

*North American Youth Exchange Network, Inc.*

BY-LAWS

1. Purpose

1.1 The North American Youth Exchange Network, Inc. (the Network or 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 The Network 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).

2. Board of Directors

2.1 The Board of Directors will consist of 15 members who serve two year terms. “Year” shall be defined as 1 July to 30 June. The Directors will represent the 11 Regions specified on Exhibit 1. A person cannot be elected to a Director position if such election will result in that person serving on the Board of USA/Canada or the Board of NAYEN for more than six years on a cumulative basis since July 1, 2001. 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 Board of Directors.

2.2 Regions 1 through 4 will be represented by 2 Directors each. All other Regions will be represented by 1 Director each. The election cycle for each Director position will be as follows and then every two years thereafter:

NAYEN Director Election Cycle	
July 2010 to <u>June 2012</u>	July 2011 to <u>June 2013</u>
1A	1B
2A	2B
3A	3B
4A	4B
5	9
6	10
7	11
8	

2.3 It is imperative that before running for office, each prospective Director commits to making every effort to attend all annual Network meetings and Board teleconference meetings so as to represent his/her Region. Such representation is each Director’s primary responsibility and function. In addition, each Director shall assist, advise and encourage District Chairs in the Region that he/she represents in the performance of the District Chair’s duties.

- 2.4 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.
  - 2.5 At all meetings, ten members of the Board of Directors shall constitute a quorum.
  - 2.6 Any Director may simultaneously serve as an Officer but shall be entitled to only one vote. Should an individual be both a Director and an Officer with terms which are not concurrent, such individual may retain each position until the term of such position expires.
3. Officers
    - 3.1 The Officers for the Network shall be President, President Elect, Immediate Past President, Secretary, Treasurer and Assistant Treasurer. Officers shall serve two year terms. "Year" shall be defined as 1 July to 30 June. The President will be limited to one term of office.
    - 3.2 The President shall see that orders and resolutions of the Board are carried out, sign all legal instruments and contracts approved from time to time by the Board, and perform other related duties as the board may direct. The President may appoint a delegate to perform any duty when the performance of which by the President would be impractical and a delegate is not otherwise provided for in these By-laws.
    - 3.3 The President, or the senior officer present, shall preside at all meetings of the Board.
    - 3.4 The President Elect will prepare for the forthcoming term as President and will assist the President in requested areas.
    - 3.5 The Immediate Past President will provide advice to the President when so requested and will assist the President when requested.
    - 3.6 The Board shall appoint a Secretary, Treasurer and Assistant Treasurer. These officers shall not be required to have been a Director but must have the minimum qualifications of a Director. A person cannot be appointed to the Secretary or Treasurer Officer position if such appointment will result in that person serving in both capacities for USA/Canada or NAYEN for more than six years on a cumulative basis since July 1, 2001. A person can not be appointed to an Assistant Officer position if such appointment will result in that person serving in an Assistant Officer capacity for USA/Canada or NAYEN for more than six years on a cumulative basis since July 1, 2001. Service in an Assistant Officer position shall not be included in determining the length of service for an Officer position.
    - 3.7 Except as herein provided, no person may hold more than one Office but may be an Officer and Director simultaneously. The President and President Elect may not serve as Director while holding said Offices.

- 3.8 The Secretary shall record and distribute minutes of all meetings and proceedings of the Board, serve as custodian of all files and records, keep the corporate seal and affix it on all papers requiring the seal, notify members of upcoming meetings and perform related duties as the President shall direct. The Secretary will retain and pass on to the succeeding Secretary either an electronic or paper record of the minutes. The Secretary will maintain an up to date Board member list with correct e-mail addresses and phone numbers to the extent possible.
  - 3.9 The Treasurer shall deposit monies in account(s) authorized by the Board and disburse funds within the limits of the annual budget; shall assist the Board to prepare an annual budget; shall provide a quarterly financial update to the Board and perform other related duties as the Board may authorize. The Assistant Treasurer shall perform tasks as directed by the Treasurer, President or Board.
  - 3.10 The Board may appoint other officers and committees as it deems necessary to assist the Board in the discharge of its duties.
  - 3.11 The Network 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.
  - 3.12 If the President is incapacitated or out of communication, the next senior member of the Board of Directors will temporarily assume the duties of the President. The order of succession will be:
    - (1) President Elect,
    - (2) Immediate Past President
    - (3) Secretary.
4. Elections
- 4.1 Election of Directors:
    - a. Elections for Directors shall be finalized at least three (3) months prior to taking office. The election shall be coordinated by “Election Officials” who will be the Incumbent Directors if not running for re-election; if a Director is running for re-election the Election Official shall be appointed by the President. Election Officials are responsible for conducting the election in their Region in a timely manner, and shall follow the election process as set forth below.
    - b. The Election Official shall notify each Youth Exchange Chair in that Region of the impending election. Such Election Official shall also inform each District Chair of the goals and objectives of the Network and the obligations of a Director as provided in these By-laws. Should the current Director wish to be considered for re-election the District chairs will be so informed.

