



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization's mission

The North American Youth Exchange Network (NAYEN) (formerly USA-Canada Youth Exchange Network) operates to facilitate education, coordination, training and policy development among Rotarians and other Youth Exchange participants from Rotary member districts of Rotary International Inc (a world wide organization, organized under IRC Section 501(c)(4)) in North America in the operation of a youth exchange program that places and accepts high school and college age students from countries throughout the world NAYEN typically has one annual meeting in which the participants include Rotarians of the member districts, as well as representatives from Rotary Youth Exchange partners in many other countries The conference location is rotated annually among cities in the USA, Canada and Mexico All of the participants are professional business men and women who work as unpaid volunteers engaged in administering, directing and improving the exchange program for the purpose of promoting interna

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 238,519 including grants of \$) (Revenue \$ 246,788)

The North American Youth Exchange Network (NAYEN) (formerly USA-Canada Youth Exchange Network) operates to facilitate education, coordination, training and policy development among Rotarians and other Youth Exchange participants from Rotary member districts of Rotary International Inc (a world wide organization, organized under IRC Section 501(c)(4)) in North America in the operation of a youth exchange program that places and accepts high school and college age students from countries throughout the world NAYEN typically has one annual meeting in which the participants include Rotarians of the member districts, as well as representatives from Rotary Youth Exchange partners in many other countries The conference location is rotated annually among cities in the USA, Canada and Mexico All of the participants are professional business men and women who work as unpaid volunteers engaged in administering, directing and improving the exchange program for the purpose of promoting international peace, cooperation and understanding among the youth of the world During the annual conference, presentations are made by Rotarians and outside speakers from organizations such as the U.S. Department of State, Council on Standards for International Educational Travel (CSIET), Rotary International, etc The topics include, but are not limited to, information on child protection and sexual abuse guidelines, selecting host families and counselors, inbound/outbound student orientation, visa and passport regulations and requirements, interviews and selection procedures, summer camps, language preparation and translation, developing cultural sensitivity, administering the required national and international forms and documents, etc In addition to the annual conference, the NAYEN Board (comprised of the officers and directors from the various geographic Rotary zones located in North America) meets via telephone conference quarterly and the entire membership has access to an electronic format via the internet (YEO Talk and YEO Resources), which offers the opportunity to view and discuss training needs (60%), policy updates (20%) and administrative procedures (20%) on a daily basis In order to meet its goals NAYEN's activities include the following Develop and publish best practices for the implementation of youth exchange in the USA, Canada and MexicoProvide interactive e-tools for communication and collaborationProvide a North American Rotary youth exchange website (Formerly USA-Canada Youth Exchange Network) for interested youth (www.rotaryyouthexchange.com) Provide a North American Rotary youth exchange website for officers, directors and other interested parties (www.yeoresources.org)Develop mentoring teams to work one-on-one with district YEO's who want to pioneer or grow a programRecognize top performing districtsFacilitate the recruitment of Rotex alumni into RotaryProvide national training as requiredFacilitate the launch of new exchange modelsPublish a monthly Rotary youth exchange e-bulletinBe an advocate to the Rotary International Board of Directors and the Rotary International Youth Exchange CommitteePublish information on regional field trips for foreign inbound studentsCollaborate with regional Rotary youth exchange entities throughout the world

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses

238,519

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38		No

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		No
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		No
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		No
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		No
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		No
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		No
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		No
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		No
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	21	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	21	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	15a	No
15b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization WHEELER EGGER CPAS LLP PO BOX 3718 SONORA, CA (209) 536-1218

