

**BYLAWS of
ROTARY FLORIDA PETS, INC.**
(seventh amendment adopted March 18, 2019)

Wherever used in this document, the singular shall include the plural, and the masculine gender shall include the feminine, and vice-versa, regardless of the terminology stated herein.

PARAGRAPH 1: PURPOSE AND POWER

1.01 General The Corporation will have the purposes and powers as set forth in Article 2, as limited by Article 3, of the Articles of Incorporation of ROTARY FLORIDA PETS, INC., and such other powers as are now or may be granted hereinafter by law.

1.02 Additional In order to further enhance the support system for Rotary Club Presidents-Elect during the preparation for and conduct of their year as a Club President, Rotary Florida PETS, Inc. shall provide additional training and Rotary educational opportunities for the Assistant Governors of the member Districts, and may undertake further training and educational opportunities for entities or persons affiliated with Rotary, such as, but not limited to, Rotaract and Interact Clubs within the member Districts, and the spouses or partners of the Club Presidents-Elect.

PARAGRAPH 2: OFFICES

2.01 Principal Office. The principal office of the Corporation in the State of Florida shall be located in the County of Pinellas, at the following address: 8200 Seminole Blvd., Seminole, FL 33772, or such other place from time to time as directed by the Board of Directors.

2.02 Additional Offices. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2.03 Registered Agent. The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office, as required by the Florida Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Florida and the address of the registered agent may be changed from time to time by the Board of Directors.

PARAGRAPH 3: MEMBERS

3.01 Initial. The initial members of the Corporation shall be the Directors named in the Articles of Incorporation.

3.02 Qualifications. Any person agreeing to render service to this Corporation in the carrying out of its purposes and aims, whether the rendition of such service shall be personal

service or contribution, donations or subscription of funds for the purpose of carrying out the objects and purposes of this Corporation, shall be eligible for membership.

303 Admission to Membership.

(a) Except for Active Members, who shall automatically be admitted to membership by virtue of their office as District Governor Nominee (DGN) or District Governor Elect (DGE), admission of members shall be upon approval by a majority of the Board of Directors of the Corporation.

(b) Application for membership in the Corporation shall be made by invitation of the Board of Directors.

(c) The Board of Directors may establish more than one classification for its members, each of which shall have differing voting rights as determined by the Board of Directors, provided that no classification shall be based on or affected by race, sex, age, marital status, religion or handicap.

304 Initial Classifications of Membership.

(a) **Active.** Active members shall be current members of a Rotary Club within the Rotary Districts supporting the corporation, and shall have all voting rights as provided for by these By-Laws and the Corporation's Articles of Incorporation, as amended from time to time. The District Governor Nominees (DGNs) or District Governors Elect (DGEs) from the participating Rotary Districts, whose year of service as District Governor coincides with the Rotary year for which the Presidents Elect are being trained, shall automatically be an active Member of the Corporation, during their term of office. (Example - The DGNs who become DGEs on July 1, 2017 and take office as District Governor in July of 2018 shall comprise the active membership for PETS 2018).

(b) **Affiliate.** Rotary Florida Presidents-Elect Training Seminar Officers and staff members, and others who qualify under the provisions of paragraph 3.02 above are eligible for affiliate membership, with no voting rights.

305 Termination of Membership. Membership may be terminated or suspended in this Corporation on the occurrence of any of the following events:

(a) Death of a member.

(b) Voluntary termination of membership in writing.

(c) Failure to maintain membership in a Rotary Club within the Districts supporting this Corporation.

(d) Failure to maintain the office required for Membership, such as Past District Governor, District Governor, District Governor-Elect, or District Governor Nominee.

(e) The Board of Directors, by an affirmative vote of two-thirds of the members of the Board of Directors present at a regular meeting or a special meeting called for that purpose, may suspend or expel a member for cause after notice and an appropriate hearing.

306 Resignation. Any member may resign by filing a written resignation with the Secretary.

307 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, at any regularly constituted meeting, by a two-thirds vote, reinstate such former member to membership and upon such terms as the Board of Directors may deem appropriate.

308 Property Rights. No member shall have any right, title or interest in any of the property or assets of the Corporation, nor shall any property or assets of the Corporation be distributed to any member on the dissolution or winding up of the Corporation.

