

BYLAWS OF THE ROTARY CLUB OF ANNAPOLIS

Article 1. Definitions

1.01. *Definitions.* Whenever used in these bylaws, the following capitalized words shall have the following meanings, unless a different meaning or intent is clearly indicated by the context of the words in which they are used:

- (1) "The Club" or "Club" means the Rotary Club of Annapolis.
- (2) "The Bylaws" or "Bylaws" or "the bylaws" or "bylaws" means the bylaws of the Club, as they may be amended from time to time.
- (3) "Board" means the Board of Directors of the Club.
- (4) "Board-Elect" means those persons who have been elected to serve on the Board for the next succeeding Rotary Year.
- (5) "Group" means any subset of the Club with an established meeting time approved by the Board, and a specified dues structure approved by the Board.
- (6) "Active Member" or "Member" means a member of the Club as defined in Article 2 of the Bylaws, who are in good standing and is entitled to vote on all matters coming before the membership for a vote.
- (7) "Honorary Member" means those individuals elected to honorary membership in the Club by a vote of the Board.
- (8) "Business Meeting" means the semi-annual meetings held nominally in January and July of each year, at which the Board reports to the membership.
- (9) "Group Meeting" means the established meetings for any Group, with frequency, time, agenda and format set by each Group and approved by the Board.
- (10) "Officer" or "Officers" means the President, President-Elect, President-Elect-Nominee, all Vice Presidents, Secretary, and Treasurer of the Club.
- (11) "President" means the President of the Club serving during the current Rotary Year, whose duties are set forth in Article 4 of the Bylaws.
- (12) "President-Elect" means the President-Elect of the Club, whose duties are set forth in Article 4 of the Bylaws.
- (13) "President-Elect-Nominee" means the President-Elect-Nominee of the Club, whose duties are set forth in Article 4 of the Bylaws.

(14) “Immediate Past President” means the person who served as President of the Club during the Rotary Year preceding the current Rotary year, whose duties are set forth in Article 4 of the Bylaws.

(15) “Vice President” mean the duly elected Vice President for the Community Outreach Lane, Vice President for Finance or Vice President for the Club Activities Lane of the Club serving during the current Rotary Year, whose duties are set forth in Article 4 of the Bylaws.

(16) “Secretary” means the duly elected Secretary of the Club serving during the current Rotary Year, whose duties are set forth in Article 4 of the Bylaws.

(17) “Treasurer” means the duly elected Treasurer of the Club serving during the current Rotary Year, whose duties are set forth in Article 4 of the Bylaws.

(18) “Service Lane” or “Service Lanes” means one of the defined Service Lanes specified in Article 6 of the Bylaws.

(19) “Service Lane Director” or “Lane Director” means one or more of those persons elected to serve on the Board who oversee the various committees which comprise a particular Service Lane, and whose duties are set forth in Article 4 of the Bylaws.

(20) “Group Chair” refers to the Chair of a Group as identified in the Bylaws. The President of the Club acts as the Lunch Group Chair.

(21) “Nominating Committee” means a committee comprised of the President, the President-Elect, the President-Elect-Nominee, the Immediate Past President, the two most recent past Presidents preceding the Immediate Past President who are available to serve, and three other Active Members to be appointed by the President.

(22) “Candidate” means an individual being proposed for active membership in the Club by an Active Member.

(23) “Sponsor” means a Member who proposes a Candidate to become a Member of the Club.

(24) “Probationary Member” means a Member who has not yet completed the orientation requirements for new members as established by the Board.

(25) “Transfer Applicant” means a Member in good standing of another Rotary Club who desires to transfer his or her membership to the Club.

(26) “Robert’s Rules” means the most recent available edition of “Robert’s Rules of Order.”

(27) “Rotary Year” means from July 1 of any calendar year through June 30 of the next succeeding calendar year.

Article 2. Membership & Code of Conduct

2.01. *Two Kinds of Membership.* There are only two kinds of membership in the Club – active membership and honorary membership.