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHRYSANNE MANOLES - 11	1 00							0	0	0
Director	0 00									
(2) SHARON MILLER - 10	1 00							0	0	0
Director	0 00									
(3) KAREN STAUFFER - 9	1 00							0	0	0
Director	0 00									
(4) MELODY ST JOHN -8	1 00							0	0	0
Director	0 00									
(5) DAN ZIMOLZAK - 7	1 00							0	0	0
Director	0 00									
(6) LYN STROSHIN - 6	1 00							0	0	0
Director	0 00									
(7) LAWRENE BISHOP - 5	1 00							0	0	0
Director	0 00									
(8) MAUREEN CONSIDINE - 4B	1 00							0	0	0
Director	0 00									
(9) JUNSO OGAWA - 4A	2 00							0	0	0
Director	0 00									
(10) GLEN MATTINGLY - 3B	1 00							0	0	0
Director	0 00									
(11) PAUL REAGAN - 3A	1 00							0	0	0
Director	0 00									
(12) JAVIER ORTIZ - 2B	1 00							0	0	0
Director	0 00									
(13) GUILLERMO LOPEZ PARTILLO - 2A	1 00							0	0	0
Director	0 00									
(14) GEORGE WOOD - 1B	1 00							0	0	0
Director	0 00									
(15) ALLEN SMITH - 1A	1 00							0	0	0
Director	0 00									
(16) PAUL ST JOHN	1 00							0	0	0
ASST TREASURER	0 00									
(17) E SAMUEL WHEELER	2 00							0	0	0
Treasurer	0 00									

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼			

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►0

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f		0				
Program Service Revenue	2a	ANNUAL CONFERENCE	Business Code	246,788	246,788			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		246,788				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0			
4		Income from investment of tax-exempt bond proceeds . .		0				
5		Royalties		0				
6a		Gross rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					0
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)					0
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from fundraising events . . .					0
9a		Gross income from gaming activities See Part IV, line 19	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from gaming activities . . .					0
10a		Gross sales of inventory, less returns and allowances	a					
		b	Less cost of goods sold	b				
		c	Net income or (loss) from sales of inventory . . .					0
	Miscellaneous Revenue		Business Code					
11a								
	b							
	c							
	d	All other revenue						
	e	Total. Add lines 11a-11d					0	
12	Total revenue. See Instructions			246,788	246,788			

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	0			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	0			
c	Accounting	550		550	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	1,885	1,885		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0			
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	TRAINING CONFERENCE COSTS	2,403	2,403		
b	CONFERENCE REG & BANK FEES	11,601	11,601		
c	CONFERENCE COSTS	12,719	12,719		
d	CONFERENCE TRAINING HOTEL	208,951	208,951		
e	All other expenses	1,325	960	365	
25	Total functional expenses. Add lines 1 through 24e	239,434	238,519	915	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	0
	2	Savings and temporary cash investments		49,265	2	54,489
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net		2,870	4	5,000
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	0
	7	Notes and loans receivable, net			7	0
	8	Inventories for sale or use		150	8	150
	9	Prepaid expenses and deferred charges			9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a			
	b	Less accumulated depreciation	10b		10c	0
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities See Part IV, line 11			12	0
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets			14	0
	15	Other assets See Part IV, line 11			15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)		52,285	16	59,639
Liabilities	17	Accounts payable and accrued expenses			17	
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25	
	26	Total liabilities. Add lines 17 through 25		0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		52,285	27	59,639
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		52,285	33	59,639
	34	Total liabilities and net assets/fund balances		52,285	34	59,639

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	246,788
2	Total expenses (must equal Part IX, column (A), line 25)	2	239,434
3	Revenue less expenses Subtract line 2 from line 1	3	7,354
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	52,285
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	59,639

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
NORTH AMERICAN YOUTH EXCHANGE NETWORK

Employer identification number
47-0896138

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 ☒ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						


Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶




Part IIISupport Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			8,000			8,000
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	77,475	5,215	16,903	26,954	246,788	373,335
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	77,475	5,215	24,903	26,954	246,788	381,335
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						381,335

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	77,475	5,215	24,903	26,954	246,788	381,335
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	80					80
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	80					80
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	77,555	5,215	24,903	26,954	246,788	381,415
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99.980%	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 020 %
18	Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a	33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
b	33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions 		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ Attach to Form 990 or 990-EZ.

