

BYLAWS OF
SOUTHERN CALIFORNIA AND NEVADA ROTARY PETS, INC.

ARTICLE I. PURPOSE

Section 1.01. The purpose of this organization is to train Rotary Club Presidents-Elect to be effective Presidents during their year of service as a Rotary Club President.

Section 1.02. The Corporation is specifically formed and organized as a "Multi-District PETS" to conduct an annual Presidents-Elect Training Seminar as defined and set forth in the Code of Policies of Rotary International.

ARTICLE II. OFFICES

Section 2.01. Principal Office. The Board of Directors will determine the principal office of the Corporation for its transaction of business.

Section 2.02. Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another. Any such change shall be noted to the members, but shall not be considered an amendment of these bylaws.

ARTICLE III. MEMBERS

Section 3.01. Classification and Qualification of Members. The Corporation shall have one class of members only, which members shall be the Rotary districts served by the Southern California and Nevada Rotary President-Elect Training Seminar (the "Member Districts"). Each Member District shall be represented by the Governor-Elect of that Member District or their appointee. Rotary Code of Policies §23.030.9. Each Governor-Elect, or their appointee, shall serve a term as representative of their Member District beginning on March 15 of their year of service as Governor-Nominee and shall serve as a member through March 14th of their year of service as Governor-Elect.

Section 3.02. Voting Rights of Members. The members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment to those terms, and on any election to dissolve the corporation. The members shall be participating, non-voting members at meetings and committee meetings of the Board of Directors. In addition, those members shall have rights afforded to members under the California Nonprofit Public Benefit Corporation Law.

Section 3.03. Other Matters for Approval by the Members. The members shall have the right to vote approval of:

- (a) The final program of PETS;

- (b) The selection of training leaders;
- (c) Plenary speakers.

(Rotary Code of Policies §23.030.7(B))

Section 3.04. Termination of Membership. Any Member District that seeks to terminate its participation in this multi-district PETS must secure the approval of two-thirds of the clubs in that Member District to withdraw. The Governor-Elect of that Member District shall notify the General Secretary of Rotary International and the Governors-Elect of the Member Districts of this corporation of its decision within 60 days prior to the date of termination. Rotary Code of Policies §23.030.7(B).

Section 3.05. Nonliability of Members. Members of the Corporation and the members of the Rotary districts served by the Southern California and Nevada Rotary President-elect Training Seminar who are the members of the Corporation shall not be liable for the debts, obligations, or liabilities of the Corporation solely because of such membership.

Section 3.06. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be either transferred for value or otherwise.

Section 3.07. Meetings of Members.

(a) Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

(b) Annual Meeting. An annual meeting of members shall be held on March 15th of each year, or as soon thereafter as a meeting may be called by the Board of Directors of the corporation. Notice of the meeting shall be given to the standing Governors-Nominee of each Member District, as they begin an automatic term as voting members on March 15th. At this meeting, the Members shall:

(i) Elect a secretary from among the members who shall serve as a liaison for communication between the members and the Chair of the Board of Directors;

(ii) Nominate and elect the Nominated-Directors (as defined in section 4.04).

Any other proper business may be transacted at the annual meeting.

(c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the board or the chairman of the board or by any two or more of the members.

ARTICLE IV. DIRECTORS

Section 4.01. Number. The Corporation shall have a minimum of six (6) directors, one from each of the Member Districts. Collectively, the directors shall be known as the Board of Directors. All other officers of the Corporation and their respective responsibilities shall be as defined in the "Policies and Procedures Manual."

Section 4.02. Qualifications. The directors of the Corporation shall be persons who have qualifications and skills related to, and an active interest in, the purposes, of the Corporation. The directors shall be persons who are generally available to manage and direct the affairs of the corporation. The Board of Directors is responsible for developing, planning and conducting the training at the seminar. (Rotary Code of Policies 17.030.3.I.4.f; 23.030.7(B))

Section 4.03. Governor-Directors. The Board of Directors shall include the Governors of each Member District who are Immediate Past District Governors as of the time the Presidents Elect Training Seminar is to be conducted. For example, for the PETS taking place in February 2013, the Governor-Directors are the Past District Governors of the 2011-12 class of Governors. The Governor-Directors serve a one-year term beginning on March 15 each year.

Section 4.04. Nominated-Directors. The Board of Directors shall also include a minimum of six (6) Nominated- Directors, elected by the Members. Each Member District shall nominate a Past District Governor who is an active Rotarian in good standing within a Rotary club in its Member District to serve as a Nominated-Director.

