

**MID-ATLANTIC ROTARY LEADERSHIP
INSTITUTE, INC. (“MARLI”)**



Corporate Bylaws

Rev 9 - 07/11/2025

**MID-ATLANTIC ROTARY LEADERSHIP INSTITUTE, INC. (“MARLI”),
A Virginia Non-Profit Corporation**

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**MID-ATLANTIC ROTARY LEADERSHIP INSTITUTE, INC. (“MARLI”), A Virginia
Non-Profit Corporation**

BYLAWS

ARTICLE I - MEETING OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the members, as defined in Article VII – Members and Affiliations, of Mid-Atlantic Rotary Leadership Institute, Inc. (hereinafter “MARLI” or “the Corporation”) shall be held during the month of January each year, on the day and hour set by the Board of Directors (hereinafter “Board”), for the purpose of electing Directors hereinafter defined and for the transaction of such other business as may come before this meeting. If the election of Directors shall not be held on the day designated herein for the Annual Meeting, or at any adjournment thereof, the Board shall cause the election to be held at either the Semi-Annual (aka Mid-Year) Meeting typically held in July, or a special meeting of the members.

Section 2. Special Meeting. Special meetings of the members may be called by the Chair, or by at least two (2) Directors, or not less than twenty-five percent (25%) of the members having voting rights.

Section 3. Place of Meeting. The Board may designate any place in the territory of the member districts of the Corporation, as the place of meeting for any Annual Meeting, or Semi-Annual Meeting, or for any special meeting called by the Directors.

Section 4. Notice of Meetings. Written notice shall be given, stating the place, day, and hour of any meeting of members, not less than thirty (30) days before the date of such meeting, by whatever commercially available reasonable means, including electronic transmission, to each member, including but not limited to those entitled to vote at such meeting, by or at the direction of the Chair or the persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which any such meeting is called shall be stated in the notice. Notification of a members’ meeting to act on an amendment of the Articles of Incorporation or on a plan of merger or consolidation shall be delivered not less than twenty-five (25) days before the date of the meeting. The

notice shall be accompanied by a copy of the proposed amendment, plan of merger or consolidation, or a summary thereof.

Section 5. Quorum. The majority of the voting members shall constitute a quorum at any meeting requiring a vote. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If a quorum is present at any meeting of members, a majority of votes including members present and those represented by proxy shall be necessary for the adoption of any matter voted upon by members, unless a greater proportion is required by law.

Section 6. Proxies.

A. General Provision. At any meeting of members, a Designated Voting Member as defined in Article VII – Members and Affiliations may not vote by proxy. However, in the event the Designated Voting Member for a District may not be able to attend, virtually or in person any event in which an opportunity to cast such a vote exists, the Governor of such member District may designate, in writing or via email, another person from such District to vote in the place of the named Designated Voting Member.

B. Additional Provisions. An allowed proxy is counted as a “present member” for the purposes of quorum and all matters raised at the meeting specified, or adjournments thereof held within ninety (90) days. A proxy may be limited in scope by its terms as outlined by the District Governor’s written proxy instructions. A proxy may be held by any Designated Voting Member, or by the Board or its designee.

ARTICLE II - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board, and its Directors need not be residents of Virginia.

Section 2. Number, Tenure & Qualification.

A. Board Composition. Board composition, excluding Emeritus Directors, shall be a maximum of fifteen (15) Designated Voting Members, which does not include the Chair, who only votes in the case of a tie.

i. Directors by Class: There shall be nine (9) Directors elected by vote of the members for three- (3-) year staggered terms, with three (3) members per class (e.g., Class of 2015 would serve from July 1, 2012- through June 30, 2015), who are Designated Voting Members of the Board;

ii. Directors Ex-Officio: The following persons shall serve as ex-officio (by position), voting members of the Board:

1. Immediate Past Chair: The most immediate past Chair, who is not otherwise on the Board and who is available for service;

2. Vice-Chair: The Vice-Chair, who is elected by vote of the members for a two (2) year term;

3. Secretary: The Secretary, who is elected by vote of the members for a two (2) year term;

4. Faculty Trainer: The Faculty Trainer, who is appointed by the Board, serves at the pleasure of the Board, and is annually confirmed by the Members;

5. Public Image / Digital Marketing Chair, who is appointed by the Board, serves at the pleasure of the Board, and is annually confirmed by the Members; and

6. Treasurer: The Treasurer, who is appointed by the Board, serves at the pleasure of the Board, and is annually confirmed by the Members.

iii. Emeritus Board Members. The Board may elect any number of past Chairs to serve as “Chair Emeritus,” who shall be a non-voting ex-officio member of the Board, with appointment duration perpetual until terminated by the Board.