2012

**Open to Public
Inspection**

Name of the organization
NORTH AMERICAN YOUTH EXCHANGE NETWORK

Employer identification number

47-0896138

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	No documents available to the public
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b Form 990 Review Process	No review was or will be conducted
Form 990, Part VI, Line 6	Form 990, Part VI, Line 6 Explanation of Classes of Members or Shareholder	THE NORTH AMERICAN YOUTH EXCHANGE NETWORK, INC FICILITATES THE COLLABORTION AMOUNG ROTARY DISTRICTS AND MULTI-DISTRICTS IN THE USA, CANADA AND MEXICO TO PROVIDE WTH WORLD'S PREMIER YOUTH EXCHANGE PROGRAM
Form 990, Part VI, Line 4	Form 990, Part VI, Line 4 Description of Significant Changes to Organizational Documents	ALLOCATION OF VOTES FOR DIRECTORS AMOUNG DISTRICTS AND MULTI-DISTRICTS WERE CHANGED TO PROVIDE FOR THE EXPANDED ROTARY REGIONS OFFICERS WERE ADDED AS DIRECTORS

North American Youth Exchange Network, Inc.

BY-LAWS

1 Purpose

- 1 1 The North American Youth Exchange Network, Inc (the Network or NAYEN) shall facilitate collaboration among Rotary Districts and Multi- Districts in the USA, Canada, and Mexico to provide the world's premier youth exchange program The predecessor organization of NAYEN was the USA Canada Youth Exchange Network (USA/Canada)
- 1 2 The Network shall conduct educational and charitable activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11 18(c)

2 Board of Directors

- 2 1 The Board of Directors ("Board") will consist of 21 members ("Directors") made up of 15 Directors and 6 Officers ("Officers") as identified below Directors and Officers will serve two year terms as hereinafter prescribed "Year" shall be defined as 1 July to 30 June The Directors will represent the 11 Regions specified on Exhibit 1 A person cannot be elected to a Director position if such election will result in that person serving on the Board of USA/Canada or the Board of NAYEN for more than six years on a cumulative basis since July 1, 2001 The NAYEN organizational structure shall be reviewed again and a report submitted to the NAYEN Board no later than 15 January 2020, or sooner if directed by the NAYEN President and/or the Board
- 2 2 Regions 1 through 4 will be represented by 2 Directors each All other Regions will be represented by 1 Director each The election cycle for each Director position will be as follows and then every two years thereafter

NAYEN Director Election Cycle	
July 2010 to <u>June 2012</u>	July 2011 to <u>June 2013</u>
1A	1B
2A	2B
3A	3B
4A	4B
5	9
6	10
7	11
8	

- 2 3 It is imperative that before running for office each prospective Director commits to making every effort to attend all annual Network meetings and Board teleconference meetings so as to represent his/her Region. Such representation is each Director's primary responsibility and function. In addition, each Director shall assist, advise and encourage District Chairs in the Region that he/she represents in the performance of the District Chair's duties.
- 2 4 Directors shall be selected from present or past District Chairs or from those youth exchange officers who have served on a District or Multi-district Youth Exchange Committee for at least 3 years.
- 2 5 At all meetings, one third (1/3) of the members of the Board shall constitute a quorum. Once established a quorum shall remain in effect for the balance of the meeting regardless of the number in attendance, but will need to be reestablished should the meeting be adjourned and continued at a later date.
- 2 6 Any Director may simultaneously serve as an Officer but shall be entitled to only one vote. Should an individual be both a Director and an Officer with terms which are not concurrent, such individual may retain each position until the term of such position expires.
- 3 Officers
 - 3 1 The Officers for the Network shall be President, President Elect, Immediate Past President, Secretary, Treasurer and Assistant Treasurer. Officers shall serve two year terms. "Year" shall be defined as 1 July to 30 June. The President will be limited to one term of office.
 - 3 2 The President shall see that orders and resolutions of the Board are carried out, sign all legal instruments and contracts approved from time to time by the Board, and perform other related duties as the Board may direct. The President may appoint a delegate to perform any duty when the performance of which by the President would be impractical and a delegate is not otherwise provided for in these By-laws.

