

**ZONE 33 ROTARY LEADERSHIP INSTITUTE, INC.,
A Virginia Non-Profit Corporation**

BY-LAWS

ARTICLE 1

MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held , during the month of June in each year, on the day and hour set by the Board of Directors, for the purpose of electing directors 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 any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient, but not more than 45 days thereafter.

Section 2. Special Meeting. Special meetings of the members may be called by the President, 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 of Directors may designate any place in the Rotary Zone 33 territory, as the place of meeting for any 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, nor more than sixty (60) days before the date of such meeting by mail, or e-mail, if available, to each member entitled to vote at such meeting, by or at the direction of the President, or the two (2) directors, or the persons calling the meeting. In case of a special meeting or when required by statute or by these By-laws the purpose or purposes for which the meeting is

called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid or by email, if available. Notice 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 nor more than fifty (50) days before the date of the meeting. The notice shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation or a summary thereof.

Section 5. Quorum. The members holding forty percent (40%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting except where a greater proportion of the vote is required of any class by any section of these By-laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by members, unless a greater proportion is required by law. The members who shall serve the ensuing Rotary year shall be the members entitled to vote for the Board of Directors at such June annual meeting.

Section 6. Proxies. At any meeting of members, a member entitled to vote, may vote by proxy, executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE II

BOARD OF DIRECTORS

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

Section 2. Number, Tenure, and Qualifications. The number of Directors shall be eight (8), including the immediate past Chairperson of the Board , who shall be ex-officio, and the RLI Faculty Trainer. All other Directors (Directors by Class) shall be elected at the annual meeting for a one year term. Each director shall hold office until his/her successor shall have been elected and qualified. No person shall be qualified to serve as Director unless, at the time of his/her election and at the time of his/her taking office, he/she shall be a member in good standing of a Rotary Club located in Zone 33 or other Member District of Zone 33 RLI. It is envisioned that Board members would serve for three years to promote continuity with two new members selected each year, and two existing members retiring from the Board. No Director by Class shall be eligible for election after having served three consecutive terms, but may serve again after rotating off the Board for one year or more. This provision shall take effect for all directors elected after 2007.

Section 3. How Elected. At the annual meeting of members, the persons nominated by the nominating committee appointed by the board (or nominated from the floor) and receiving a majority of the votes cast for vacancies shall be Directors and shall constitute the Board (along with the returning Directors) for the ensuing year.

Section 4. Term of Office. The term of office of each of the Directors shall be one (1) year, and thereafter until his/her successor has been elected.

Section 5. Duties of Directors. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings, the management of the Corporation, and the use of facilities as they may deem proper, not inconsistent with these By-laws and the laws of the State of Virginia.

Section 6. Directors' Meeting. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of 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 7. Notice of Meetings. Notice of regular meetings, other than the regular annual meeting, shall be given by service upon each Director in person, or by mailing to him/her at his/her last known post office address or by the email address in the Zone Directory at least ten (10) days before the date therein designated for such meeting, including the day of mailing, of a written or printed notice thereof, specifying the time and place of such meeting. Notice of Special Meetings shall be given by service upon each Director in person, or by mailing to him/her at his/her last known post office address, or by email notice as provided above, at least ten (10) days before the date therein designated for such meeting, including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be permitted at any Special

Meeting. At any meeting in which every member of the Board of Directors 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 conference call, provided a majority of the Board agrees.

Section 8. Quorum. At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number shall adjourn the meeting to some future date. Meetings may be held by telephone conference call.

Section 9. Voting. At all meetings of the Board of Directors, each Director is to have one vote.

Section 10. Vacancies. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a vote of the majority of the remaining Directors.

Section 11. Order of Business. The order of business shall be agreed upon by the Board of Directors and shall be conducted in Accordance with Roberts Rules of Order.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the Corporation shall be elected Board Members and shall consist of a Chairman, one (1) Vice-Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one (1) 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 of Directors.

Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held within thirty (30) days of the meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such be without prejudice to the contract rights, if any, of the officer so removed.

Directors may be removed by a majority vote of the members at annual meeting or special meeting called for such purpose.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The Chairman shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chairman shall preside at all meetings of the members and of the Board of Directors. The Chairman may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be

executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chairman. In the absence of the Chairman or in the event of his/her inability or refusal to act, the Vice Chairman, shall perform the duties of the Chairman, and when acting shall have all the powers of and be subject to all of the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she 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 from time to time may be assigned to him/her by the Chairman or Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on

behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address 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 from time to time may be assigned to him/her by the Chairman or the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors 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 Chairman or the Board of Directors.

ARTICLE IV

MEMBERS

Every Rotary International District within the boundary of “Zone 33” of Rotary International shall designate a Rotarian in good standing in a club within it’s District to be the member each year. Such designation shall be by the District Governor Elect for the upcoming year when such Governor shall serve. The District Chair appointed and designated as the RLI District Chair shall be the member if no other person from the District is so designated. Currently there are 13 Districts and thus 13 voting members. In the event no designation of a member or District Chair is made by the Governor, then the Governor for the District shall be the member.

ARTICLE V

NON-TRANSFERABILITY

Membership rights and privileges shall not be transferable.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, 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 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation. No payment shall be made except on written voucher specifying nature and date of service rendered or materials or items delivered.

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

Section 4. Gifts. The Board of Directors 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 IX

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 of Directors, and shall .keep at the registered or principle 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 X

FISCAL YEAR

The fiscal year of the Association shall be July 1, to June 30 of the succeeding year.

ARTICLE XI

DUES AND ASSESSMENTS

Section 1. Annual Dues and Payment of Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by the member Districts. Annual dues are payable as of July 1st of that Rotary year. Dues not paid by September 1st of that calendar year shall be in arrears.

ARTICLE XII

DISCIPLINARY ACTION

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

ARTICLE XV

WAIVER OF NOTICE

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

ARTICLE XVI

POWER TO AMEND

These By-laws shall be amended or repealed only upon a majority of the voting members at any duly constituted annual or special meeting of the membership. Notice of intent to submit amendments to the By-laws 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 1, Section 4.

END OF BY-LAWS