Active Membership

2.02. *Classes of Active Membership.* An Active Member's membership in the Club shall continue throughout his or her life and during the existence of the Club, unless sooner terminated in accordance with the provisions of these Bylaws. Active Members are divided into three classes of membership – “Active Regular”, “Active R85 Exempt”, and “Active Under 40”. All active membership classes have full voting privileges.

2.02.01 “Active Regular” Members are those members not specifically in the Active R85 Exempt or Active Under 40 statuses, and who have full voting privileges. Active Regular Members may elect to attend different Group meeting times and based on their election of a meeting time for a dues cycle they will pay the corresponding dues for that meeting Group. Members may elect to switch Groups before each dues cycle, with commensurate dues applicable for the next cycle.

2.02.02 “Active R85 Exempt” members are those whose combined age and years in active Rotary service (at least 20) equal the number 85, and who have asked to become “Active Exempt” members. Active R85 Exempt members will pay the corresponding dues for this class and must pay for charges (such as meals) attendant to those meetings or functions of the Club which they attend.

2.02.03 “Active Under 40” members are those who have not yet reached their 40th birthday as of a dues billing cycle, and who have asked to become Active Under 40 members. Active Under 40 members are those who pay the dues as set by the Board. Active Under 40 members must pay for charges (such as meals) attendant to those meetings or functions of the Club which they attend.

2.02.04 “Group” members are those Club members who have elected to be part of an approved Group of the Club. The Club may from time to time establish one or more Groups that will meet at alternate times and will charge for meals and drinks as appropriate for the Group meeting time. In addition to their dues, Group members must pay for charges (such as meals) attendant to those meetings or functions of the Club which they attend.

2.03. *Sponsorship Required.* No person (other than a Transfer Applicant) will be considered for active membership in the Club unless proposed by a Sponsor. The Sponsor shall first propose the name of the Candidate (and furnish such other background information and materials as the Board may from time to time determine) on a confidential basis to the Board or its designee. If an application does not have a sponsor for any reason, the Membership Chair shall assume the role of sponsor.

2.03.01 No member who has been a Rotarian for less than one year and a member of the Rotary Club of Annapolis for less than 90 days shall sponsor a Candidate for membership, unless approved by the Board.

2.04. *Consideration by the Board.* The Board shall preliminarily determine whether the Candidate meets all the requirements of the Bylaws and is otherwise a suitable candidate for active membership in the Club within promptly upon receipt of all materials required by the Board in connection with the proposed candidacy.

2.05. *Board Disapproval Final.* If the preliminary decision of the Board is to disapprove the proposed candidacy, the Board's decision on the matter of the proposed candidacy shall be final for all purposes.

2.06. *Application Procedure.* If the preliminary decision of the Board is to approve the proposed candidacy, and the Candidate has attended at least two (2) Meetings of the Club, the Membership Lane Director shall have the appropriate committees check the candidate's references and conduct such other investigation of the candidate as the Board may require and shall publish the Candidate's name and information to the Club membership by e-mail, notifying the membership that they have 10 days within which to file any objection with the Board to the proposed member. The Membership Lane Director shall promptly notify the Board of the results of the investigation of the candidate and whether there was any objection to the candidate received from the membership.

2.07. *Election to Membership.* Upon receipt of the information set forth in paragraph 2.06 above, the Board shall promptly take a final vote on the application by e-mail. A two-thirds vote of the Board is required for election to membership in the Club.

2.08. *Written Objections and Procedure.* If a written objection from a Member to the Candidate's proposed membership has been filed with the Board, the Board shall reconsider the Candidate's application and vote on it at the Board's next meeting. If approved by a two-thirds vote of the Board despite the objection, the Candidate shall be elected to active membership in the Club.

2.09. *Transfer Applicants.* A Transfer Applicant shall be approved for active membership in the Club upon completion of such materials as the Board might require and verification from an officer of the Club to which he or she belonged certifying that the Transfer Applicant is a member in good standing of that club, and that the Club from which the Transfer Applicant seeks to transfer his or her membership favorably recommends the Transfer Applicant for membership in the Club.