The President shall, at the direction of the Board, represent the Network at conferences and conventions organized for Rotary Youth Exchange. The President in his/her sole capacity shall have the authority to approve disbursements of funds of not more than \$1,000 per expenditure within the limits of the annual budget provided the President is not the recipient of such disbursement in which case the President-elect shall have such approval authority.
 - 3 3 The President, or the senior officer present, shall preside at all meetings of the Board.
 - 3 4 The President Elect will prepare for the forthcoming term as President and will assist the President in requested areas.

- 3 5 The Immediate Past President will provide advice to the President and will assist the President when requested
- 3 6 The Secretary, Treasurer and Assistant Treasurer shall serve for two year terms to run concurrently with the term of the President. These officers shall not be required to have been a Director but must have the minimum qualifications of a Director. A person cannot be elected or appointed to any position if such election or appointment will result in that person serving in any capacity for USA/Canada or NAYEN for more than six years on a cumulative basis since July 1, 2001
- 3 7 Except as herein provided, no person may hold more than one Office but may be an Officer and Director simultaneously. The President and President Elect may not serve as Director while holding said Offices
- 3 8 The Secretary shall record and distribute minutes of all meetings and proceedings of the Board, serve as custodian of all files and records, keep the corporate seal and affix it on all papers requiring the seal, notify members of upcoming meetings and perform related duties as the President shall direct. The Secretary will retain and pass on to the succeeding Secretary either an electronic or paper record of the minutes. The Secretary will maintain an up to date Board member list with correct e-mail addresses and phone numbers to the extent possible. The Secretary shall also send out notices of regular and special meetings within the time frame hereinafter set forth, which notice may be done electronically and, in that instance, shall be deemed to have been received unless the message is returned undelivered
- 3 9 The Treasurer shall deposit monies in account(s) authorized by the Board, shall disburse funds within the limits of the annual budget as directed by the President, Executive Committee, or the Board, as applicable based on the authorization limits of each, shall assist the Board to prepare an annual budget, shall make necessary filings, or authorize filings, with the IRS, e.g., tax return, shall provide a quarterly financial update to the Board and perform other related duties as the Board may authorize
- 3 10 The Assistant Treasurer shall perform tasks as directed by the Treasurer, President or Board
- 3 11 The Board may appoint other officers and committees as it deems necessary to assist the Board in the discharge of its duties
- 3 12 Except as may be previously approved by the Board, the Network shall not reimburse Board members for personal expenses related to serving on the Board, but expenses incurred for the operation of the Network may be reimbursed

- 3 13 If the President is incapacitated or out of communication, the next senior member of the Board will temporarily assume the duties of the President. The order of succession will be

- (1) President Elect,
- (2) Immediate Past President
- (3) Secretary

4 Elections

4.1 Election of Directors

Elections as needed shall be coordinated by the sitting President Elect who shall serve as the Election Supervisor. Elections for Directors shall be finalized at least three (3) months prior to taking office. The election in each Region for which an election is required shall be coordinated by an "Election Official" who will be the Incumbent Director of such Region if not running for re-election, if a Director is running for re-election the Election Official shall be appointed by the President. Election Officials are responsible for conducting the election in their Region in a timely manner, and shall follow the election process as set forth below.

