

[AMENDED AND RESTATED]
BYLAWS OF PACIFIC NORTHWEST P.E.T.S., INC.
(the "Corporation")

ARTICLE 1

Section 1. Purpose:

A. The purpose for which this Corporation is organized is to function as an affiliate of Rotary Districts 5010, 5020, 5030, 5040, 5050, 5060, 5080, 5100 & 5110 (referred to jointly as the "Districts") situated in Oregon, Washington, Alaska, Northern California, USA, and British Columbia and Yukon Territory, Canada, for the objective of providing training to the Presidents-Elect of those districts. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

B. In furtherance of its corporate purpose, the Corporation shall have all general powers enumerated in ORS 65.074 through 65.081 of the Oregon Non-profit Corporation Act as may be amended from time to time.

C. Notwithstanding any other provision in this Article I, the Corporation is organized exclusively for charitable, educational and recreational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code of 1986.

Section 2. Offices. The principal office of the corporation shall be located in the State of Oregon. The corporation may have such other offices, either within or without the State of Oregon, as the board of directors may determine or as the affairs of the corporation require from time to time.

ARTICLE II MEMBERS

Section 1. Members. The Corporation's members shall be the districts listed in Section IA.

ARTICLE III. BOARD

Section 1. **General Powers.** The Board shall set policy for and manage the business affairs of the Corporation. The Board shall administer the finances of the Corporation and shall have the sole authority to appropriate money. Directors need not be residents of the State of Oregon.

Section 2. **Number and Tenure.** The Board of the Corporation shall consist of the persons then currently serving as District Governor Elect ("DGE") for each of the Districts.

Section 3. **Regular Meetings.** The annual meeting of the Corporation shall be held with the first meeting of the Board after the start of the Rotary year at the time and place appointed by the Board for the purpose of transacting such business as may come before the meeting. The regular annual meeting of the Board shall be held in July or August without other notice than this bylaw and shall be held at a time or place established by the Board. The Board may provide by resolution another time or place, either within or without the State of Oregon, for the holding of additional annual meetings without other notice than such resolution.

Section 4. **Special Meetings.** Special meetings of the Board may be called by or at the request of the Chair, the Chair-Elect or twenty percent of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board called by them.

Section 5. **Notice.** Notice of the time and place of any special meeting of the Board shall be delivered at least seven (7) days previously thereto by written notice delivered personally or sent by email or by mail to each director at his/her address as shown by the records of the Corporation. If emailed, such notice shall be deemed to be delivered seven days after being sent by email unless such email is returned to the sender with a notice of failure. If mailed, such notice shall be deemed to be delivered seven days after being deposited in the United States or Canadian mail in a postage prepaid, sealed envelope appropriately addressed to said director. Any director may waive notice of meeting. The attendance of a director at any meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the purpose of, or the business

to be transacted at, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by articles, or by these bylaws.

Section 6. **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board. If at any time during the meeting, there are less than the required number of directors then that meeting shall no longer have a quorum. If there is not a quorum at any said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

Section 7. **Manner of Acting.** The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the articles, or by these bylaws.

Section 8. **Vacancies** In the event that a director resigns or is deemed to have resigned or is unable or unwilling to act or to continue to act as a director in the opinion of the Board, then such vacancy shall be filled by a person appointed by the District of that former director. A director shall be deemed to have resigned if that director no longer holds the office of a DGE in accordance with the constitution, bylaws, rules or procedures of Rotary International or of the District.

Section 9. **Compensation.** Directors as such shall not receive any salaries for their services, but by resolution of the Board, each director may be reimbursed for reasonable and necessary expenses incurred in discharging his **duties**.

Section 10. **Action Without a Meeting.** With advance consent in writing, any action required by law to be taken at a meeting of directors, or any action which may otherwise be taken at a meeting of directors, may be taken outside of a meeting. Such consent will set forth the action to be taken and signed by all of the directors. This consent shall have the same forces and effect as a unanimous vote.

Section 11. **Telephone, Electronic or Virtual Meetings.** Members of the Board, or any committee designated by the Board, may participate by any means of conference telephone or other electronic communications equipment by means of which all persons in the meeting can hear each other, and such participation in the meeting shall constitute presence in person at the meeting.

ARTICLE IV. OFFICERS

Section 1. OPCOM Members. The directors shall appoint Past District Governors to serve as members of the Operating Committee ("OPCOM") to carry out policies established by the Board. Members serve for a three-year term, preceded by a one-year orientation . Members may be re-appointed to one additional three-year term. The appointments shall include not less than one member from each District. The OPCOM member shall serve in such office as the Board may determine from time to time, and may be removed from OPCOM by a vote of the Board.