2.09.01 If the returning member is returning in 14 months or less since leaving the Club as a member in good standing, and has completed a Club transfer form, they will be re-admitted to the Club without payment of the application fee.

2.09.02 If the returning member is returning after an absence of 15 months to 35 months, then the returning member completes the Rotarian Transfer Form, including the application fee, and the data form. The returning member will

be re-admitted to the Club, provided a current Board member can attest to the fact that the returning member departed the Club as a member in good standing.

2.09.03 If the returning member is returning after an absence of 36 months or more, the returning club member must comply with the standard new member requirements.

2.10. *Induction.* Following election of the Candidate or approval of the Transfer Applicant, the President shall arrange for the induction of the new Active Member; and the Secretary shall report the membership to Rotary International and District 7620.

2.11. *Orientation.* The committee charged with orientation of new members shall explain to the new member his or her status as a Probationary Member, and what is necessary to complete the orientation requirements established by the Board, and, with the Probationary Member's Sponsor, to generally see to the new member's completion of the orientation requirements.

Probationary Status of New Members

2.12. *Probationary Status.* Every new Member of the Club (other than a Transfer Applicant) shall be a Probationary Member until he or she has successfully completed such orientation requirements as may be instituted from time to time by the Board. This Section does not apply to a Transfer Applicant who becomes a Member of the Club.

2.13. *Termination of Probationary Member.* The membership of a Probationary Member may be terminated without the right of appeal afforded to Active Members of the Club by the following provisions of the Bylaws.

Honorary Membership

2.14. A person who exemplifies the ideals of Rotary may be elected as an Honorary Member of the Club upon the vote of the Board. Honorary Members shall pay no dues but shall pay for charges (such as meals) attendant to those meetings or functions of the Club which they attend. Honorary Members shall not be entitled to serve as Officers or Lane Directors of the Club, or to vote on any matter that is submitted to a vote of Active Members of the Club.

Code of Conduct

2.15. All members shall be accountable to the Club's Code of Conduct.

2.15.01 Uphold the objective of Rotary: promote service above self, foster high ethical standards in business and professions, and advance international understanding and goodwill.

2.15.02 Embrace the Four-Way Test in all personal, professional, and club-related actions:

- Is it the Truth
- Is it fair to all concerned
- Will it build goodwill and better friendships

- Will it be beneficial to all concerned?

2.15.03 Will conduct themselves accordingly in all Rotary activities:

- Act with honesty, integrity and transparency.
- Treat fellow members and guests with respect and dignity.
- Remain non-political or a-political in Rotary communications.
- Refrain from discrimination or harassment in any form.
- Support club activities and contribute positively to the Rotary mission.

Article 3. Termination of Active Membership

3.01. *Non-Payment of Dues or Other Charges.* Any Member who fails to pay his or her dues or other charges within thirty (30) days after the time prescribed by the Board shall be notified in writing or by electronic means by the Secretary or Treasurer.

3.01.01 If the indebtedness is not paid on or before thirty (30) days of the date of notification, the Board, in its discretion, may terminate the Active Member's membership.

3.01.02 If an Active Member's membership is terminated for non-payment of dues or other charges, the former member may, at the discretion of the Board, be reinstated to active membership upon his or her written request, and payment of all past- due indebtedness to the Club.

3.03. *Termination for Cause.* The Board may terminate the membership of any Member who it believes fails to conform his or her personal or professional conduct to the guiding principles and high ethical standards of Rotary International, the Four Way Test or the object of Rotary. or who no longer possesses the requisite qualifications for membership in the Club, or for any other good cause, only by a vote of two-thirds (2/3) of the members of the Board, at a special meeting called for that purpose.

3.04. *Written Notice and Opportunity to be Heard.* Prior to taking any action under the preceding subsections, the Board shall give the member at least ten (10) days' written notice of the contemplated action and the factual basis for such action, (b) the member's opportunity to submit a written answer to the Board, and (c) the member's right to appear before the Board to state the member's case.