- a. The Election Official shall notify each District Chair in that Region of the impending election. Such Election Official shall also inform each District Chair of the goals and objectives of the Network and the obligations of a Director as provided in these By-laws. Should the current Director wish to be considered for re-election the District Chairs will be so informed.
- b. The District Chairs shall be informed by the Election Official of a specific date by which names must be submitted as candidates for election to the position of Director.
- c. District Chairs shall be notified of the candidates and will be given a specific date by which to vote. Upon the successful election of a Director in each Region, the Election Officials shall thereafter notify the Election Supervisor of the results for distribution to the Officers, the Board and the Network membership.
- d. If no Director is elected by the time set by the deadline set by the Election Official pursuant to subparagraph (c) above, the President will appoint a qualified person to fill the position. If the Director to be appointed will assume office at the time the President Elect assumes the position of President, the sitting President will seek the advice (but not the consent) of the President Elect prior to making such an appointment.

4.2 Election of Officers

- a The election of the President Elect, Secretary, Treasurer and Assistant Treasurer shall be finalized in odd numbered years as set forth below. Candidates for President Elect must have served previously as a Director or Officer. After being elected the individual designated President Elect shall assume the position of President at the end of the President Elect's term. If a sitting Director becomes President Elect, an election shall be conducted within that Director's Region to fill the Board vacancy.
- b Not less than two months prior to the Board's Annual Meeting described in paragraph 6.2 below, the President shall appoint a Nominating Committee to solicit nominations for the Officers to be elected. The Nominating Committee shall be comprised of not less than two members, one of which shall be the current President Elect. Any District Chair in USA, Canada, or Mexico may nominate qualified candidates for the Officers to be elected.
- c Not less than two weeks prior to the Board's Annual Meeting in odd numbered years the Nominating Committee shall report to the Board its list of qualified candidates for the Officers to be elected.
- d The Board shall vote, by secret ballot, at the ensuing Board's Annual Meeting, and nominations from the floor from current Directors shall be permitted at that meeting. The President and Immediate Past President shall count the votes and the individual getting the majority of votes shall be declared the winner. Should no individual receive a majority of votes cast those two individuals with the highest vote total shall participate in a runoff election with the individual gaining the majority of votes being declared the winner. Should there be a tie after the first runoff election there shall be a second runoff election, and should the results still be tied the winner shall be determined by a coin toss conducted by the President. The foregoing notwithstanding, should there be only one candidate for any office a voice vote by acclamation shall be permitted.
- e Only Directors physically present at the Directors' Annual Meeting shall be entitled to vote for Officers submitted for election \

4.3 Vacancies

- a Should a vacancy exist in the position of Director, Secretary, Treasurer or Assistant Treasurer with an unexpired term of less than one year, the position shall be filled by the Executive Committee.
- b Should a vacancy exist in the position of a Director, Secretary, Treasurer or Assistant Treasurer with an unexpired term of greater than one year, said position shall be filled by a special election conducted by the President, or a designee, pursuant to the provisions of paragraph 4.1 above.

- c Should a vacancy exist in the Office of President the unexpired term shall be filled by the President Elect
- d Should a vacancy exist in the office of President Elect with an unexpired term of greater than one year a special election shall be held pursuant to the terms of paragraph 4.2 above and the next ensuing Annual Meeting Should a vacancy exist in the Office of President Elect with an unexpired term of less than one year an election shall be held as soon as practical utilizing the electronic voting system then currently in use by the Board

4.4 Removal for Cause

- a Any Officer or Director may be removed for cause upon the affirmative vote of two-thirds (2/3) of all current Officers and Directors A special meeting must be called for the specific purpose of considering such removal with not less than fifteen (15) days advance notice to all Directors and Officers setting forth the date and time of such special meeting, and the matters to be considered for the removal
- b For the purpose of this provision only the vote of the Officers or Directors present and voting at the special meeting will be considered and the absence of any member or members will not diminish the requirement of an affirmative vote of two-thirds (2/3) of all members No proxies shall be allowed at such special meeting
- c "Removal for Cause" shall include, but not necessarily be limited to the unexcused absence from two consecutive regularly called Board meetings, misfeasance, malfeasance, discharge or removal from membership in a local Rotary Club

