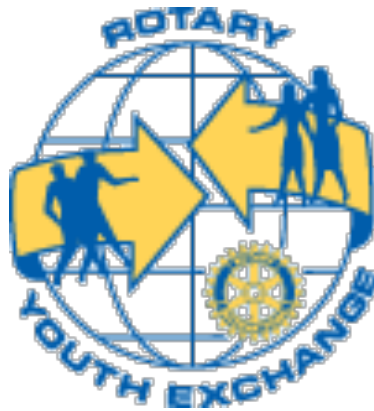


**OHIO-ERIE  
ROTARY YOUTH EXCHANGE PROGRAM, INC.**



**THE BY-LAWS  
OF THE NONPROFIT CORPORATION**

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# **Ohio-Erie Rotary Youth Exchange Program, Inc. The By-Laws of the Nonprofit Corporation**

Ohio-Erie Rotary Youth Exchange is a not for profit corporation, formed under Sections 1702.01 et seq., Revised Code of Ohio, and the following are the By-Laws of such Corporation:

## **ARTICLE 1: PRINCIPAL OFFICE AND NAME**

- 1.0 The place in this State where the principal office of the corporation is to be located is determined from time to time by the Executive Committee.
- 1.1 The name of this non-profit corporation is Ohio-Erie Rotary Youth Exchange Program, Inc. The short name of this organization is “Ohio-Erie”.

## **ARTICLE 2: DISTRICT MEMBERSHIP**

- 2.0 To be a member District, a District must:
  - 2.01 Have approval to participate by a majority of the District’s Rotary Clubs, signified by a vote taken and passed at a District Conference pursuant to Rules or Guidelines adopted by Rotary International.
  - 2.02 Have an appointed Rotary District Youth Exchange Officer and have appointed a Rotary District Youth Exchange Program Committee.
  - 2.03 Have accepted the Articles of Incorporation and Constitution and By-Laws of the Ohio-Erie Rotary International Youth Exchange Program Inc.
  - 2.04 Have accepted the financial responsibility involved in the program.
  - 2.05 Have received approval of the Board of Directors of Rotary International to participate in this organization.
- 2.1 Admission to District Membership
  - 2.11 Application for admission as a District Member shall be made upon forms prescribed by the Executive Committee.
  - 2.12 Admission as a member of Ohio-Erie shall require the affirmative vote of a majority of the Representatives present at a meeting of the membership at which a quorum is present.
  - 2.13 Applicants shall be advised by mail of the action taken by the Representatives, and shall have all rights and privileges of District Membership from the date of acceptance or the fulfillment of all requirements noted in the Certificate of Incorporation or any By-Laws hereinafter enacted.

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- 2.2 Associate Membership may be extended to other Districts on a probationary basis with all conditions applicable exclusive of voting rights.
- 2.3 Individual Representatives will be composed of the following Member District's officers who must be Rotarians from Member Districts:
  - a. District Youth Exchange Chairperson[or equivalent Chief Officer of the District's Rotary Youth Exchange Program Committee]
  - b. District Inbound Chairperson
  - c. District Outbound Chairperson
  - d. District Short Term Chairperson
- 2.4 Termination of District Membership
  - 2.41 A District may terminate its membership by giving written notification to the Ohio-Erie General Chairperson of the Ohio-Erie Rotary Youth Exchange Program, Inc. which shall become effective when:
    - a. All money due Ohio-Erie has been paid in full;
    - b. All exchanged students, in or out of the District, have returned to their native countries and homes; and,
    - c. Rotary International is notified of the District's withdrawal by the Recording Secretary.

### **ARTICLE 3: OHIO-ERIE OFFICERS & COUNTRY CONTACTS**

- 3.0 The Officers are Representatives of Ohio-Erie Rotary Youth Exchange Program Inc. and comprise the Executive Committee. They are as follows:
  - a. General Chairperson
  - b. Vice-Chairperson
  - c. Short Term Chairperson
  - d. Treasurer
  - e. Immediate Past Chairperson
  - f. Recording Secretary
  - g. Chief Country Contact
  - h. District Chairpersons' Representative
- 3.1 All elected officials must be Rotarians in good standing of a Rotary Club of one of the participating Rotary Member Districts of Ohio-Erie Rotary Youth Exchange Program Inc.
- 3.2 The election of officers shall be held during the stated spring meeting. Elected officers will assume office on the following July 1<sup>st</sup>.
- 3.3 The term of these Officers shall be one (1) year.

