**BY-LAWS OF NORTH CENTRAL PETS, INC.**

**PREAMBLE**

**North Central PETS** is organized to provide a Multi-District President-elect Training Seminar to provide training for incoming club Presidents in the included districts. The multi-district composition of NCPETS permits sharing of resources and experience for the incoming club presidents to improve their leadership skills in conformance with Rotary International expectations.

**ARTICLE I.**

 **1.1 Name.** The name of the corporation shall be North Central President Elect Training Seminars, INC. It is referred to in these Bylaws simply as NCPETS. The acronym will be used in all official correspondence for the corporation.

**ARTICLE II.**

 **2.1 Purpose.** The legal purpose for which the corporation is organized is set forth in the Articles of Incorporation. The intended purpose is to plan an conduct a NCPETS seminar each year designed to coordinate the training efforts of the combined Rotary districts to prepare new club presidents to assume leadership responsibilities in their Rotary Club.

 **2.3 Training Requirement.** Each incoming Rotary Club President must be trained before assuming office. Attendance at an official R.I. PETS seminar will meet this requirement. In unusual circumstances, where attendance at NCPETS is not possible, the DGE of each district can conduct and verify that this training has taken place.

 *(The outgoing president in each club must continue in office until the DGE verifies the training has been conducted.)*

 **2.3 Goals.** NCPETS shall provide a structure within the multi-district region (5950, 5960, 5970, 6000) as organized by Rotary International to develop train presidents-elect in promoting the objectives of Rotary International: NCPETS shall conduct an annual multi-district President-elect training seminar to:

1. Sustain, develop and share strategies to increase a club’s membership.
2. Help club leaders create and sustain successful projects that address human needs locally, nationally, and internationally.
3. Inform club leaders about the Rotary Foundation and the benefits that come through financial contributions and program participation.
4. Develop Rotary leaders who aspire to Rotary leadership beyond the club level. (Rotary code of policies (RCP) 23.030.2)

**ARTICLE III.**

 **3.1 Registered Office**. The registered officeof the Corporation shall be established and supported by the NCPETS Board of Directors at an appropriate location within the Districts. Appropriate records of all seminars, financials records, and meeting minutes will be kept at this location in both hard copy and electronic formats.

**ARTICLE IV.**

 **4.1 Members.** The members of the corporation shall be all certified Rotary Clubs in Districts: 5950, 5960, 5970 and 6000.

**4.2 Continuing status of Rotary District members.** Any addition or removal of a District from membership in NCPETS shall be by a written petition to the Board of Directors from the District desiring to leave.Addition or removal of Districts will occur on an affirmative vote of the NCPETS Board of Directors..

**4.3** **Seminar Participation**. Members of other Districts, other than those identified in 4.1 who are in need of President-elect training, shall be allowed to attend and participate in the annual training seminar by paying the fees required of all participants.

 **4.4 Dues.** NCPETS district members shall not assess dues for NCPETS to its member clubs. The funds to support and maintain NCPETS will be accrued from the receipts of each seminar.

 **4.5 Participation Assessment.** Districts, who have clubs that do not attend the NCPETS seminar, will be billed at the early registration fee to cover their fair share of materials, and activities that will be required to assist the DGE’s of each district to provide the training of these new presidents before they can assume office. *The DGE in each district will be allowed to excuse a club from this assessment for a legitimate reason.*

 **4.5** **Sustaining Finances**. The Board of Directors will establish and maintain from seminar receipts a reserve account of $50,000.00 that will be maintained in a secure account. That account can only be used to cover unbudgeted expenses incurred by NCPETS and approved by the Board of Directors.

**ARTICLE V.**

 **5.1 Board of Directors.** The governing board of NCPETS shall be the Board of Directors comprised of selected representatives from each District. There will be a four year rotation with each district holding one office each year. The district’s representative will be selected by the District Governor from the district that has a vacancy in the Immediate past chair position that year.
NCPETS officers

1. All District Governors-elect (from each member district ARE MEMBERS OF THE BOARD OF DIRECTORS
2. General Chair (This position will rotate annually within the participating Districts)
3. Vice chair (Will succeed the General Chair for the next year, and will serve as program chair, reporting to the General Chair, during this year.)
4. Secretary (Will become vice-chair for the next year, and then General Chair.
5. Immediate Past chair will be the general chair emeritas, and will be the 4th  member of the Ex. Committee.
6. District Governor Nominees (DGN) and District Governor Nominee Designates (DGND) will serve as voting members and are expected to attend all meetings of the Board of Directors.

**5.2** **Officer Rotation:** The NCPETS officers, General Chair, Vice Chair, Secretary and Immediate Past chair will be selected by each participating District for a term of 4 years. The General chair will have had two years of involvement on the Ex. Committee and will have participated in two NCPETS seminars before assuming office. *(The Board of Directors can waive this requirement if conditions require it.)*

 **5.3** **The Treasurer** . The treasurer will be appointed by the Executive Committee and can serve at their discretion. The treasurer will be a voting member of the Board of Directors. The treasurer will manage all funds, prepare an annual budget for approval, and monitor all registration activities for the annual seminar. The treasurer will receive an annual stipend of $500.00 for expenses to perform his duties. The treasurer will not be allowed to hold another office while serving in this position.

 **5.4** **Seminar Requirement**. The DGE’s in each District will be provided time to meet with their President Elects to explain how that District will conduct its business. This time is for specific instruction on the expectations for the president-elects in that district. The General Chair will allocate time at each seminar for this activity.