5 Committees

5.1 Five standing committees shall be established

- a Executive Committee - shall be comprised of the President, President Elect, Treasurer, Secretary and other Board members appointed by the President as needed The Executive Committee shall have the authority to approve appointments recommended by the President and, if needed, make appointments as required by 4.3.a above

The Executive Committee shall have the authority to approve expenditures of Network funds not to exceed \$5,000 per expenditure within the limits of the annual budget

- b By-Laws Committee - review by-laws on an ongoing basis, review proposed by-law changes submitted to the Secretary, prepare by-law amendments
- c Conference Committee - plan and coordinate annual NAYEN conferences and solicit proposals for future conferences

- d Strategic Planning - develop strategic plans for the Network and assist in the implementation of same, includes a Financial Planning Sub-committee
 - e An editorial Board for YeoResources and YeoTalk
- 5 2 Additional Committees may be created by the President, without Board approval, or by the Board, each for a term and purpose as defined at the time of creation. Memberships on Committees so created shall not require being an Officer or Director for membership.
- 6 Meetings, Schedule
- 6 1 The Board shall conduct Board Meetings not less than quarterly throughout the year by teleconference calls or in person. A tentative date and time for next successive Board meeting shall be announced at the conclusion of each regularly called meeting, and a notice of each regular meeting shall be forwarded electronically by the Secretary not less than fourteen (14) days prior to each meeting. The tentative meeting agenda will be distributed by the President not less than ten (10) days prior to each meeting, but such agenda may be modified at any time prior to, or at, each meeting.
- 6 2 The annual meeting of the Board shall be held each year at the Network Conference.
- 6 3 The annual meeting of the general membership shall be held each year at the Network Conference, to be presided by the President. The agenda at such annual meeting shall include, but not be limited to, a report of the state of the Network, a financial report and an opportunity for members to ask questions and give feedback to the Board.
- 6 4 A special meeting of the Board of Directors may be called by the President or by written consent of 25% of the Board, or by action of the Board at a regular or special meeting. Such a special meeting shall have the same requirements regarding notice and distribution of agenda as a regular meeting, provided, however, that notice of a special meeting may also be sent by the President or any of the signatories of the written consent.
- 6 5 Except where otherwise specified, all meetings of the Board, committees thereof and the annual general meeting shall be conducted by Robert's Rules of Order.
- 6 6 All meetings of the Board, committees thereof and the annual general meeting shall be conducted in English.

6 7 Proxies

- a Except as herein provided, at any meeting of the Board a member may vote by proxy executed in writing by the member (For purposes of this section, a proxy granted by electronic means by a member shall be deemed "executed in writing by the member") No proxy shall be voted at any meeting of the Board unless the same shall be filed with the Secretary at least twenty four (24) hours prior to a meeting of the Board for which such proxy will be used
- b Any such proxy granted shall be good only for the meeting for which it is granted, or any extension thereof, or until revoked

6 8 Any member of the Board may waive notice of any meeting Attendance at a meeting shall constitute a waiver of notice for such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened

7 Membership

7 1 All districts within the Regions identified on Exhibit 1, or succeeding districts of such, are de facto members of the Network

7 2 There are no membership dues

8 Finances

8 1 Revenue sources and amounts to support the providing of services to members shall be determined and approved by the Board with due consideration given to the Financial Planning subcommittee of the Strategic Planning Committee

8 2 The Board shall distribute an annual report of revenues and expenses at the annual meeting of the Network for reference by members

8 3 The fiscal year of the Corporation shall begin on 1 July and end on 30 June

9 Services

The Board, through its committees and sub-committees if applicable, shall provide services to the Network District Chairs such as

9 1 Organize an annual Network conference The purpose of the meeting is to conduct business, to provide both education and a forum for ideas, to establish a networking environment to assist in future exchanges and to resolve issues through consensus

9 2 Develop and publish best practices for the implementation of youth exchange in the USA, Canada, and Mexico