309 Liability of Members. No member shall be personally liable for any debts, liabilities or obligations, nor shall any member be subject to any assessments of the Corporation.

3.10 Transfer of Membership. Membership in this Corporation is non-transferable and non-assignable.

3.11 Withdrawal of Member District. Rotary Florida PETS is a Multi-District Project under the rules and regulations of Rotary International, and thus no member District may withdraw from membership without first proceeding according to those rules and regulations. Further, as long as this corporation is committed under multi-year contracts with hotels and/or convention facilities, no District may withdraw until after the final year of committed lodging/convention contracts in place at the time the District gives notice of its intent to withdraw, without the withdrawing District having first agreed, in form satisfactory to the corporation, to indemnify the corporation for any losses it sustains from not being able to fully adhere to the financial obligations of the lodging/convention contracts.

PARAGRAPH 4: MEETINGS OF MEMBERS

4.01 Annual Meeting. The annual meeting shall be held within three months before or after the close of the Corporation's annual PETS Seminar, and may be held in conjunction with the annual Board of Directors meeting.

4.02 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than fifty-one percent of the members not having voting rights.

4.03 Place of Meetings. The Board of Directors may designate any place within the State of Florida as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Florida; but if all of the members shall meet at any time and place, either within or without the State of Florida, and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporation action may be taken.

4.04 Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than 30 days before the meeting, either personally or by first class mail, facsimile, or electronic mail delivery (e-mail), by or at the direction of the President, the Secretary or the person(s) calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address. If faxed, or e-mailed, such notice shall be deemed to be delivered when transmitted, provided proof of transmission is maintained by the sender, and the fax number or e-mail address is the same as is of record for the member as maintained in the Corporate records by the Secretary.

4.05 Parliamentary Rulings. When necessary to make a technical parliamentary ruling, the authority shall be the then current edition of "Robert's Rules of Order".

PARAGRAPH 5: BOARD OF DIRECTORS

5.01 Definition. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the laws of Florida, the Articles of Incorporation and these Bylaws.

5.02 General Powers. The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors.

5.03 Qualifications. The qualifications for becoming and remaining a director of this Corporation are as follows:

- (a) Directors must be members of the Corporation.
- (b) Directors must be a Rotarian maintaining current membership in a Rotary Club located within one of the Rotary Districts supporting this corporation.
- (c) Directors must be a DGN or DGE taking office as Governor coinciding with the Rotary year for which the Presidents Elect are to be trained.

5.04 Number of Directors. The Corporation shall have as many Directors as there are Active Members, which currently is eight (8). The number of directors may be increased or decreased from time to time, by action of the active membership, but shall never be less than three

(3).

5.05 Term of Directors. Each Director shall serve for a one-year period or until his or her successor is elected.

5.06 Election. Membership on the Board of Directors shall be by assumption of office as provided for in Section 3.04(a).

5.07 Termination of Membership of the Board of Directors. Membership on the Board of Directors will be terminated in this Corporation on either of the following events:

(a) Receipt by the Board of Directors of the written resignation of a Board Member executed by such member.

(b) The death of a member.

(c) Failure to maintain active status as defined by these By-Laws.

(d) For cause inconsistent with membership. Before membership is terminated for any reason other than the resignation, loss of office as DGN or DGE, or death of the member, the member will be given an opportunity to be heard before the Board of Directors and will be afforded those procedures set out and outlined in the non-profit corporation law of the State of Florida.

(e) Failure to attend two-thirds of the regular and special meetings of the Board of Directors.

5.08 Vacancy. Any vacancy occurring in the Board of Directors, will remain vacant until the beginning of the next fiscal year, unless the applicable office of DGN or DGE for the affected Rotary District is filled by that District, in which case the successor to the office shall become an Active Member and Director in this Corporation.

PARAGRAPH 6: MEETINGS OF BOARD OF DIRECTORS

601 Annual Meetings. The Board of Directors shall meet at least once annually preferably during the conduct of the annual PETS Seminar, at such time and place as may be selected by the Board of Directors.

602 Special Meetings. Special meetings of the Board of Directors maybe called upon fifteen (15) days written notice by any of the following:

(a) Not less than 40% of the Directors, rounded up or down to the next nearest whole number.