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- 3.31 The Chairperson, Vice Chairperson, and Immediate Past Chairperson may only serve two terms consecutively.
- 3.32 Short Term Chairperson, Treasurer, Recording Secretary and may serve multiple terms, but must be elected to those offices annually.
- 3.33 The Chief Country Contact, and District Chairpersons' Representative may serve multiple terms, but must be elected to those offices annually.
- 3.4 Any Officer is eligible to be elected to another office at the vacancy of that Office.
- 3.5 No person shall serve as Ohio-Erie General Chairperson until they have served as a District Chairperson or having served at the district level as "one of the chairs" (Chair, IB, OB, STEP) or on the Ohio-Erie Executive committee in one of the positions for a minimum of two (2) years. In the event no one is qualified to serve as Ohio-Erie General Chairperson because of the limitations of this section, the Representatives shall elect a General Chairperson from their midst.
- 3.6 The duties of elected officers shall be revised from time to time by the Executive Committee in order to make best use of the personnel elected to those offices. A separate document entitled "Duties of Elected Officers" shall be part of a general management document.
- 3.7 Officers of Ohio-Erie may terminate their position by notifying the Ohio-Erie General Chairperson in writing (including electronic) and such termination shall be effective immediately.
- 3.8 Country Contacts are Representatives of Ohio-Erie Rotary Youth Exchange Program Inc.
- 3.9 Country Contacts are appointed positions and must be Rotarians in good standing of a Rotary Club of one of the participating Rotary Member Districts of Ohio-Erie Rotary Youth Exchange Program Inc.
- 3.10 Country Contacts may vary in number depending on the number of exchange countries and the volume of exchanges.

### **ARTICLE 4: NOMINATING COMMITTEE AND ELECTIONS**

- 4.0 The Nominating Committee shall consist of:
- a. the two most recent past Ohio-Erie General Chairpersons, who are members of Rotary clubs within any of the Districts of Ohio-Erie, and
  - b. the current District Chairpersons' Representative.

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- 4.1 The Chairperson of the Nominating Committee shall be the most immediate past Ohio-Erie General Chairperson.
- 4.2 The Nominating Committee shall meet at least thirty (30) days prior to the spring meeting of Ohio-Erie to select fully qualified members as the official candidates for the offices of:
  - a. General Chairperson
  - b. Vice-Chairperson
  - c. Short Term Chairperson
  - d. Treasurer
  - e. Immediate Past Chairperson
  - f. Recording Secretary

and any other Ohio-Erie officers as may from time to time require an election.

- 4.3 The committee's candidates shall be communicated to the General Chairperson at least no more than seven (7) days following their meeting.
- 4.4 The Nominating Committee's selection(s) shall be ratified by the Executive Committee prior to presentation at the spring meeting.
- 4.5 Nominations may also be received from the floor at the spring meeting or by written letter from a District Chairperson to the General Chairperson prior to the meeting.
- 4.6 In the event of an election, the Nominating Committee shall prepare ballots composed of the Nominating Committee's slate, any District Chairperson nominations and nominations from the floor. Voting will be by secret ballot and the winning candidate(s) must receive a simple majority of votes cast. If there are more than two nominees for a given office, balloting will proceed as follows: On the first ballot, if no candidate receives a majority, the candidate with the fewest numbers of votes cast will be dropped from the second ballot. Balloting will continue in this manner until one candidate receives a majority.

### **ARTICLE 5: OPERATIONS**

- 5.0 The General Chairperson of Ohio-Erie Rotary Youth Exchange Program, Inc. shall be the Chief Executive Officer.
- 5.1 The policies of this organization shall be formulated by the Representatives.
- 5.2 The day-to-day operation of this organization will be the responsibility of the Officers.
- 5.3 The procedures developed and used to administer this program are to protect the youth, host parents and Rotarians and assure a successful experience in international goodwill and understanding by all involved.

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- 5.4 The language used throughout the by-laws now or in the future shall be free of bias of any kind whether pertaining to gender, race, religion or country of origin.
- 5.5 The General Chairperson upon recommendation of the Executive Committee or the Representative Body of Ohio Erie may appoint a task force with a limited time frame to complete a carefully defined exploration and task that is necessary and beneficial to Ohio-Erie Rotary Youth Exchange, Inc. or the persons it serves.