- c. The District Chairs shall be informed by the Election Official of a specific date by which names must be submitted as candidates for election to the position of Director.
- d. District Chairs shall be notified of the candidates and will be given a specific date by which to vote. The Election Official shall thereafter notify the President and Secretary of the results.
- e. If no Director is elected by the time set by the deadline set by the Election Official pursuant to subparagraph (d) above, the President will appoint a qualified Youth Exchange Officer to fill the position.

#### 4.2 Election of President Elect:

- a. The election of the President Elect shall be finalized two years prior to taking office as President. Candidates must have served previously as a Director or Officer. After being elected the individual designated President Elect shall assume the position of President at the end of the President Elect's term. If a sitting Director becomes President Elect, an election shall be conducted within that Director's Region to fill the Board vacancy.
- b. Not less than two months prior to the Board of Directors' Annual Meeting described in paragraph 6.2 below, the President shall appoint a nominating committee to solicit nominations for President Elect. The Nominating Committee shall be comprised of not less than two members, one of which shall be the current President Elect. Any District Chair in USA, Canada, or Mexico may nominate qualified candidates for President Elect.
- c. Not less than two weeks prior to the Board Annual Meeting the Nominating Committee shall report to the Board its list of qualified candidates for the office of President Elect.
- d. The Board shall vote, by secret ballot, at the ensuing Board of Directors' Annual Meeting, and nominations from the floor from current Directors shall be permitted at that meeting. The President and Immediate Past President shall count the votes and the individual getting the majority of votes shall be declared the next President Elect. Should no individual receive a majority of votes cast those two individuals with the highest vote total shall participate in a runoff election with the individual gaining the majority of votes being declared the winner. Should there be a tie after the first runoff election there shall be a second runoff election, and should the results still be tied the winner shall be determined by a coin toss conducted by the President.
- e. Only Directors physically present at the Directors' Annual Meeting shall be entitled to vote for President Elect.

#### 4.3 Vacancies

- a. Should a vacancy exist in the position of Director, Secretary, Treasurer or Assistant Treasurer with an unexpired term of less than one year, the position shall be filled by the Executive Committee.
- b. Should a vacancy exist in the position of a Director with an unexpired term of greater than one year, said position shall be filled by a special election conducted by the President, or a designee, pursuant to the provisions of paragraph 4.1 above.
- c. Should a vacancy exist in the Office of President with an unexpired term of less than one year said position shall be filled by the President Elect.
- d. Should a vacancy exist in the office of President Elect with an unexpired term of greater than one year a special election shall be held pursuant to the terms of paragraph 4.1 above and the next ensuing Annual Meeting. Should a vacancy exist in the Office of President Elect with an unexpired term of less than one year an election shall be held as soon as practical utilizing the electronic voting system then currently in use by the Board.

## 5. Committees

### 5.1 Five standing committees shall be established:

- 1) Executive Committee shall be comprised of the President, President Elect, Treasurer, Secretary and other Board members appointed by the President as needed. The Executive Committee shall have the authority to approve appointments recommended by the President.
- 2) By-Laws Committee
- 3) Conference Committee
- 4) Insurance Committee
- 5) An editorial Board for YeoResources and YeoTalk

5.2 Additional 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.

## 6. Meetings Schedule

6.1 The Board of Directors shall conduct Board Meetings not less than quarterly throughout the year by teleconference calls and the Internet.

6.2 An annual meeting of the Board of Directors shall be held each year at the Network Conference.

6.3 An annual meeting of the general membership shall be held each year at the Network Conference, to be presided by the President. The agenda at such annual meeting shall include, but not be limited to, a report of the state of the Network, a financial report and an opportunity for members to ask questions and give feedback to the Board.