(b) The Chairperson.

(c) Not less than 51% of the non-voting membership, rounded up or down to the next

nearest whole number.

603 Electronic Meeting. Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or conference communications method (eg: Skype, Zoom, GoToMeeting, etc) by which all persons participating in the meeting can at least hear each other at the same time.

604 Notice of Meeting.

(a) Written or printed notice, stating the time, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five days nor more than 40 days before the date of the Directors' meetings, either personally, by certified first class mail or by facsimile or electronic mail, at the direction of the President, the Secretary or such persons or members calling the meeting, to each Director entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States Postal System addressed to the Director, at his address as it appears on the records of the Corporation, with postage prepaid. If faxed, or e-mailed, such notice shall be deemed to be delivered when transmitted, provided proof of transmission is maintained by the sender, and the fax number or e-mail address is the same as is of record for the member as maintained in the Corporate records by the Secretary.

(b) Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting or the manner in which it was called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(c) Neither the business to be transacted at, nor the purpose, of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except a may be otherwise provided in these By-Laws or the Articles of Incorporation.

605 Voting. Each director will be entitled to one vote on each matter submitted to a vote of the Board of Directors. In the event of a tie, the Chairman/President shall be entitled to cast a vote.

606 Quorum. The presence of not less than 51% of the Directors, rounded up or down to the next nearest whole number, shall be required to establish a quorum. The vote of a majority of the votes entitled to be cast by the Directors present at a meeting of the Board of Directors at which a quorum is present is necessary for the adoption of any matter voted on by the Directors unless a greater proportion is required by law, the Articles of Incorporation of this Corporation or any provision of these Bylaws.

607 Action Without a Meeting. Any action required to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at a meeting of the Directors or a

committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors, or all the members of the committee, as the case maybe, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote. Facsimile or e-mail records may be considered as writings.

PARAGRAPH 7: OFFICERS

701 **General Provisions.** The Officers of the Corporation shall be a President, who shall also serve as the Chairperson of the Board of Directors, but without voting powers, a Vice-President, who will be the Chair-Elect, a Secretary, a Treasurer, a Training Chair, an Operations Chair, and such other officers as may be elected or appointed as the Board deems necessary, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Training Chair and Secretary may not be held by the same person, and the offices of Chair-Elect and Training Chair may not be held by the same person.

702 **Election and Term.** The Chair-Elect of the Corporation, and as applicable, the Secretary or Treasurer, shall be elected annually by the outgoing Board of Directors, the then current District Governors-Elect, at the annual turn-over meeting of the Board, held during the annual Florida PETS seminar. The Secretary shall be elected for a two year term beginning in odd numbered years, and the Treasurer elected for a two year term beginning in even numbered years. The Operations Chair shall be appointed by the Chairman no later than by the last meeting of the new Board during the annual PETS seminar, subject to its ratification. The Training Chair's position shall be filled as provided for in Section 7.08 below. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

703 **Vacancy.** Any vacancy occurring in an office described in this Article 7, shall be filled by the Board of Directors at its earliest opportunity, except that in the case of a vacancy in the Office of Chairman, the Chair-Elect shall automatically assume the duties of the Chairman until such time as the Board elects a new Chairman to fill the balance of the vacant term. Nothing precludes the Board from appointing the Chair-Elect to fill the balance of the Chairman's term, while still assuming his or her own Chairmanship at the end of that term. In the case of a vacancy in the office of Chair-Elect, if the vacancy occurs prior to the current year's PETS ALLIANCE, the Board may select any qualified candidate. However, if the PETS ALLIANCE has already occurred for the year in which the Chair-Elect is to serve as Chair-Elect, a further qualification for office is that the person selected must have attended a PETS ALLIANCE meeting within the past five (5) years, or be a Past Chair of Rotary Florida PETS.