B. Additional Provisions.

i. Directors shall be a graduate of an RLI-Division program, and a member in good standing of a Rotary or Rotaract club located within a member district of MARLI at the time of election and taking office;

ii. Directors by Class shall take office as Director on July 1 of the beginning of the next RLI year, and shall attend all Board Meetings as a non-voting “Director-Elect” between the time of his or her election or appointment and the time he or she takes office. Directors Ex-Officio shall take office immediately upon appointment or qualification. Directors shall serve until their successor takes office.

iii. The 15 Designated Voting Members of the Board are the nine (9) Directors by Class, the Immediate Past Chair, the Vice-Chair, the Secretary, the Faculty Trainer, Public Image / Digital Marketing Chair, and the Treasurer. The Chair is a non-voting member who only votes in the case of a tie. The Board may add other non-voting members as it deems appropriate.

iv. Subject to the Board’s approval, and under such terms as the Board may determine, a Director by Class may hold an ex-officio Board position simultaneously. Anyone on the Board holding more than one office may cast only one vote.

v. Should a Director by Class serve two (2) consecutive full three- (3-) year terms as a Director by Class, that Director shall not be eligible for re-election until

that Director has rotated off the Board as a Director by Class for one (1) full RLI election annual cycle.

Section 3. How Elected. At the Annual Meeting of members, typically held in January; or the Semi-Annual Meeting of members, typically held in July; the persons nominated by the Nominating Committee, or those persons nominated by Districts in writing at least ten (10) days prior to the election, and receiving a majority of the votes cast by members for vacancies, shall be Directors and shall constitute the Board, along with the returning Directors, for the ensuing year. The Nominating Committee shall nominate three (3) individuals annually for the rotating Directors by Class Board vacancies. The committee shall also nominate individuals to fill other Board vacancies as appropriate.

Section 4. Authority. The Board shall control and generally manage the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened by the Chair or by a majority of the Board, and may adopt such rules and regulations for the conduct of its meetings, the management of the Corporation, and the use of facilities as it may deem proper, not inconsistent with these Bylaws and the laws of the Commonwealth of Virginia.

Section 5. Meetings. Regular meetings of the Board shall be held immediately following the Annual Meeting of the members, and at such other times as the Board may determine. Special meetings of the Board may be called by the Chair at any time, and shall be called by the Chair or the Secretary upon the written request of at least two (2) Directors specifying the subject matter of the meeting and the business at such special meeting shall be limited to the items so specified.

Section 6. Notice of Meetings. Notice of meetings, other than the Annual Meeting, or Semi-Annual Meeting, shall be provided by service upon each Director in person, or by whatever commercially available reasonable means, including electronic transmission, at least ten (10) days before the date therein designated for such meeting, specifying the time and place of such meeting. At any meeting in which every member of the Board shall be present, although held without notice, any business may be transacted

which might have been transacted if the meeting had been duly called. Meetings may be held by telephone conference call, web meeting or other media.

Section 7. Quorum. At any meeting of the Board, a majority of the voting members of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number shall adjourn the meeting to some future date. Meetings may be held by telephone conference call, web meeting, or other media. Directors by Class and Directors ex-officio count for the tabulation of the quorum, whereas Directors Emeritus do not.

Section 8. Voting. At all meetings of the Board, each Director is to have one (1) vote, except for those designated as Directors Emeritus. At all meetings of the Board, Ex-Officio Directors as specified in Article II, Section 2, A, ii – Directors Ex-Officio each have one (1) vote. There is no proxy voting at Board meetings.

