BYLAWS OF THE MDP ALLIANCE, INCORPORATED

As adopted October 7, 2025

ARTICLE I – NAME & CONTACT INFORMATION

Section 1.1. NAME: The name of this entity shall be MDP Alliance, Incorporated ("the Alliance"), as organized under the Illinois Not for Profit Corporation Act of 1986, as amended.

Section 1.2. PHYSICAL ADDRESS: Our agent for service-of-process is Charles J. Corrigan, 111 E. Jefferson Ave, Naperville, Illinois 60540.

ARTICLE II – PURPOSE, MISSION, APPLICABLE LAWS, AND POLICIES

Section 2.1. BACKGROUND. The Alliance is a membership consortium of the leadership of the multi-district presidents-elect learning seminars ("PELS"). Founded in 1992, the Alliance is a group of Rotarians whose purpose is to support multi-district PELS organizations to effectively plan, finance, implement, monitor, and evaluate their programs, while staying true to the principles of Rotary International.

Section 2.2. PURPOSE. The primary objective of the Alliance is sharing best practices for learning event planning and implementation. Through the sharing of our successes and failures, each PELS event can improve learning opportunities for Presidents-elect — Rotary's future leaders.

Section 2.3. MISSION. The Alliance's mission is to share organization, planning, and curriculum concepts and establish best practices for developing Rotary International's future leaders.

Section 2.4. APPLICABLE LAWS AND POLICIES. The Alliance shall be governed by the laws of the State of Illinois, including the Illinois Not for Profit Corporation Act of 1986, as amended. The Alliance shall seek and maintain an exemption from applicable federal income taxes under Section 501(c) of the Internal Revenue Code. The Alliance shall operate in accordance with Rotary International policy but is not an agency of, or controlled by, Rotary International.

ARTICLE III – MEMBERSHIP

Section 3.1. ELIGIBILITY: Membership in the Alliance is open to the leadership of multi-district presidents-elect learning seminars and others pursuant to Article 3.3.

Section 3.2. DUES: Membership in the Alliance is on an annual basis with dues payable to support dissemination of information and the overhead expenses of the annual meeting. Membership dues shall be determined at the discretion of the Alliance's Executive Committee.

Section 3.3. PARTICIPATION BY SINGLE DISTRICT PETS & PROSPECTIVE MULTI-DISTRICT PELS MEMBERS: Representatives from single-district PELS and prospective members from multi-district presidents-elect learning seminars may participate in programming at the discretion of the Alliance's Executive Committee.

ARTICLE IV – EXECUTIVE COMMITTEE & ADVISORS

Section 4.1. GOVERNING BODY. The governing body of the Alliance shall be the Executive Committee, which shall set the direction of the organization. The Executive Committee shall define

the vision of the organization and approve the budget. There shall be a minimum of seven (7) and a maximum of eleven (11) members on the Executive Committee.

Section 4.2. QUORUM. A simple majority of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. Attendance by conference call or via internet shall be considered the same as attendance in person to the extent permitted by law.

Section 4.3. SERVICE UNTIL SUCCESSORS CHOSEN. Executive Committee members shall serve until their successors are chosen, or in such case as they resign or are removed for cause.

Section 4.4. TERM OF OFFICE. Terms of office for shall be no more than three years. Terms shall commence on July 1 of the calendar year elected. No Executive Committee member shall serve more than two consecutive three-year terms.

Section 4.5. ADVISORS. The Alliance's Advisors shall include: the Rotary International President; the Rotary International President Elect; a Senior Advisor drawn from Past Rotary International Past Presidents; and a Rotary International Staff Advisor.

ARTICLE V – OFFICERS

Section 5.1. TITLES OF OFFICERS. The Officers of the Alliance and Members of the Executive Committee include the following: Executive Director; Executive Secretary; Chair; Chair Elect; Chair Nominee; Immediate Past Chair; First-Vice Chair; Tech/Data Specialist; Treasurer; Member-at-Large; and other such officers as may be deemed necessary by the Executive Committee. The terms of office for elected board members shall not exceed three years and shall coincide with the Rotary year. Officers may not serve more than two consecutive three-year terms.

Section 5.2. DUTIES. The Officers shall perform the duties and functions usually attached to the title of their respective offices and pursuant to the role descriptions posted on the Alliance website, together with those fixed by law, and such other duties as may from time to time be prescribed by the Executive Committee.

Section 5.3. TREASURER'S REPORT. The Treasurer will report quarterly and as requested to the Executive Committee on the budgetary and financial status of the organization and of its various projects.

Section 5.4. DIRECTORS AND OFFICERS INSURANCE. The Alliance shall carry Directors and Officers Insurance to indemnify the Executive Committee or Officer, their heirs, executors and administrators, against expenses (including attorneys' fees) actually and necessarily incurred by them, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which they may be made a party by reason of their being or having been a director or officer of the action group or, at the request of the action group, having been a director or officer of any other entity of which the action group was at such time a shareholder or creditor and from which other entity they are not entitled to be indemnified, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the action group. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement

as to which the action group is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled.

ARTICLE VI – MEETINGS

Section 6.1. ANNUAL MEETING. An annual meeting of the members shall take place virtually or in person each year at which time the installation of Officers and other business shall take place. The exact date, time, and format of the annual meeting of the members shall be announced to the members at least sixty (60) days prior to the meeting, and such date, time and format shall be set by the Executive committee. The meeting notice shall include an invitation for members to recommend proposed changes to the bylaws.

Section 6.2. REGULAR MEETING The Executive Committee shall meet either virtually or in person, as needed.