3.05. *Written Notice of Termination.* If the Board decides to terminate the member's membership in the Club, it shall notify him or her in writing within seven (7) days of its decision, and such notice shall constitute an immediate suspension of membership and any right of the member to attend any Club functions or to participate in any other activities in his or her capacity as a member of the Club, regardless of whether or not he or she chooses to appeal. Subject to the provisions of the preceding sentence, the Board shall take no other action while an appeal by a member is pending to finally terminate the member's membership.

3.06. *Written Notice of Appeal.* If the member elects to appeal the Board's decision to an arbitration panel, he or she must give written notice of such

election to the President or Secretary within fourteen (14) days of receipt of the Board's written notification of its decision to terminate the member's membership.

3.07. *Appeal to an Arbitration Panel.* If the member elects to appeal the Board's decision to an arbitration panel, the panel shall be comprised only of three Active Members of the Club.

3.07.01 He or she shall designate one member to act as an arbitrator in the written notice furnished to the Board of the election to arbitrate. Within ten (10) days of the member's selection of an arbitrator, the Board shall designate a second member as arbitrator. The two arbitrators so selected shall select a third member to act as an umpire.

3.07.02 If the member elects to appeal the Board's decision to an arbitration panel, the panel shall set a date for the hearing. The umpire selected by the arbitrators shall preside over the appeal hearing and shall promulgate such rules governing the conduct of the hearing as will afford a fair hearing to both the member and the Board.

3.07.03 The decision of the Board to terminate the member's membership in the Club can be reversed only upon the vote of at least two members of the arbitration panel.

3.08. *Finality of Decisions.* Unless written notice of an appeal has previously been furnished to the Board by the member, the Board's decision to terminate an Active Member's membership shall become final and binding on all parties for all purposes on the fifteenth (15th) day after receipt by the member of the Board's written notification of its decision.

3.08.01 The decision of the arbitration panel shall become final and binding on all parties for all purposes only when it is published by the arbitration panel and thereafter shall not be subject to any further arbitration, appeal, or court proceedings.

3.9. *Resignation of Member.* So long as he or she (a) is not then indebted to the Club for dues or other charges, or (b) has not had his or her membership finally terminated, a Member may resign from the Club at any time by providing written notice of such resignation to the President or Secretary. A written notice of resignation submitted by a Member after his or her membership has been finally terminated or while he or she is indebted to the Club for dues or other charges shall not be effective for any purpose.

3.10. *Not Applicable to Probationary Members.* The provisions of this Article governing an appeal to an arbitration panel are not applicable to a Member while he or she is in a probationary status pursuant to Article 2 of these Bylaws.

Article 4. Officers and Lane Directors and Group Chairs

Annual Election

4.01. The Chair of the Nominating Committee shall announce a slate of nominees for President-Elect, President-Elect-Nominee, three Vice Presidents, Secretary, Treasurer, four members to serve as Lane Directors, and the Group Chairs to all Club members for three consecutive weeks by email and which will nominally occur in the October / November timeframe. The Chair will also electronically request any nominations from the floor along with the electronic announcement of the slate.

4.01.01 In the event there is no contest for one or more offices, the Secretary will electronically call for members to “cast a unanimous ballot for the uncontested nominees” with a response period of 5 calendar days and will provide instructions that a non-reply is considered a “yes vote” and that a member can notify the Secretary in writing or electronically of a negative vote for any nominee, within the same 5 day period. The Secretary shall tally any negative votes and report to the Board, and if the negative votes represent more than 50% of the total membership at the time of the election, that nominee will be considered not confirmed for that position.

4.01.02 In case of a contest for any office, only nominees for contested offices will appear on a ballot that shall be voted on by electronic means by Members with a process approved by the Board to include specifying a minimum response rate and period to vote. Nominees receiving a simple majority of qualifying votes will be elected. The Secretary shall oversee counting all ballots and certifying the results to the Club.

4.01.03 The nominee elected to the office of President-Elect shall automatically assume office as President on the first day of July immediately following the year of service on the Board as President-Elect.