Section 9. Vacancies. Vacancies on the Board occurring between Annual Meetings may be filled for the unexpired portion of the term by a vote of the majority of the remaining Directors.

Section 10. Order of Business. The order of business shall be agreed upon by the Board and shall be conducted in accordance with Roberts Rules of Order.

ARTICLE III - OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary, Treasurer, and such other officers as may be elected to two (2) year terms in accordance with the provisions herein. Officers of MARLI are to be chosen from the members of the Board at the time they would assume office. Any two or more offices may be held by the same person, except the office of Chair. The person holding more than one office may cast only one vote. Emeritus members of the Board are not eligible to be officers. Officers' ideal characteristics are expected to be consistent with those items contained within such role's Job Description, if any, made available on the Corporation's website. The

Board may elect or appoint such other officers, including one or more Assistant Secretaries or Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board. These other officers are not Designated Voting Members of the Board and are not required to be members of the Board when appointed to the position.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the Annual Meeting of the Board. If the election of officers shall not be held at such meeting, the Board shall cause the election to be held at either the Semi-Annual Meeting, or a special meeting of the members. New offices may be created and filled at any meeting of the Board. Each officer shall serve a two (2) year term, or as specified in Article II, Section 2, A - Board Composition, and shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment, the best interests of the Corporation would be served thereby. Directors may be removed by a majority vote of the members at any Annual Meeting or special meeting called for such purpose.

Section 4. Vacancies. When an officer vacancy exists, the Board may fill the vacancy.

Section 5. Chair. The Chair shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall preside over all meetings of the members and of the Board, but may only vote in the case of a tie. The Chair may sign with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board as needed.

Section 6. Vice Chair. In the absence of the Chair or in the event of the inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned thereto by the Chair or the Board.

Section 7. Secretary. The Secretary shall keep the minutes of meetings of Members and of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, keep a register of the post office and electronic mail addresses of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or the Board.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall make a report at each Board meeting, assist in the preparation of the budget, and make financial information available to Board members and the public. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in a federally insured depository, and shall perform such other duties as are incident to the office of Treasurer and such other duties that may be assigned by the Chair or the Board.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board, Assistant Treasurers shall give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chair or the Board.

ARTICLE IV - REGIONAL COORDINATORS

Regional Coordinators are appointed by the Board to assist corresponding districts as determined by the Chair or Board in scheduling and promoting RLI events, and any other duties as assigned by the Board, consistent with those items contained within such role's Job Description made available on the Corporation's website. In addition to the Regional Coordinators, the Board may appoint a Virtual Regional Coordinator to coordinate and plan virtual events that span all regions and districts within MARLI, and any other duties as assigned by the Board, consistent with those items contained within such role's Job Description made available on the Corporation's website. A Regional Coordinator and Virtual Regional Coordinator shall be a graduate of an RLI-Division program, and a member in good standing of a Rotary or Rotaract club located within a member district of MARLI at the time of election and taking office. Regional Coordinators and Virtual Regional Coordinator serve three (3) year terms and may be reappointed to additional three (3) year terms. Regional Coordinators and Virtual Regional Coordinator are non-voting members of the Board. The ideal characteristics, duties and responsibilities of the Regional Coordinators and Virtual Regional Coordinator are expected to be consistent with those items otherwise contained within such role's Job Description, if any, made available on the Corporation's website.

ARTICLE V - DISTRICT CHAIRS

District Chairs are responsible for the planning and organization of events and programs scheduled within his/her designated District, in cooperation with the Regional Coordinator and with the support of his/her respective District's leadership and Club presidents, so as to appropriately offer and promote participation in the MARLI curriculum and ensure it is effectively executed and delivered. This role requires a dynamic leader who can inspire and educate Rotary members, while enhancing each participant's leadership skills and deepening such individuals' understanding of Rotary. District Chairs' other suggested characteristics, as well as specific duties and responsibilities as expected in relation to such relationship

with the corresponding Regional Coordinator, shall be consistent and contained within such role's Job Description, if any, made available on the Corporation's website.