- 6.4 Except where otherwise specified, all meetings of the board, committees thereof and the annual general meeting shall be conducted by Robert's Rules of Order.
- 6.5 All meetings of the board, committees thereof and the annual general meeting shall be conducted in English.
7. Membership
  - 7.1 All districts within the Regions identified on Exhibit 1, or succeeding districts of such, are de facto members of the Network.
  - 7.2 There are no membership dues.
8. Finances
  - 8.1 Revenue sources and amounts to support the providing of services to members shall be discussed and approved by the Youth Exchange District Chairs at the annual Network conference.
  - 8.2 The Board of Directors shall distribute an annual report of revenues and expenses at the annual meeting of the Network web site for reference by members.
  - 8.3 The fiscal year of the Corporation shall begin on 1 July and end on 30 June.
9. Services

The Board shall provide services to the Network District chairs such as:

- 9.1 Organize an annual Network conference. The purpose of the meeting is to conduct business, to provide both education and a forum for ideas, to establish a networking environment to assist in future exchanges and to resolve issues through consensus.
- 9.2 Develop and publish best practices for the implementation of youth exchange in the USA, Canada, and Mexico.
- 9.3 Develop, publish and keep up to date a model District Abuse and Harassment Prevention Policy to assist District Chairs.
- 9.4 Provide interactive e-tools for communication and collaboration
- 9.5 Provide a Network web site.
- 9.6 Develop mentoring teams to work one-on-one with District YEOs who want to pioneer or grow a program.
- 9.7 Recognize top performing USA-Canada-Mexico Districts.
- 9.8 Facilitate the recruitment of Rotex to Rotary.
- 9.9 Provide national training as required.

- 9.10 Facilitate the launch of new exchange models.
  - 9.11 Be an advocate to the Rotary International Board of Directors and collaborate with regional Rotary Youth Exchange entities throughout the world.
  - 9.12 Publish information on regional field trips for foreign inbound students.
10. Amending By-Laws

10.1 Network Officers and Directors may submit proposed amendments to these By-Laws at any time during the year. Youth Exchange District Chairs may also submit proposed amendments to these By-Laws to their Director for consideration at any time during the year. All proposed amendments shall be forwarded to the Secretary for electronic distribution to all Board members. The Secretary shall include a notice requiring that each Director electronically vote upon the amendment by a date which shall be no sooner than thirty (30) days nor later than forty five (45) days from the date of the notice. Directors are encouraged to forward all proposed amendments to Youth Exchange District chairs within their Region to solicit commentary and suggestions.

10.2 Should a Director wish to amend a proposed amendment it must be submitted so as to be distributed by the Secretary not later than twenty (20) days from the initial notice. In such instance the vote on the amendment to the amendment shall occur on the original vote return date, and the vote on the final amendment shall occur not sooner than ten (10) nor later than (20) days thereafter.

By way of illustration, a notice is electronically transmitted on April 1 by the Secretary calling for a vote on an amendment to be made on May 10th. If no amendments to the amendment are offered votes will be tabulated on May 10th. If a Director wishes to amend the amendment same must be submitted to the Secretary for transmission to the Directors by April 20th, and the amendment to the amendment shall be voted on May 10th, and the final vote on the final version of the amendment will be tabulated on May 20th. Any Director may rescind or change votes prior to the final vote tabulation date.

10.3 Officers and Directors shall transmit their votes to the Secretary electronically by the required return date, and the secretary shall tabulate the votes and announce the results as soon after the conclusion of the voting as possible. The Secretary shall maintain a record of all votes received. To be ratified an amendment must have an affirmative vote of not less than 2/3 of the current sitting Officers and Directors. All amendments so passed shall be distributed by the Directors to the District or Multi District chairs in their Region in an appropriate fashion.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
7190	4100	5500	5010	6890	5040	6360	5000	5580	6650	5190
7230	4110	5510	5020	6930	5050	6380	5240	6220	6710	5390
7250	4130	5520	5030	6940	5360	6600	5260	6250	6900	5440
7260	4150	5610	5060	6950	5370	6630	5280	6270	6910	5450
7280	4160	5630	5080	6960	5550	6670	5300	6290	6920	5470
7300	4170	5650	5100	6970	7010	6690	5320	6310	7040	5950
7330	4180	5670	5110	6980	7070	6740	5330	6330	7120	5960
7350	4190	5690	5130	6990	7080	6780	5340	6400	7150	
7370	4200	5710	5150		7090	7530	5420	6420	7170	
7390		5730	5160		7820	7670	5490	6440	7210	
7430		5750	5170			7680		6450	7410	
7450		5770	5180					6460	7470	
7490		5790	5220					6490	7750	
7500		5810	5230					6510	7770	
7510		5830	5400					6540		
7550		5840						6560		
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7640		6000								
7690		6040								
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