4.02. *Definition of the Board.* The nominees elected as President-Elect, President-Elect-Nominee, Vice Presidents for Community Outreach, Finance, and Club Activities, Secretary, Treasurer, and the Lane Directors, together with the President, Immediate Past President, and Group Chairs shall constitute the Board for the next succeeding Rotary Year. All members of the Board have full voting rights with the exception of the RI and Club Foundation Chairs, but a designated member substituting for any Board member at a Board meeting will not have voting rights.

4.02.01 As part of a Lunch Group Meeting held in late June or early July of each year the induction of Officers and Lane Directors to serve in that Rotary Year will be conducted.

4.02.02 The Club’s RI Foundation Chair and the Club’s Foundation Chair shall be appointed by the Board by a two-thirds vote.

Duties of the Board

4.03. *President.* The President shall serve as the chief executive officer of the Club and Chair of the Board, preside at all meetings of the Board, supervise all committee chairs and the operation of the committees that come within his or her designated areas of supervision, create such non-elected Assistant Vice President, Assistant Secretary, Assistant Treasurer and Assistant Lane Director positions (none of whom shall be Officers of the Club nor be a member of the Board), and serve as an *ex officio* member of all committees of the Club. He or she shall prepare an annual budget for the Club and determine the organizational structure of the Club and its committees during the Rotary Year in which he or she serves as President, and submit the same to the Board for its approval,

4.04. *President-Elect.* The President-Elect shall serve as Vice Chair of the Board, preside at all meetings of the Board and weekly meetings of the Club in the absence of the President, supervise all committee chairs and the operation of the committees that come within his or her areas of supervision, and have such other duties as are assigned by the President or the Board.

4.05. *President-Elect-Nominee.* The President-Elect-Nominee shall serve as a Lane Director and have such other duties as are assigned by the President or the Board.

4.06. *Vice Presidents.* The Vice President for Community Outreach, Vice President for Finance and Vice President for Club Activities shall serve on the Board, supervise all committee chairs and the operation of the committees that come within his or her respective areas of supervision, and have such other duties as are assigned by the President or the Board. The Vice Presidents of Community Outreach and for Club Activities also serve as Lane Directors, respectively for these lanes.

4.07. *Secretary.* The Secretary shall serve on the Board, maintain the official records of the Club, prepare and file all reports required by Rotary International or District 7620 when and as due, and have such other duties as are assigned by the President or the Board.

4.08. *Treasurer.* The Treasurer shall serve on the Board, assist the President in the preparation of the Club's annual budget, maintain the funds of the Club and records of the same, collect dues and other charges from its members, pay the Club's authorized expenditures, report to the Board on the Club's finances, and have such other duties as are assigned by the President or the Board.

4.09. *Immediate Past President.* The Immediate Past President shall serve on the Board, supervise all committee chairs and the operation of the committees that come within his or her areas of supervision, and have such other duties as are assigned by the President or the Board.

4.10. *Service Lane Directors.* The Lane Directors shall serve on the Board, supervise all committee chairs and the operation of the committees that are in their designated Service Lane, and have such other duties as are assigned by the President or the Board.

4.11. *Group Chairs.* The Group Chairs shall serve on the Board, and act as the “leader” of their respective Group meeting. All Bylaws, membership, and financial functions of a Group will be administered by the Club Officers.

4.12. *RI and Club Foundation Chairs.* These Chairs will inform and advise the Board on all matters pertaining to Club foundation activities and status relating to members donations to RI and our Club.

Vacancies on the Board

4.13. A vacancy occurring on the Board for any reason whatever (whether death, disability, resignation, removal, the creation of a new position, or otherwise) shall be filled by a majority vote of the remaining members of the Board.

4.14. A vacancy occurring on the Board-Elect for any reason (whether death, disability, resignation, removal, the creation of a new position, or otherwise) shall be filled by a majority vote of the remaining members of the Board-Elect.

Removal of Board Members

4.15. The Board may remove any Board member from the Board who it believes is unwilling or unable to fulfill his or her obligations as a Board member or has acted contrary to the best interests of the Club, only by a vote of two-thirds (2/3) of the remaining Board members.

