Committee Vice Chair);
- Immediate Past President;
- Secretary;
- Treasurer;
- Between 0 and 2 At-Large Members of the Executive Committee (The Executive Committee shall have at least one member of a Rotary Club from Canada, Mexico, and the United States of America. If one country has no officer on the Executive Committee, then an election is held to elect an “at-large” member of the Executive Committee from that country.);
- Assistant Treasurer (voice without vote member); and
- 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. It adopts NAYEN procedures including the Conference Procedures and terms of references for committees other than Board committees.

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 11.21; and
- c. Its power to authorize expenditures not authorized by the Budget does not exceed \$5,000.

7.13 *Nominating Committee*

Committee Composition

- President Elect (Committee Co-Chair responsible for election of Regional Directors and the ROTEX director);
- Past President (Committee Co-Chair responsible for nomination of Officers and any At-Large Member of the Executive Committee); and
- Two Regional Directors elected by the Board. (The Board *may* ask the Nominating Committee to interview candidates and make recommendations.)

Committee Charge

- a. The Nominating Committee seeks nominations of qualified Officers and At-Large Member of the Executive Committee (if any) 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 and At-Large Member of the Executive Committee to the Nominating Committee.
- c. If there are more than two proposed eligible candidates for any Officer position or any At-Large Executive Committee member position, 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 At-Large Member of the Executive Committee (if any) 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 about the proposed candidates before submitting its final slate.
- f. The Nominating Committee submits its final slate along with a brief biography for each candidate to the Board by December
- g. The President-Elect serves as the NAYEN Election Supervisor who is responsible for coordinating the election of Directors elected by region (see section 4.12) and for the ROTEX director.

7.14 *Operational Committees*

NAYEN has five Operational Committees:

- NAYEN Conference Committee;
- IT Committee;
- Learning & Development Committee;
- Marketing & Communications Committee; and
- Diversity, Equity, and Inclusion Committee.

Each Operational Committee shall have a liaison from the IT Committee and a liaison from the Diversity, Equity, and Inclusion Committee.

7.15 *Ad-Hoc Committees and Working Groups*

The Board may establish *ad hoc* committees as it deems necessary to assist the Board in the discharge of its duties. The President, Executive Committee, or the Board may create working groups for a defined purpose and term. Members need not be an Officer or Director. Whoever created the *ad hoc* committee or working group adopts any Terms of Reference.

7.16 Election or appointment of committee members

The Executive Committee elects all committee chairs and vice chairs *except that* it elects no chair or vice chair when the Bylaws specify who is appointed. Appointment of other committee members is by any means authorized by Roberts Rules of Order. All elections and appointments are subject to review at the next Board meeting.

Section 8: Meetings

8.10 Language and Protocol

8.11 Meetings in English

All meetings are conducted in English.

8.12 Roberts' Rules

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

8.20 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 over 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, 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

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 signatories of the written consent.

8.26 Quorum

At all meetings, 1/3 of the voting members of the Board constitute a quorum. Once established, a quorum remains 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 later.

8.27 Proxies do not count toward quorum

A Director present by proxy at a meeting does *not* counted toward a quorum.

8.28 Minutes

Minutes of all Board meetings are recorded by the Secretary and distributed to the Board not more than 14 days following the meeting.

8.30 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 the annual meeting of the membership shall include, but not be limited to;

- A report on the state of NAYEN;
- A summary statement on the financial position of NAYEN; and
- An opportunity for members to ask questions and give feedback to the Board.

8.40 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 the 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 the meeting, unless a person attends a meeting expressly to object to the transaction of any business because the meeting is not lawfully called or convened.

Section 9: Finances

9.10 Fiscal Year

9.11 Fiscal year

The fiscal year of the Corporation begins on 1 July and ends on 30 June.

9.20 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 this 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 this 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.

9.30 Revenue and Expenses

9.31 Approval of revenue sources

Revenue sources and amounts to support providing 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 operating NAYEN may be reimbursed.

9.40 Financial Reports

9.41 Treasurer reports

The Treasurer shall summarize 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 provide an annual financial report to members.

Section 10: Interested Party Transactions

10.10 Definition of Interested Parties and Financial Interest

10.11 Interested Parties

NAYEN recognizes that the skills, talents, and relationships of its volunteers, Board members, committee members, and employees (if any) are among its richest assets. When these individuals, their family members, or any entities in which they have a financial interest or with which they are affiliated have a financial interest in a proposed transaction, then these individuals are known hereinafter as "Interested Parties."

10.12 Financial interest in transaction

A person has a financial interest in a transaction if the person, directly or indirectly or through business, investment, or family has:

- a. An ownership or investment interest in any entity with which NAYEN has a transaction or arrangement;
- b. A compensation agreement with NAYEN;
- c. A compensation agreement with any entity or person with which NAYEN had a transaction or arrangement; or
- d. A potential ownership or investment interest in, or compensation arrangement with any entity or person with which NAYEN is negotiating a transaction or arrangement

10.20 Appearance of Impropriety

10.21 Restriction of business dealings with Interested Parties

NAYEN is aware that acquiring goods or services from, or engaging in transactions with Interested Parties may create an appearance of impropriety. In order to protect NAYEN against any improper appearance, NAYEN will restrict its business dealings with Interested Parties

10.30 Transactions with Interested Parties

10.31 When NAYEN may engage in transactions with Interested Parties

NAYEN may acquire goods or services from, or otherwise transact business with, or otherwise be involved with an Interested Party if the Board determines in its judgment that the goods or services provided to NAYEN are, or the transaction is, or the event is:

- a. On terms or conditions no less advantageous to NAYEN, nor
- b. More advantageous to the Interested Party, than the terms that are available to NAYEN, or other parties participating, from parties who are not Interested Parties.