ARTICLE VI - COMMITTEES

Section 1. Purpose. Committees are charged with carrying out the annual and long-range goals of the Corporation. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year in which it shall act. The Chair, Vice Chair and Board should work together to ensure continuity of leadership and succession planning within each committee. The Chair shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon. Each committee shall transact its business as is delegated to it in these Bylaws and such additional business as may be referred to it by the Chair or the Board. Except where authority is not required or otherwise provided by the Chair, such committees shall not act until a report has been made to and approved by the Board. Each Chair and Committee member's ideal characteristics, duties and responsibilities are expected to be consistent with those items otherwise contained within such role's Job Description, if any, made available on the Corporation's website.

Section 2. Term and Vacancy. Committee chairs are appointed by the Chair, subject to Board approval, to serve a one (1) year term. The committee Chair shall select members to serve on the Committee for a term of office of no less than one (1) and no more than three (3) years. It is expected that the Committee shall have a minimum of three (3) members. Each Committee chair shall be responsible for regular meetings and activities of the Committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities, both regularly, and as may be otherwise requested by the Chair or the Board. The Chair is responsible for appointing Committee chairs to fill any vacancies if such should arise during the year.

Section 3. Standing Committees. The Chair shall appoint standing committees, including but not limited to:

A. Bylaws. The Bylaws Committee shall examine and consider the implications of proposed changes and make recommendations to the Board; ensure adherence to the Bylaws amendment process and timeline; and review proposed Bylaws amendments to be considered and reviewed by the general membership, all consistent with all other relevant provisions herein, including but not limited to Article XV.

B. Events & Meetings. The purpose of the Events & Meetings Committee is to work with the Chair to plan and execute the details of the two major annual events, the “Annual Meeting” as defined elsewhere herein, and the “Semi-Annual” (aka “Mid-Year”) (customarily in July) Meeting, including but not limited to:

- i. Contacting event host facility;
- ii. Negotiating, and booking the hotel room block, for the meeting rooms, and the spaces for any particular events occurring during each Annual or Semi-Annual meeting;
- iii. Providing dates and hotel registration links to COB and MARLI / DACdb;
- iv. Arranging for parking and deliveries at the events, as necessary ;
- v. Arranging for all meals and snack/beverage breaks, including purchasing food/beverage items as necessary, as well as contacting and working with caterers;
- vi. Confirming AV needs and liaising with MARLI tech and on-site AV;
- vii. Reviewing, approving, and arranging for payments for food, beverage, event space and AV;
- viii. Storing utensils and sundry items for next year event; and
- ix. Other duties as assigned or as arise.

C. Faculty Training and Curriculum. The Faculty Training and Curriculum Committee is overseen by the Faculty and Curriculum Coordinator (“Faculty Trainer”). The Committee is responsible for overseeing the development and implementation of faculty training materials, planning as a minimum, two semi-annual faculty updates each Rotary year and maintaining the database of active faculty. The Committee should ideally include five (5) to six (6) members with the possibility of adding additional members as needed for specific projects. Skills and abilities that are needed on this committee ideally include:

- i. Detail oriented editorial abilities;
- ii. Development and implementation of Innovative facilitation techniques;
- iii. Program planning for faculty updates;
- iv. Familiarity with DACdb for faculty database maintenance; and
- v. Well-versed in current RI resources for integration in RLI materials.

D. Finance. The general duty of the Finance Committee is to review the financial affairs of the Corporation and regularly report to the Board same and its recommendations thereto. The Committee further oversees investment, expenditure or any other application of funds as delegated by the Board. The Committee’s chair shall be selected by the Chair and approved by the Board, but shall not be the Treasurer. The Chair will provide leadership, plan for, and preside over meetings and the order of business. A minimum of four (4) quarterly meetings are held annually, timed to review and discuss the prior quarter’s financial status. During each meeting, the Committee chair shall review the latest account(s) balance(s), circulate and flow sheet and or profit/loss statement. Two (2) of the quarterly meetings shall be held in conjunction with the Annual and Semi-Annual meetings. Two (2) additional meetings may be held in whatever format deemed appropriate by the Committee. Meeting agendas are developed between the Chair, Committee chair and Treasurer, and distributed in advance of each meeting. All members of the Committee shall have full voting rights. A simple majority of the Committee members shall

constitute a quorum for the conduct of business at any meeting. Proxies are permitted, but they must be for specific actions. All matters properly brought in question shall be decided by a majority of the votes, except where the Corporation's Bylaws or other governing document provide otherwise. The Committee is responsible for reviewing financial policies and statements on a minimum annual frequency. If revisions are warranted, such may be proposed to be modified and presented for approval at the next meeting of the Board. The Committee shall present the budget to the Board for approval during the Annual meeting. Any outgoing committee Chair and Treasurer will on-Board his/her respective incoming counterpart for the upcoming term applicable term thereto.