### **ARTICLE 6: MEETINGS**

- 6.0 Two (2) general meetings shall be held each year, one in the spring, the other in the fall. The meeting dates shall be set by the Executive Committee. General meetings should be scheduled more than a year in advance.
- 6.1 Special Meetings:
  - 6.11 The Ohio-Erie General Chairperson shall have the authority to call special meetings of the Representatives as deemed necessary.
  - 6.12 The Executive Committee and/or at least ten per cent of the Representatives may also call a special meeting.
  - 6.13 The Recording Secretary shall notify all Representatives in writing with at least two (2) weeks' notice prior to the date of such a special meeting.
- 6.2 Quorum:
  - 6.21 A quorum shall be defined as 50% of the eligible voters.
  - 6.22 A quorum is determined by those present or represented by proxy.
  - 6.23 A majority vote of such quorum shall be necessary for the transaction of any business of the meeting, unless a greater number is required by law, the Articles of Incorporation, or any By-Laws of the organization.
  - 6.24 If less than a quorum is represented at a meeting, a majority of those represented may adjourn the meeting from time to time without further notice.
  - 6.25 At such adjourned meeting at which a quorum shall be present or represented through proxy, any business may be transacted which may have been transacted at the meeting as originally noticed.
  - 6.26 The Representatives present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Representatives to leave less than a quorum.

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- 6.3 Each Representative shall be entitled to one vote, exercisable in person or by proxy, on any matter presented to the membership for a vote. In any instance where a District has appointed Co-Chairpersons for a position named in Section 3.0, such position shall exercise only one vote on any matter.
- 6.4 For the purpose of conducting business, proxies are allowed under certain conditions. These conditions are as follows:
- a. The representative wishing to be represented by a proxy must execute that desire in writing to the Recording Secretary, prior to the meeting.
  - b. The representative must name the person authorized to be a proxy in the written notification.
  - c. The privilege of acting as a proxy is in effect until such time as it is exercised or withdrawn.
  - d. The person acting as the proxy must exercise the voting privilege in person.
- 6.5 A Representative is not entitled to more than one vote if the Representative holds more than one position or office in a District or Ohio-Erie.
- 6.6 Any action required, or which may be taken at a meeting of Representatives or their designees, may be taken without a meeting but with the same effect as a regular vote at a meeting, if prior to such action, proper notice is given to all Representatives and a consent in writing setting forth all action to be taken shall be signed by a majority, or otherwise provided percentage, of all Representatives entitled to vote with respect thereto, and such consent is filed in the minute book of the Corporation.
- 6.7 The Recording Secretary or designee maintains the records of all official meetings of the corporation to include:
- a. Meetings of the Representatives
  - b. Meetings of the Executive Board
  - c. Special Called Meetings for the good order of the Corporation

### **ARTICLE 7: FINANCES**

- 7.0 Revenue sources and amounts to support the providing of services to members shall be recommended by the Executive Committee and approved by vote of the representatives.
- 7.1 The fiscal year of the Corporation shall begin on September 01 and end on August 31.
- 7.2 The Treasurer shall provide an overview of the financial position of the corporation, to all member districts, at the spring and fall meetings.
- 7.3 Copies of the annual financial review shall be sent to the District Governor, District Governor-Elect and District Governor-Nominee.



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**ARTICLE 8: OPERATING PROCEDURES**

8.0 The operating procedures for all Districts and Ohio-Erie shall be contained in the Ohio-Erie Operations and Policy Manual and the Financial Procedures Manual as approved by and/or amended by the Representatives at any regularly called meeting.

**ARTICLE 9: AMENDMENTS**

9.0 These By-Laws may be amended at either of the two (2) semi-annual meetings by a vote of the Representatives (66% agreeing) a quorum being present.

9.1 Any Representative has the right to propose an amendment to these By-Laws provided it is in harmony with the Rotary International Constitution, By-Laws, Manual of Procedure and Code of Polices.

9.2 The proposed amendment shall be submitted in writing to the Ohio-Erie General Chairperson two (2) months prior to the next stated meeting. The Ohio-Erie General Chairperson shall cause the proposed amendment to be circulated, in writing, to all Representatives at least fifteen (15) days prior to the stated meeting.