704 **President.** The President, also known as the Chairman, shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and the Board of Directors, and shall represent Rotary Florida PETS at the PETS ALLIANCE. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors,

any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation, and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

705 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President, also known as the Chair-Elect, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time maybe assigned to him by the President or by the Board of Directors. The Vice- President shall also serve as Chairperson-Elect, to take office as President/Chairperson the following year. The Chair-Elect shall also attend the PETS ALLIANCE along with the Chairman and the Training Chair. The Chair-Elect shall be chosen from a pool of candidates who have served in some operational or executive capacity with Rotary Florida PETS in the past five (5) years or who is a Past-Chair who has served in any capacity with Rotary Florida PETS within the past 5 years.

706 Secretary. The Secretary will keep minutes of members and of the Board of Directors, will be the custodian of the corporate records, will timely file the annual Florida Corporate Report, will give all notices as are required by law or by these Bylaws and will perform all duties incident to the office of Secretary as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned from time to time by the Board of Directors. The Secretary shall also be the chief communications officer for the Corporation.

707 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; be responsible for the timely filing of all tax returns and financial information reports for the corporation as required by applicable federal, state or local governmental agencies; and in general, perform all duties incident to the office of Treasurer.

708 Training Chair. The Training Chair shall be responsible for the preparation and implementation of all aspects of the training curriculum for the Presidents-Elect Seminar, to include the ancillary sessions for Assistant Governors, Presidents-Elect-Nominees, Rotaractors, Interactors, Spouses and others as directed by the Board of Directors. The Rotary Florida PETS Chairman shall name a Rotary Florida PETS Training Chair no later than by the last meeting of the new Board during the annual PETS seminar, to take office immediately after the conclusion of the annual PETS Seminar and to serve until the next annual election, subject to and as approved by the Board of Directors of this Corporation. The Training Chair shall attend the PETS ALLIANCE along with the Chairman and Vice-Chair.

7.09 Operations Chair. The Operations Chair shall be responsible for support of program activities and technical support services, including, but not limited to AV requirements, Information Technology support, room setup, signage, banners, flags, and other equipment necessary to conduct Rotary Florida PETS, as well as for the orderly movement of all personnel through use of designated Sergeants at Arms, and all other operational aspects of the Seminar not otherwise delegated to anyone else by these By-Laws of the current Operations Procedures in affect at the time of the Seminar.

7.10 Removal of Officers. Any officer elected or appointed to office may be removed by Board of Directors whenever in their judgment the best interests of this Corporation will be served.

PARAGRAPH 8: STANDING COMMITTEES

8.01 Committees. Implementation of the policies and operation of Rotary Florida PETS is the responsibility of the following Committees. It is the intent of these By-Laws that the positions on the Committees shall be spread out and distributed amongst all member Districts, although there is no requirement that they be evenly allocated, the overriding principal being that the best qualified person be appointed/elected to carry out the duties of any particular office.

8.02 Executive Committee. The Officers of the Corporation shall also comprise the Executive Committee, together with the General Counsel, if any, Registrar, Hotel Liaison, and Executive Administrator. Only the Officers of the Corporation have any voting rights on this committee. Meeting(s) by the Chairman with some but not all of the members of the Executive Committee may be referred to as an Executive Team Meeting.

8.03 Standing Committees. Such others as may be required for the efficient and effective work of the Seminar, shall be appointed to perform the following tasks:

1) Hotel Liaison – responsible for negotiating, oversight and implementation of all contracts with the hotels and conference facilities used to host PETS.

2) Registration – responsible for set-up, monitoring and reporting of all seminar registration matters, excluding hotel room registrations (which shall be the responsibility of the Hotel Liaison committee) for all participants, utilizing the DaCdb program.

3) Office/Executive Administrator – responsible for all administrative matters, such as supplies, printing, badges, tent cards, program design, printing and distribution, reserved seating, and operation of the PETS office during the seminar.

4) Operations – responsible for support of program activities and technical support services, including, but not limited to AV requirements, Information Technology support, room setup, signage, banners, flags, and other equipment necessary to conduct Rotary Florida PETS, as well as for the orderly movement of all personnel through use of designated Sergeants-at-

Arms, and all other operational aspects of the Seminar not otherwise delegated to anyone else by these By-Laws or the current Operations Procedures in affect at the time of the Seminar. A Chief Sergeant-at-Arms, who must be a Past District Governor, shall serve as Vice-Chair of the Operations Committee, and work with the District Governor Nominee Designates to familiarize them with the operational side of Rotary Florida PETS. The following are sub-committees of the Operations Committee:

a) VIPs/Hospitality - responsible for the coordination of travel arrangements, accommodations, transportation, schedules, comfort and other needs of the seminar's special speakers and guests.

b) Vendors/House of Friendship – responsible for securing vendors to display and sell their Rotary related wares in the designated House of Friendship area set aside during the seminar, coordinating the placement of the vendors and other authorized Rotary related displays in the House of Friendship, and the overall supervision and operation of the HOF.

c) Production Manager – responsible for the audio/visual effects for the Seminar, with an emphasis on the plenary sessions.