E. Nomination. The Nomination Committee shall consist of five (5) people, selected by the MARLI Board Vice Chair and approved by the MARLI Board; three (3) of whom shall be Board members, and two (2) of whom shall be non-Board members. Members of the Nominating Committee shall serve no less than one year and no more than three years. Its purpose is to evaluate and examine the skills and characteristics required of Board member candidates, and fill term-limited vacancies with qualified individuals. The Nominating Committee is chaired by the MARLI Board Vice Chair who only votes in the case of a tie.

i. The composition of the Board for the Committee to use is outlined in Article II, Sections 2, Part A – Board Composition; and Article III, Section 1 – Officers.

ii. The Board positions for which the Committee shall be responsible for filling include Chair, Vice Chair, Secretary, Treasurer, Directors by Class, Faculty Trainer, Public Image and Digital Marketing Chair, Regional Coordinators, and other positions as directed by the Board.

iii. If required by the Board, the Committee may nominate individuals for the positions of Assistant Treasurer and/or Assistant Secretary.

iv. As outlined in Article II, Section 3 – How Elected, the Committee shall:

1. Consist of five (5) Rotarians or Rotaractors, selected by the Board, three (3) of whom shall be Board members, and two (2) non-Board members;

2. Nominate three (3) qualified Rotarians or Rotaractors annually for the rotating Directors by Class Board vacancies, which are then validated by the current Board; and

3. Submit the slate of candidates during the Annual meeting of Designated Voting Members to approve.

v. As outlined in Article II, Section 9 – Vacancies, and Article III, Section 5 - Chair, the Committee shall also:

1. Identify acting Board members to fill unforeseen vacant positions; and

2. Submit such individuals' names to the current Board for approval.

F. Public Image. The Public Image Committee is the face of MARLI and is responsible for promoting it and other Rotary activities to Rotarians, as well as fostering understanding, appreciation, and support and registrations for its programs and events. As part of those efforts, the Committee is responsible for advancing, maintaining and refining the following MARLI resources and related initiatives:

i. Website development and maintenance;

ii. Social media story and post sharing that shows RLI members as 'People of Action';

- iii. Insuring consistent messaging in all appropriate formats and media and proper usage of all Rotary brand images;
- iv. Oversight of the Alumni subcommittee; and
- vi. Encourage member Districts and clubs to communicate with external audiences to promote the impact they make in their communities and provides resources (such as social media templates) to achieve this objective.

Section 4 Ad Hoc. The Chair shall, subject to the approval of the Board, also create such further committees on an ad hoc basis as may be deemed necessary.

ARTICLE VII - MEMBERS and AFFILIATIONS

The Corporation is a “multi-district service activity.” The Corporation is also a “Division” of Rotary Leadership Institute – International (RLI-International). Each Rotary International District belonging to the multi-district service activity shall designate each Rotary year one a Rotarian in good standing from within a club within its District to be the Designated Voting Member of MARLI. Such designation shall be made by the District Governor-Elect for the upcoming Rotary year when such individual shall serve as District Governor. If no other person from the District is so designated as the Designated Voting Member of MARLI, then the District Chair, as defined in Article V, shall serve as the Designated Voting Member of MARLI. In the event such District Governor does not identify a member or a District Chair as the Designated Voting Member of MARLI, then such District Governor for the District shall be the Designated Voting Member of MARLI by default.