4.16. Prior to taking any action under the preceding section, the Board shall give the Board member at least ten (10) days’ written notice of (a) the contemplated action and the factual basis for such action, (b) the Board member’s opportunity to submit a written answer to the Board, and (c) the Board member’s right to appear before the Board to state the member’s case.

4.17. If the Board decides to remove a Board member, it shall notify him or her in writing within seven (7) days of its decision, and such notice shall constitute an immediate termination of the Board member’s position as a Board member and, if applicable, as an Officer of the Club.

4.18. If the Board removes a Board member from the Board, such action is final and binding, with no right of appeal. However, removal of a Board member from the Board shall not affect his or her status as a member of the Club.

4.19. *Resignation by Board Member.* A Board Member may resign from the Board at any time by providing written notice of such resignation to the Secretary and President. A written notice of resignation submitted by a Board Member shall have no effect on his or her status as a member of the Club. A written notice of resignation submitted by a Board Member after his or her removal by the Board shall not be effective for any purpose.

4.20 *Term Limits.* All elected Board Member positions will have a term of one year and require one year between re-nomination, with the following exceptions on term limits only: Treasurer and Secretary are two-year terms; Vice Presidents and Lane Chairs are limited to a max of two continuous years; Chairs of a meeting group other than the President is limited to a maximum of three continuous years; the Foundation Chairs may serve indefinitely at the discretion of

the Board. The Board may, by two-thirds vote, extend a term by one year.

Article 5. Meetings and Attendance

5.01. Weekly Lunch Group Meetings and Monthly Group Meetings.

Meetings of the various Groups in the Club shall be held at such date and time, and at such location, as the Board may from time to time determine. Meetings shall not be held on nationally recognized holidays.

5.01.01 *Attendance.* All Members should strive to attend meetings regularly, participate in service projects, and support club initiatives as possible.

5.02. *Business Meetings.* Business meetings of the Club shall normally be conducted as part of a Lunch Group Meeting held approximately every six months as determined by the Board, at which semi-annual reports of the President, Secretary, and Treasurer (and other members of the Board or the Club as determined by the President) shall be given at the meeting or by email, and at which other business referred to the Club by the Board may be conducted. However, the business of the Club may also be acted upon at any special business meeting called for that purpose.

5.03. *Board Meetings.* Regular Meetings of the Board shall be held monthly at such date, time, and location determined by the President or the Board from time to time.

5.03.01 Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the written request of two (2) members of the Board.

5.03.02 A majority of the Board (51%) present at any meeting of the Board shall constitute a quorum.

5.03.03 Any Regular or Special Meeting of the Board may be held by conference telephone/video call.

5.03.04 If circumstances require action by the Board at a time when it is impractical to schedule a meeting or conference telephone/video call, any business of the Board may be conducted by e-mail vote directed to the President.

Article 6. Administration and Finances

Administration

6.01. *Board to Administer Club's Business.* All business of the Club shall be administered by the Board. No resolution or motion to commit the Club on any matter shall be considered by the membership of the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without further discussion.

6.02. *Parliamentary Procedures.* Robert's Rules shall provide guidance to the procedures at all meetings at which business is conducted, subject only to the provisions of the Bylaws.

6.03. *Manner of Voting.* All business of the Club shall be transacted by voice vote or electronic vote, or both, as determined by the Board. Any member of the Club may request a show of hands when there is any question as to the validity of a voice vote.

6.04. *Service Lanes.* There shall be six Service Lanes in the Club, designated as Community Outreach Lane, Club Activities Lane, International Service Lane, New Generations Service Lane, Membership Service Lane and the Marketing and Public Relations Service Lane.

6.05. *Required Committees.* The only committee required by these Bylaws is the Nominating Committee. Other committees of the Club shall be those designated each year by the President that are designed to best accomplish the work of the Service Lanes set forth above

6.05.01 A majority (51%) of any required committee present at any meeting of the committee shall constitute a quorum.

6.06. *Rotary of Annapolis Foundation.* The Board shall constitute the Board of Directors of the Rotary of Annapolis Foundation, Inc. and shall administer the affairs of the foundation in accordance with its articles of incorporation and Bylaws. The President (or his or her designee) shall appoint one or more committees to provide advice and counsel pertaining to the prudent investment and distribution of the funds of the foundation.