(a) Terms of Office. In 2012, the Nominated-Directors were divided into three approximately equal groups and designated by the Board to serve one, two, or three year initial terms. Thereafter, the term of office of each Director shall be three years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. Directors who have serve three (3) consecutive years may not be re-nominated until they have been off of the Board for at least one year.

(b) Gap Year Directors. To assure continuity of experience as the corporation implements staggered terms for the Board of Directors, the seven (7) directors of the 2012 PETS committee shall continue to serve as voting members of the Board through March 14, 2013. The Gap Year Directors shall not vote for the Chair or Chair-Elect for the 2014 PETS.

Section 4.05. Appointed-Directors. The Board of Directors shall include one (1) current member of Rotaract and one (1) Rotarian partner. The Appointed-Directors shall be selected by the Chair of the Board of Directors to serve a one-year term, commencing March 15.

Section 4.06. Extension of Term. If the selection of a board member as Chair-Elect as provided in these bylaws would extend the term of the Director beyond three (3) years, the selected board member may serve for one or two additional years as an additional member of the Board of Directors.

Section 4.07. Compensation. The directors shall serve without compensation.

Section 4.08. Meetings.

(a) Call of Meetings. The acting chair or any two (2) directors may call meetings of the Board.

(b) Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation or as changed from time to time as determined by the Board of Directors.

(c) Annual Meeting. An annual meeting of the Board of Directors shall be held on the last day of the President Elect Training Seminar (at the location of the Seminar), immediately following the final session of the Seminar unless the board fixes another date or time and so notifies the members, but no later than March 14th (the last day of the term of the Board).

(i) Selection of Chair-Elect. At the annual meeting, the Board shall convene a Nominating Committee comprised of the Governor-Directors and the Nominated-Directors. The Nominating Committee shall select from among themselves a Chair-Elect to serve for the following one-year term, beginning March 15. To be eligible to serve as the Chair-Elect, the selected member must have been a voting member of the Board during the previous year and must have served more than one complete term on the board. The Chair-Elect shall not be from the same Member District as their predecessor. The Chair-Elect shall assume the position of Chair of the Board of Directors subsequent to the year of service as Chair-Elect.

1) Selection of Chair-Elect During "Gap Year". To assure continuity of experience as the corporation implements staggered terms for the Board of Directors, the Board shall convene a special meeting in November 2012. At this meeting, the Board shall convene a Nominating Committee comprised of the Governor-Directors and the Nominated-Directors. The Nominating committee shall select from among themselves a Chair-Elect to serve for the remainder of the 2013 PETS year, through March 14, 2013. The selected Chair-Elect will serve as Chair of PETS 2014. The Chair-Elect shall not be from the same Member District as their predecessor.

(ii) Any other proper business may be transacted at the annual meeting.

(d) Time of Regular Meetings. Regular meetings of the Board shall be held without call or notice, at the principal office of the corporation or at such other place as determined by resolution of the Board of Directors, on such date and such time as the Board of Directors may, from time to time, fix for each regular meeting by resolution.

(e) Special Meetings. The acting chair or any two (2) directors may call special meetings of the Board. Special meetings shall be held on four (4) days notice by first class mail or on forty-eight (48) hours notice delivered personally or by telephone or by Internet.

(f) Quorum/Fiscal Year: A quorum is a majority of the current number of directors of the Board for the transaction of business, except as hereinafter provided. The Corporation's fiscal year is from July 1 to June 30 of each year.

(g) Transactions of Corporation. The Corporation shall be operated in accordance with the "Policies and Procedures Manual." The Board is prohibited from taking any action inconsistent with the "Policies and Procedures Manual" unless following the "Policies and Procedures Manual" would be contrary to law.

(h) Conduct of Meetings. The acting chair shall conduct meetings of the Board of Directors or in his or her absence, the Chair-Elect. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(i) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 4.09. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.10. Removal of Directors. The Board may declare vacant the office of a director on the occurrence of any of the following events: (1) the director has been declared of unsound mind by a final order of court; (2) the director has been convicted of a felony; (3) the director has been found by a final order or judgment of any court to have breached duties of a director in such position in a corporation; or (4) the director is no longer a Rotaractor, partner, or active Rotarian in good standing within a Rotary club in a district represented by SoCal/Neve PETS.

Section 4.11. Resignation of Director. Any director may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 4.12. Vacancies on the Board.

(a) Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and on the failure of the members in any election to elect the full number of directors.