Section 2. Officers. The officers shall include a Chair, Chair-Elect, Immediate Past Chair, Secretary and Treasurer. The Board may appoint other officers. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly appointed and qualified, or until his/her death, or until he/she shall resign or shall be removed in the manner hereinafter provided.

Section 3. Vacancies and Removal. A vacancy in any office because of the death, resignation, removal, disqualification or any other cause may be filled by the Board. The Board may at any time remove any officer, assistant officer or agent, with or without cause;

Section 4. Compensation. The members of the OPCOM shall not be paid salaries but shall be reimbursed for their reasonable and necessary expenses as approved by the Board.

Section 5. Chair. The Chair shall be the chairperson of the Board and president of the Corporation for a term of one year only. Subject to the control of the Board, the Chair shall in general supervise and control all the business and affairs of the Corporation. The Chair shall automatically succeed to the position of Immediate Past Chair effective the next Rotary year.

Section 6. Chair-Elect. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair; and shall perform such other duties as from time to time may be assigned to by the Chair. The Chair-Elect shall automatically succeed to the position of Chair effective immediately following completion of P.E.T.S.

Section 7. **Secretary.** The Secretary shall: (a) prepare the minutes and keep them in one or more books or in a secure online archive accessible to OPCOM and BOD members; (b) authenticate such records of the Corporation as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the post office address, phone number and email of each director ; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair, Manual of Procedure (MOP), or the Board.

Section 8. **Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties, in such sum and such surety or securities as the Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair, Manual of Procedure (MOP), or the Board.

Section 9. **Immediate Past Chair.** In the absence of the Chair and Chair Elect, the Immediate Past Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair; and shall perform such other duties as from time to time may be assigned to him/her by the chair of by the Board.

Section 10. **Other Officers.** Other officers, assistant officers or agents appointed by the Board shall exercise such powers and perform such duties as shall be determined from time to time by the Board and/or set forth in Manual of Procedure for the organization, except such duties as shall be exclusively delegated to the Board by statute, the articles of incorporation, or these bylaws.

Section 11. **Budget.** OPCOM shall, prepare and provide an annual budget no later than 14 days in advance of the Annual Meeting for discussion . The Board shall ratify the budget not later than the fall meeting.

ARTICLE V. SHARES OF STOCK AND DIVIDENDS PROHIBITED

Section 1. **Stock/Dividends.** The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation for expenses only in a reasonable amount to its directors or officers for services rendered as provided by articles, other provisions of these bylaws, or resolution of the Board.

ARTICLE VI. LOANS TO DIRECTORS AND OFFICERS PROHIBITED

Section 1. **Loans Prohibited.** No loan shall be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VII. ACTIONS AGAINST OFFICERS AND DIRECTORS

Section 1. **Indemnity Against Actions.** The Corporation shall indemnify to the fullest extent permitted by the Oregon Non-profit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation or serves or served at the request of the Corporation as a director or as an officer, or as a fiduciary of an employee benefit plan, of another Corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE VIII. COMMITTEES

Section 1. **Committees.** The Board and/or the Chair may designate and appoint one or more committees. Each duly designated and appointed committee shall carry out such responsibilities and functions as are assigned to it by the Board and/or the Chair.

Section 2. **Duties of Committees.** Committees shall not be subject to the provisions of the Oregon Non-profit Corporation Act governing meetings, actions without meetings, notice and waiver of notice, and quorum and voting requirements of the Board. Committees shall provide the Board with a full and complete report when required by the Board or Chair.

Section 3. **Term of Office.** Each member of a committee shall serve until the member's term is terminated by the directors, Chair or the committee chair or on the resignation of the member.

Section 4. **Committee Chair.** One member of each committee shall be appointed as the Committee Chair by the person or persons authorized to appoint the members thereof.

Section 5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6. **Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with the rules adopted by the Board.

ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1. **Contracts.** The Chair may co-sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as approved by the Board.

ARTICLE X. BOOKS AND RECORDS

Section 1. **Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and committees having any authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. These records may also be stored in an online archive. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 2. **Financial Statements.** At the close of each taxable year the directors shall appoint a certified public or chartered accountant to prepare a financial statement for the Corporation.

ARTICLE XII. WAIVER OF NOTICE

Section 1. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Oregon Non-profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE XIII. AMENDMENTS TO BYLAWS

Section 1. Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors, if written notice is given of the intention to alter, amend or repeal or to adopt new by laws at any regular or special meeting.

ARTICLE XIV. HEADINGS

Section 1. Headings. The headings contained in these bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these bylaws.

I, _____, Secretary of **PACIFIC NORTHWEST P.E.T.S., INC.**, do hereby certify the forgoing to be the Amended and Restated Bylaws of said Corporation, as adopted by the Board on the ____ day or _____, 2015.

Secretary