Section 6.3. SPECIAL MEETINGS. Special Meetings of the Executive Committee may be called at any time by the Chair, by any three members of the Executive Committee, or by one-third of the Members.

Section 6.4. ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken by the Executive Committee under any provision of law, or otherwise, may be taken without a meeting if a majority of the Board provide consent via written or electrically transmitted communication.

ARTICLE VII - ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

Section 7.1. NOMINATING COMMITTEE. Unless otherwise determined by a vote of the Executive Committee, the Executive Committee will meet as a committee of a whole to nominate a slate of candidates for election at the Association's Annual Business Meeting.

Section 7.2. DISSEMINATION OF BALLOT. The Slate of Candidates and any other nominees that wish to remain on the Ballot for the open positions shall be sent by mail or electronically to the members in good standing at least thirty (30) days prior to the annual meeting.

Section 7.3 NOMINATION FROM THE FLOOR. Those wishing to stand for election or nominate another candidate from the floor must provide notice to the Executive Director, Committee Chair, and Executive Secretary at least seven (7) days prior to the annual meeting.

Section 7.4. ELECTIONEERING PROHIBITED. Any effort to influence the selection process for an elective role in any manner, including campaigning, canvassing, or electioneering, is prohibited. Group members shall not campaign, canvass, or electioneer for elective position in the Alliance or allow such activity, for either themselves or others. Unless expressly authorized by the Alliance's Executive Board, this prohibition includes any distribution or circulation by themselves or others of brochures, literature, letters, materials, electronic media, or other communications to any clubs or members of clubs. If a candidate learns of any prohibited activity, they shall immediately express disapproval and instruct the activity to be stopped. If any candidate is found to be in breach of campaigning, canvassing, or electioneering, at the discretion of the Executive Committee, they can be removed from the slate, or from office if discovered after the election.

Section 7.5. VACANCIES. A vacancy on the Executive Committee, or any office, shall be filled by the action of the Executive Committee. A vacancy in the position of Officer-elect or Executive Committee-elect shall be filled by action of the members of the Executive Committee-elect.

Section 7.6. REMOVAL. An officer or executive committee member may be removed from office by a two-thirds vote of the Executive Committee, or by a two-thirds vote of the membership.

ARTICLE IX - FISCAL MATTERS

Section 9.1. FISCAL YEAR. The fiscal year of the action group shall be July 1 through June 30 following.

Section 9.2. DUES. The Alliance's dues shall be set by the Executive Committee and shall be due annually.

Section 9.3. ENTERING INTO CONTRACTS. Binding contracts not previously approved by the Executive Committee in the annual budget shall be signed by the Executive Secretary and Treasurer upon approval by resolution of a majority of the Executive Committee.

Section 9.4. FINANCIAL INSTITUTION SELECTION. Funds shall be deposited in a financial institution approved by the Executive Committee. Unless otherwise determined by the Board, the Executive Secretary, Treasurer, and Chair shall be the authorized signers.

Section 9.5. TRAVEL AND OTHER MEETING EXPENSES OF EXECUTIVE COMMITTEE MEMBERS. Meeting and other related expenses of Executive Committee members shall be governed by a separate administrative policy maintained by the Alliance. All expenses over the amount specified by relevant laws and regulations of the United States Internal Revenue Service shall be supported by a receipt. All expense claims must be filed with the Alliance's treasurer on the Alliance's expense report form. Executive Committee members shall not approve their own expenses.

Section 9.5. DISBURSEMENT SIGNING AUTHORITY. Unless otherwise determined by the Executive Committee, disbursements of the Alliance's funds shall be by check or electronic transfer, as authorized by at least two individuals designated by the Board, of whom one must be the Treasurer.

Section 9.6. INDEPENDENT REVIEW OF FINANCES. An annual independent review of finances shall take place following the close of the fiscal year and the Alliance shall provide a report to the members on the findings and recommendations of the review.

ARTICLE X – HARASSMENT-FREE ENVIRONMENT

Section 10.1. POLICY AGAINST HARASSMENT. The Alliance is committed to maintaining an environment that is free of harassment. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults, or offends a person or group based on any characteristic (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity). All members and individuals attending or participating in the Alliance meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

Section 10.2. PROCEDURES RELATED TO HARASSMENT CLAIMS. The Alliance shall promptly address allegations of harassment brought before it and shall not retaliate against those making the allegation. The Alliance, or a committee appointed by the Chair for this purpose, shall review and respond to each allegation of harassment within a reasonable timeframe, typically one month. If the Chair or other leaders of the Alliance is/are the alleged offender, the Immediate Past Chair (or most recent chair), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. If the alleged offender is a member of the Alliance's Executive Committee, they are expected to recuse themself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. The Alliance shall report allegations of harassment to the alleged offender's club president and district governor.

Section 10.3. PROTECTION OF YOUTH PARTICIPANTS. The Alliance shall protect the safety and wellbeing of all youth participating in its activities and comply with Rotary International's youth protection policies. Participation in Alliance events or affiliation with the Alliance shall not be allowed by a person known to have engaged in sexual abuse or harassment or who is prohibited from being a member of a Rotary or Rotaract Club.

ARTICLE XI – AMENDMENTS TO THESE BYLAWS & EFFECTIVE DATE

Section 11.1. AMENDMENTS. The Executive Committee of the Alliance may adopt Bylaws and administrative procedures not in conflict with the provisions of these Bylaws and the Constitution and Bylaws of Rotary International. Updated Bylaws and administrative procedures must be posted on the Alliance website within 30 days of approval.

Section 11.2. EFFECTIVE DATE. Unless otherwise specified, adopted Bylaws and administrative procedures are immediately effective upon approval by the Executive Committee.

Unanimously accepted October 9, 2025