Moreover, NAYEN anticipates that any such acquisition may be on terms that are more advantageous to NAYEN than those generally extended by third parties.

If an Interested Party offers terms, which are as advantageous to NAYEN as terms offered by another vendor, NAYEN may, but shall not be required to, consider other benefits derived by it from the Interested Party (*e.g.*, past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.

10.40 Disclosure of Interested Party Relationship Required

10.41 Conflict of interest file

Members of the Board, Executive Committee, and the Conference Committee shall keep on file with NAYEN an up-to-date “NAYEN Conflict of Interest Statement.” The Board may require other volunteers to complete this statement.

10.42 Disclosure of details of proposed transactions with Interested Parties

Whenever NAYEN is considering acquiring goods or services from, or entering into a transaction with, or having an event involving an Interested Party, the details that create the Interested Party relationship shall be disclosed to NAYEN in writing. A copy of the disclosure shall be supplied to the members of the Board who are not Interested Parties.

10.50 Approval of Interested Party Transaction

10.51 Process for approval of Interested Party Transaction

NAYEN may enter into a transaction with an Interested Party only if the Board or the Executive Committee is made aware of the information required by 10.40 above and the majority of the Board or Executive Committee Members (who are not Interested Parties) approve the transaction as being fair to and in the best interest of NAYEN. The Executive Committee shall have the authority to act for the Board in granting the approval contemplated by this paragraph. Nonetheless, prior approval by the Board or the Executive Committee shall not be required if:

- a. Emergency circumstances make such approval impractical (in which event the transaction shall be reported to the Board promptly after the fact); or
- b. The transaction falls below a *de minimis* threshold established by the Board or the Executive Committee.

10.60 Exclusion of Interested Party from Participation in Decision

10.61 Restrictions on actions of Interested Parties

Any director, Executive Committee member, or Conference Committee member who is an Interested Party to the transaction shall not:

- a. Be considered a director or committee member then serving (including, without limitation, for the purpose of determining a quorum);
- b. Participate in the vote on the transaction; and
- c. Attend any meeting while approval of the transaction is considered.

Section 11: Amendments

11.0 Submission of an Amendment

11.1 YEO submission of proposed amendments to NAYEN Director

Youth Exchange District Chairs may submit proposed Bylaws amendments to their Director for consideration during the year.

11.2 Board member submission of amendments

Any member of the Board may submit proposed Bylaws amendments to the Governance Committee during the year.

11.3 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.

11.10 Voting on an Amendment

11.11 Consideration of proposed amendment

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

11.12 Board may consider only amendments in Notice of meeting

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

11.13 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 in office.

11.14 Distribution of amendments that pass

All amendments that pass shall be distributed by the Secretary to the Board within 10 days.

11.20 Stylistic Non-Substantive Changes

11.21 Stylistic Non-Substantive Changes.

The Governance Committee may propose stylistic, non-substantive changes to these Bylaws that improve consistency or clarity or correct grammatical or spelling errors. The Governance 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 then changes.

Section 12: 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 because the 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 regarding 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 constituted or as the same may be amended, 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 under this Bylaw except, upon resolution adopted by a majority vote of the Board.

Section 13: Dissolution

13.1 Only charitable and public use of funds allowed

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

13.2 Distribution of assets on dissolution

If dissolution of the Corporation occurs, 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) to be utilized for youth exchange purposes.

Appendix 1: Logo



1999-2010



2010-Present

I. Executive Committee (voting members)**A. Officers**

- President
- President-Elect
- Immediate Past President
- Secretary
- Treasurer
- Assistant Treasurer

B. At-Large Members of Executive Committee (when applicable)

- Canadian representative
- Mexican representative
- Representative of United States of America

II. Regional Directors

- Region 1A: Districts that are members of ESSEX
- Region 1A: Districts that are members of ESSEX
- Region 2A: Mexican districts
- Region 2B: Mexican districts
- Region 3A: Districts that are members of SCRYE
- Region 3B: Districts that are members of SCRYE
- Region 4A: Districts that are members of WESSEX
- Region 4B: Districts that are members of WESSEX
- Region 5: Districts that are members of RYE Florida
- Region 6: Independent Canadian districts
- Region 7: Districts that are members of Ohio Erie RYE
- Region 8: Districts that are members of SCANEX
- Region 9: Districts that are members of Central States RYE
- Region 10: Independent Eastern USA districts
- Region 11: Independent Western USA districts

III. ROTEX Director

The Chairs of the Operational Committees are *ex officio* (with voice, but without vote) of the Executive Committee and Board.

Appendix 3: NAYEN Board Term Limits

Position	Term Length (Years)	No. of Eligible Terms	Maximum
DIRECTORS			
NAYEN Region	2	3	6
ROTEX	2	3	6
OFFICERS			
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