(b) Filling Vacancies. In the event that a Governor-Director or Nominated-Director is unable or desires not to serve, a Past District Governor from that Director's Member

District will be nominated by that Member District to replace the Director for the duration of the unexpired term. Final selection shall be by a vote of the members.

ARTICLE V. POLICIES AND PROCEDURES MANUAL

Section 5.01. Policies and Procedures Manual. The Corporation shall be operated in a manner consistent with the "Policies and Procedures Manual." In the event of any inconsistency between these Bylaws and the Policies and Procedures Manual, the Bylaws shall control unless doing so would be contrary to law. The Policies and Procedure Manual shall contain the operating guidelines of this multi-district PETS, in accordance with the Multi-District PETS Guidelines of Rotary International. (Rotary Code of Policies 23.030.7)

ARTICLE VI. CORPORATE RECORDS, REPORTS

Section 6.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses of each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form. All records shall be kept for a period of time and at a specified location as determined by the Board of Directors.

Section 6.02. Annual Report. The Corporation shall provide each member a current financial report as defined in the "Policies and Procedures Manual."

Section 6.03. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification, if such transaction or indemnification took place.

ARTICLE VII. AMENDMENT OF BYLAWS

Section 7.01. Amendment. These bylaws may be adopted, amended or repealed by the board unless the action would materially and adversely affect the rights of members as to voting or transfer, pursuant to California Corporations Code §5150(a).

History:

April 7, 2012 – Amended and Restated Bylaws adopted by action of Board of Directors:

February 9, 2013 – Subsequent Amendment to Bylaws adopted by action of Board of Directors, Bylaws not restated.

**AMENDMENT TO THE BYLAWS OF
SOUTHERN CALIFORNIA AND NEVADA ROTARY PETS, INC.**

The Amended and Restated Bylaws of Southern California and Nevada Rotary PETS, Inc., adopted April 7, 2012 were amended by action of the Board of Directors on February 9, 2013 as follows:

1. ARTICLE III, Section 3.07 (b) (ii) of the Bylaws of this organization is amended to read:

(ii) Elect the Nominated-Directors (as defined in section 4.04).

2. The following subsections is added to ARTICLE III, Section 3.07:

(d) Quorum. A quorum is a majority of the current numbers of the Members of the Corporation for the transaction of business.

(e) Conduct of Meetings. The elected secretary shall conduct meetings of the Members of the Corporation. Members may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meetings can hear one another. Such participation shall constitute personal presence at the meeting.

3. ARTICLE IV, Section 4.05 is amended to read, in its entirety:

Section 4.05. Appointed Non-Voting Directors. The Board of Directors may include non-voting directors to enhance the program. The appointed non-voting directors, if any, shall be selected by the Chair and approved by the Board of Directors to serve a one-year term, commencing March 15. They may be reappointed.

ARTICLE IV, Section 4.10 is amended to read, in its entirety:

Section 4.10. Removal of Directors. The Board may declare vacant the office of a director on the occurrence of any of the following events: (1) the director has been declared of unsound mind by a final order of court; (2) the director has been convicted of a felony; (3) the director has been found by a final order or judgment of any court to have breached duties of a director in such position in a corporation; or (4) the director is no longer an active Rotarian in good standing within a Rotary club in a district represented by SoCal/Nev PETS.

4. The following subsection is added to ARTICLE IV, Section 4.03 (Governor-Directors)

(a) The immediate past chair shall continue to serve for an additional year as a voting member of the Board of Directors. He/she will provide leadership continuity and be able to advise and assist the Board in the implementation of the PETS Program.

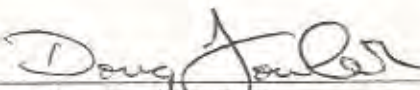
5. ARTICLE IV, Section 4.04 is amended to read:

Section 4.04. Nominated-Directors. The Board of Directors shall also include a minimum of six (6) Nominated- Directors, elected by the Members. Each Member District shall nominate a Past District Governor who is an active Rotarian in good standing within a Rotary club in its Member District to serve as a Nominated-Director. Each district shall establish its own selection process to choose its nominate directors.

CERTIFICATE BY SECRETARY

I DO HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named corporation and that the foregoing amendments to the Bylaws were adopted by a vote of a quorum of the Board of Directors at their meeting on February 9, 2013,

IN WITNESS WHEREOF, I have set my hand this 9th day of February, 2013.



Doug Fowler, Secretary