5) Evaluations – Responsible for preparing, distributing, analyzing and reporting on one or more surveys to measure the effectiveness of the Seminar.

8.04 Others. Other committees as deemed necessary by the Board of Directors or the Chairperson may be created from time to time to serve for the same term as the entity/person making the appointment.

8.05. Appointments. Appointments of Chairpersons for each of the Standing Committees shall be made by the PETS Chairman, with approval of the Board. All committees are under the general supervision of the Chairman.

8.06 VIP Hosts. In addition to helping promote Rotary Florida PETS and encourage attendance, District Governors (DG's) will serve as VIP hosts, assist with hospitality, and be prepared to assist the Operating Committee as requested.

8.07 General Counsel. The Chairman may appoint a General Counsel, subject to the approval of the Board, whose responsibility shall be to render legal advice and services to the Board, its Officers and Committee Chairs, review and approve all substantive contracts, and to render general counsel to the Board, its Officers and Committee Chairs on the general operations, programs, history and direction of Rotary Florida PETS.

PARAGRAPH 9: GENERAL PROVISIONS

9 .01 Waiver of Notice. Whenever any notice is required to be given to any Director or other person under the provisions of these Bylaws, the charter of the Corporation or by applicable law, a waiver thereof in writing, whether before or after the time stated therein, shall

be equivalent to the giving of such notice.

9.02 Checks. All properly approved checks, drafts or orders for the payment of money shall be signed by any officer of the corporation authorized by the Board of Directors. Facsimile signatures may be authorized.

9.03 Bond. The Board of Directors may by resolution require any or all officers, agents or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

9.04 Fiscal Year. The fiscal year of the Corporation shall end on March 31st of each year.

9.05 Indemnification. Each Director and officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all claims and liabilities, costs and attorneys' fees to which he has or shall become subject by reason of serving or having served as such Director or officer, or by, reason of any action alleged to have been taken, omitted or neglected by him as such Director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct.

9.06 Legal Documents. Contracts, leases or other instruments executed in the name of and/or on behalf of the Corporation will be signed by any two officers and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

9.07 Books and Records. This Corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, Board of Directors and other directorial committees.

9.08 Nonprofit Operations - Compensation. This Corporation will not have or issue any shares of stock. No dividends will be paid and no part of the income of this Corporation will be distributed to its members, Directors or officers. However, this Corporation may pay compensation in a reasonable amount to members, officers or Directors for services rendered, upon an affirmative vote of at least two-thirds of the members of the Board of Directors.

9.09 Loans to Management. The Corporation will make no loans to any of its Directors or officers or to any of its key management or other personnel.

9.10 Inspection of Books and Records. All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any

reasonable time on written demand under oath stating such purpose.

9.11 **Policies.** The Board of Directors may promulgate and adopt Policies from time to time that will have the same force effect as if specifically contained in these ByLaws.

PARAGRAPH 10: AMENDMENTS TO BYLAWS

Amendments to the Bylaws may be made by an affirmative vote of two-thirds of those present and voting at the annual meeting of the Board of Directors or at any other regular meeting, or a special meeting called for that purpose, and that a copy of the proposed changes be in the hands of each member at least thirty days prior to the meeting at which the vote is to take place. This does not preclude the Board of Directors from making further amendments or changes during any regular meeting, or a special meeting at which amendments to the By-Laws has been a noticed item.

This is to certify that the foregoing are the Seventh Amended Bylaws of ROTARY FLORIDA PETS, INC., which were duly adopted by the Board of Directors of the Corporation at the meeting held on the 18th day of March, 2019.

/s/ Julia Babbitt
Secretary