 **5.5 Executive Committee.** The overall operation of PETS shall be the responsibility of the Executive Committee, comprised of:

1. General Chair
2. Vice Chair
3. Secretary

 4. Immediate Past chair

The Executive Committee will meet at the discretion of the General Chair, and will be empowered to make decisions to facilitate the preparation and supervision of the annual President Elect Training Seminar.
*The treasurer will be an ex-officio, non-voting member of the Executive Committee.*

 **5.5 Seminar Leadership team.** A seminar leadership team will be responsible for the planning of the components of each NCPETS seminar. The Seminar Leadership Team will supervised by the General Chair. There will be four members of
each of these committees. One from each district.

1. Facilities Chair - plus 3 District members
2. Registration Chair- plus 3 District members
3. Instruction Chair- plus 3 District members
4. Technical Support Chair.

The chair for each committee will be determined by the General Chair.

 **5.6 Appointments.** Leadership will revolve through each of the participating districts. Selection of General chair will be done on a rotation schedule of the member Districts. When committee members have served their four year membership on the committee, the District Governor of the District of the immediate past chair will appoint the district members to serve in these positions: Incoming secretary, facilities committee, registration committee, and instruction committee representatives.

*Technical support chair will be selected each year by the Executive Committee.*

**5.7 Seminar Leadership Team.** Member**s** of theSeminar Leadership Team shall hold meetings as needed to develop plans for the next NCPETS seminar.

 **5.8 Terms of Office.** Officers and members of the Board assume their new office at the conclusion of the annual training seminar.The new officers will then commence planning the next seminar. All Members are limited to one four year term.

 **5.9 Vacancy in Office.** Any vacancy occurring because of death, resignation, or removal of a Director shall be filled by the Board of Directors, based on the recommendation of the District Governor of that member’s district, to fill the unexpired term.

**ARTICLE VI.**

 **6.1 Voting.** At each meeting members of each district in attendance shall have one vote.

 **6.2 Quorum.** A quorum shall exist when three (3) of the four (4) Districts involved are present at a meeting. . *Motions can be approved at any meeting by a majority vote of those in attendance.*

**ARTICLE VII.**

 **7.1 Annual meeting.** The Annual meeting will occur at an appropriate time at each NCPETS seminar. The new officers will assume their responsibilities at the conclusion of that meeting. The new board will assume its main responsibility, the planning of the next NCPETS seminar.

 **Annual Meeting Agenda:** The agenda for this meeting shall include:

1. Installation of officers (A distribution of a sheet listing the names of the officers and committee members will constitute installation.)
2. Approval of a tentative Budget for the next seminar.

1. The development of a working plan for the next NCPETS seminar.

 **7.2 Meeting attendees.** All committee members including District Governors, District Governors-elect, and District Governor-Nominees shall be invited to attend all meetings with their expenses covered by their district. The expenses of the officers to attend NCPETS seminar and all related meetings will be covered by NCPETS funds

 **7.3 Special meetings.** The General Chair of NCPETS with the approval of the Executive Committee may call a special meeting of NCPETS by written or electronic notice whenever necessary.

 **7.4 Board meetings. Board meetings will be called at an appropriate Time and Place.** Meetings may be called by the Board Chair and held at a location determined that limits excessive travel by any of the participants. The General Chair may determine that a board meeting can be conducted using electronic communication equipment. A quorum will be required and actions will be considered legitimate by a voice or roll call vote recorded in the minutes.

 **ARTICLE VIII.**

 **8.1 Fiscal Year.**  Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall conform to the Rotary International year and shall begin on July 1 and end on June 30.

 **8.2 Corporate Seal.** The corporate seal will be the official NCPETS pin. Created at the 2013 NCPETS seminar.

 **8.3 By Law Amendments:**  These by- laws can be amended with a written resolution recommended by the Executive committee and voted on at a regular board meeting with a majority vote required for approval. The amendment can be a general revision of the by-laws that can be voted on with one vote.

 **8.4 Authority to Borrow, Encumber Assets.** No Director, officer, agent or employee of this corporation shall have any power or authority to borrow money in its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope of and to the extent of the authority delegated by resolutions adopted by the Board of Directors.

**8.5 Financial Management.** The Board of Directors will be responsible for the financial management of all NCPETS resources. Annually, the Board of Directors will appoint a three member review committee, made up of members from each district that is not the home district of the Treasurer. This committee will review the financial transactions for that year. This review will occur during the NCPETS seminar each year, and will be followed with a written report signed by each committee member that verifies that all transactions are in order.

 **8.5 Deposit of Funds.** All funds of this corporation shall be deposited in such banks, trust companies or other depositories as the Board of Directors may approve or designate. The treasurer, the General Chair, and vice chair will be authorized to sign to withdrawn funds for NCPETS expenditures.

**8.6 Waiver of Notice.** A waiver of notice will be allowed for any special meeting of the Executive Committee or the Board when special circumstances require immediate attention. A summary of that meeting will be provided by the General Chair at the next board meeting.

The above provisions constitute the duly adopted By Laws of the North Central President Elect Training Seminar (NCPETS, Inc.)

Approved by the Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_ (date)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_General Chair District \_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Vice Chair District \_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Secretary District \_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Immediate Past General Chair. District \_\_\_\_\_\_