Finances

6.07. The fiscal year of the Club shall coincide with the Rotary Year.

6.08. At the beginning of each Rotary Year, the Board, with the guidance of the Treasurer, shall adopt a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for the respective purposes, unless otherwise ordered by action of the Board.

6.09. Dues for all Active Members in such amounts as determined from time to time by the Board with the consent of the membership shall be payable in semi-annual installments in July and January of each Rotary Year.

6.10. The Treasurer shall deposit all funds of the Club in one or more insured financial institutions to be named by the Board.

6.11. All Club expenses and bills shall be paid only by the Treasurer or Board-approved Assistant Treasurer or sub-Treasurer.

6.12. *Books and Records.* The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and all committees, and shall keep in a central location, or electronic repository of the Club a record of the names and addresses of the Board as well as

its articles of incorporation, current Bylaws, and board approved policies. The Club shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Club may be inspected by any Officer or Lane Director within three (3) business days of written request. The Treasurer shall maintain monthly, and prepare annually, a full and correct balance sheet and financial statement of operations for the fiscal year. The Investment Committee Chair shall prepare annually a full and correct accounting of all investment accounts and transactions involving transfer of funds into or out of the investment accounts. The Treasurer reports shall be submitted monthly, and the Investment Committee Chair reports shall be submitted at least semi-annually to the Board.

6.13. *Indemnification.* Each Officer and Lane Director of the Club, shall be indemnified by the Club against expenses reasonable incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been, an Officer or Lane Director, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding, to have been derelict in the performance of his duty as officer or Lane Director; PROVIDED, HOWEVER, that such indemnification shall be only to the extent permitted of organizations which are exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code or any corresponding provision of any future United States Internal Revenue Law.

6.14. *Compensation.* The Board shall serve without compensation. The Board may be reimbursed for expenses reasonably incurred on behalf of the Club for any expenses incurred because of performing the duties as an officer or a member of the Board.

6.15. *Conflict of Interest.* The Board shall adopt a conflict-of-interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The conflict-of-interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Board members. Approval by the disinterested Board members shall be by vote of a majority of Board members in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Board members in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

6.16. *Exoneration.* To the fullest extent permitted by Maryland or federal law, no Officer or Lane Director of this Club shall be personally liable to the Club or its members for money damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits

provided to Board members under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

6.17. *Insurance:* In general, the organization's insurance coverage is provided by the Rotary International liability policy available to all Rotary Clubs. The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including, but not limited to, general liability insurance, and Officers' and Lane Directors' liability insurance.

6.18. *Dissolution.* The Club may be dissolved by a two-thirds (2/3) vote of the members if notice of the proposed dissolution has been submitted to the members in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all the net assets of the Club exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Club is then located, exclusively for such purposes or to such organizations. In addition, as this Club is chartered under Rotary International, all procedures required by Rotary International for dissolution of a chartered Rotary Club will be adhered to.

Article 7. Amendments

7.01. These Bylaws may be amended by majority vote of all Active Members voting, provided that prior notice of such proposed amendment has been furnished to each Member at least ten (10) days before voting. Votes by any member may be taken electronically by email to the Secretary and must be received within the BOD-specified time frame, which must be at least (10) days after furnishing the proposed amendment to members.

7.02. No amendment or addition to these Bylaws can be made which is not fundamentally in harmony with the Bylaws of Rotary International.

Notes Concerning the Adoption or Amendment of the Bylaws

1. These Bylaws were originally adopted at a business meeting held on April 15, 1965.

2. They were subsequently amended on December 30, 1971, September 26, 1974, September 29, 1988, August 29, 1996, December 3, 2009, January 5, 2017, March 23, 2017, June 1, 2017, January 25, 2018, June 7, 2018, and June 25, 2020.

3. These Bylaws as they presently appear were adopted by a majority vote of all Active Members voting by January 8, 2026, due notice having been given.

Bylaws adopted this 8th day of January 2026.

President

Secretary