- 9 3 Develop, publish and keep up to date a model District Abuse and Harassment Prevention Policy to assist District Chairs
- 9 4 Provide interactive e-tools for communication and collaboration
- 9 5 Provide a Network web site
- 9 6 Develop mentoring teams to work one-on-one with District YEOs who want to pioneer or grow a program
- 9 7 Recognize top performing USA-Canada-Mexico Districts
- 9 8 Facilitate the recruitment of Rotex to Rotary
- 9 9 Provide national training as required
- 9 10 Facilitate the launch of new exchange models
- 9 11 Be an advocate to the Rotary International Board of Directors and collaborate with regional Rotary Youth Exchange entities throughout the world
- 9 12 Publish information on regional field trips for foreign inbound students
- 10 Amending By-Laws
 - 10 1 Network Officers and Directors may submit proposed amendments to these By-Laws at any time during the year Youth Exchange District Chairs may also submit proposed amendments to these By-Laws to their Director for consideration at any time during the year All proposed amendments shall be forwarded to the Secretary for electronic distribution to all Board members The Secretary shall include a notice requiring that each Director electronically vote upon the amendment by a date which shall be no sooner than thirty (30) days nor later than forty five (45) days from the date of the notice Directors are encouraged to forward all proposed amendments to Youth Exchange District chairs within their Region to solicit commentary and suggestions
 - 10 2 Should a Director wish to amend a proposed amendment it must be submitted so as to be distributed by the Secretary not later than twenty (20) days from the initial notice In such instance the vote on the amendment to the amendment shall occur on the original vote return date, and the vote on the final amendment shall occur not sooner than ten (10) nor later than (20) days thereafter

By way of illustration, a notice is electronically transmitted on April 1 by the Secretary calling for a vote on an amendment to be made on May 10th If no amendments to the amendment are offered votes will be tabulated on May 10th If a Director wishes to amend the amendment same must be submitted to the Secretary for transmission to the Directors by April 20th, and the amendment to the amendment shall be voted on May 10th, and the final vote on the final version of the amendment will be tabulated on May 20th Any Director may rescind or change votes prior to the final vote tabulation date

- 10.3 Officers and Directors shall transmit their votes to the Secretary electronically by the required return date, and the secretary shall tabulate the votes and announce the results as soon after the conclusion of the voting as possible. The Secretary shall maintain a record of all votes received. To be ratified an amendment must have an affirmative vote of not less than 2/3 of the current sitting Officers and Directors. All amendments so passed shall be distributed by the Directors to the District or Multi District chairs in their Region in an appropriate fashion and shall be effective immediately following the final vote tabulation date unless specified otherwise by Board action.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
7190	4100	5500	5010	6890	5040	6360	5000	5580	6650	5190
7230	4110	5510	5020	6930	5050	6380	5240	6220	6710	5390
7250	4130	5520	5030	6940	5360	6600	5260	6250	6900	5440
7260	4150	5610	5060	6950	5370	6630	5280	6270	6910	5450
7280	4160	5630	5080	6960	5550	6670	5300	6290	6920	5470
7300	4170	5650	5100	6970	7010	6690	5320	6310	7040	5950
7330	4180	5670	5110	6980	7070	6740	5330	6330	7120	5960
7350	4190	5690	5130	6990	7080	6780	5340	6400	7150	
7370	4200	5710	5150		7090	7530	5420	6420	7170	
7390		5730	5160		7820	7670	5490	6440	7210	
7430		5750	5170			7680		6450	7410	
7450		5770	5180					6460	7470	
7490		5790	5220					6490	7750	
7500		5810	5230					6510	7770	
7510		5830	5400					6540		
7550		5840						6560		
7570		5870						6580		
7600		5890								
7610		5910								
7620		5930								
7630		5970								
7640		6000								
7690		6040								
7710		6060								
7720		6080								
7730		6110								
7780		6150								
7790		6170								
7810		6190								
7850		6200								
7870		6760								
7890		6800								
7910		6820								
7930		6840								
7950		6860								
7980		6880								