ARTICLE VIII - NON-TRANSFERABILITY

Membership rights and privileges shall not be transferable.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair of the Corporation. No payment shall be made except on written voucher specifying nature and date of service rendered or materials or items delivered and cost(s) thereof. Written vouchers may include electronic invoices.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, or trust companies, or savings and loan associations as the Board may elect.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contributions, gifts, bequests, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE X - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of actions and shall also keep minutes of the proceedings of its members, and Board, and shall keep at the registered or principal office a record giving all names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time. The Directors shall prepare and present to the membership at the Annual Meeting a record of the activities of the Corporation for the previous year.

ARTICLE XI - FISCAL YEAR, BUDGET AND AUDIT

The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall begin on July 1 and end on June 30. A Financial Review conducted annually shall be presented to the Board of the Corporation by the Finance Committee not later than ninety (90) days after the end of the fiscal year. The Financial Review shall show income, expenditures and pending income and include a Profit & Loss Statement, Budget vs. Actual Report, and a Balance Sheet. The financial records of the Corporation are public information and shall be made available to the membership, Board members and the public.

ARTICLE XII - DUES AND ASSESSMENTS

The Board may periodically revisit and revise the amount of annual dues payable to the Corporation by the member Districts. Such amount shall be billed on September 1 of each Rotary year. Dues unpaid as of December 31 of such year shall be considered in arrears and be subject to financial penalty or reasonable interest as applicable as determined appropriate by the Board.

ARTICLE XIII - DISCIPLINARY ACTION

The Board may suspend the voting rights of a member District for any period after sixty (60) days following which any dues remain unpaid.

ARTICLE XIV - CONFLICT OF INTEREST POLICY

The Board conflict-of-interest policy for general officers, directors and committee members is as follows:

Statement of Policy:

- A. No member of the Board or any committee shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of RLI and his or her personal interest arises.
- B. Each Board and committee member has a duty to place the interest of RLI foremost in any dealings with the Corporation and has a continuing responsibility to comply with the requirements of this policy.
- C. The conduct of personal business between a member of the Board or committee member and RLI is prohibited.
- D. Loans or indirect extensions of credit by RLI to a member of the Board or committee member are prohibited.
- E. If a Board or committee member has an interest in a proposed transaction with RLI in the form of any personal financial interest in the transaction or in any organization involved in the transaction or holds a position of director or officer in any such organization, s/he must make full disclosure of such interest to the Chair before any discussion or negotiation of such transaction. If a member is aware that another member has an undisclosed conflict of interest in a proposed transaction with RLI, s/he must inform the President as soon as possible.
- F. Any member of the Board or committee who is aware that s/he has a potential conflict of interest with respect to any matter coming before the Board or committee shall not be present for any discussion of or vote in connection with the matter. The existence and nature of the personal conflict of interest shall be recorded in the minutes of the meeting.
- G. Each member of the Board and committee member must disclose any family or business relationship that s/he has with another member of the Board.

ARTICLE XV - HARASSMENT POLICY

As an entity that strives to build a world where people unite and take action to create lasting change, MARLI, its Board, and its members value diversity and celebrate the contributions of people of all backgrounds, regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity. RLI is committed to maintaining an environment that is free of harassment. The Board and its officers hereby adopt and maintains that harassment policy as has been adopted by Rotary International and as is consistent with any applicable law, statute, policy or other standard in full force and effect within the Commonwealth of Virginia as such pertains to non-profit corporations.

ARTICLE XVI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver therein in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the waiving of such notice.

ARTICLE XVII - POWER TO AMEND

These Bylaws shall be reviewed for potential update no less than every three (3) years by the Bylaws Committee as created pursuant to the authority provided herein. These Bylaws shall be amended or repealed only upon a majority of the voting members at any meeting of the membership. Any proposed changes to these Bylaws shall be submitted to the Board, in writing, at least forty-five (45) days prior to any meeting of the membership at which such proposed changes are to be distributed and considered. The Board may propose changes provided the thirty (30) day notice to members of such changes complies with the notice provisions pursuant to Article I, Section 4 – Notice of Meetings of these Bylaws. Notice of intent to submit amendments to the Bylaws shall be included in the notice of the meeting. This notice

shall include a copy of the proposed changes and shall be distributed as specified in Article I, Section 4 –
Notice of Meetings.

<END OF BYLAWS>