

# **The Junior League of Rhode Island, Inc.**

## **BYLAWS**

*Revised April 12, 2016*

### **ARTICLE I NAME AND MISSION Section 1. Name**

The name of this organization shall be the Junior League of Rhode Island, Inc., hereinafter referred to as “the League” or “JLRI,” a corporation formed under Title 7, Chapter 7-6 Rhode Island Nonprofit Corporate Act, located at 21 Meeting Street, Garden Level Providence, RI 02903 (also known as “Shakespeare’s Head”).

### **Section 2. Mission**

The Junior League of Rhode Island, Inc. is an organization of women committed to promoting voluntarism, to developing the potential of women, and to improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

### **ARTICLE II POLICIES AND MEMBERSHIP IN THE ASSOCIATION Section 1. Policies**

The policies of the League shall be in harmony with the policies of The Association of Junior Leagues International, Inc., hereinafter referred to as “the Association,” of which the League is a member. Members of the Association are hereinafter referred to individually as “a Junior League” or collectively as “the Junior League” or “Junior Leagues.” These policies of the League include, but are not limited to, the policies specified below:

- (a) AJLI Vision.** The Junior League: Women Around the World as Catalysts for Lasting Community Change.
- (b) No Discrimination.** The League does not discriminate as defined in applicable laws and ordinances in its jurisdiction.
- (c) Meeting Facilities.** All meetings and functions of the League shall be held at facilities which do not discriminate as defined in applicable laws and ordinances in its jurisdiction.

### **Section 2. Membership in the Association**

The League commits to the following five Qualifications for Membership in the Association:

- i. Serve as a catalyst and/or leader in effecting community improvement efforts as an organization that seeks broad-based involvement with the community
- ii. Create a supportive environment for the personal and volunteer development of women through formal and experiential training
- iii. Reach out to women of all races, religions and national origins who demonstrate an interest in and commitment to voluntarism
- iv. Value and include a variety of perspectives in the League’s membership, decision-making process, practice and program development
- v. Accomplish the purpose of the League through sound financial and resource management

### **ARTICLE III**

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**MEMBERSHIP IN THE LEAGUE Section 1. Membership Categories**

(a) **New Member.** New Member members are new members who are engaged in training established by the League to prepare them for effective community and League involvement.

(b) **Active.** Active members are those members who have completed New Member training and justify Active membership by demonstrating volunteer service to the community and the League, as defined by the League.

(c) **Sustaining.** Sustaining members are those members who have fulfilled the Active membership requirements, as defined by the League, and who continue to support the League and its community.

**Section 2. Determination of Membership Criteria**

The Board of Directors of the League shall, from time to time, adopt or amend policies regarding the rights, privileges and responsibilities of membership in the League. Before taking effect such policies shall be approved by a two-thirds affirmative vote of the membership entitled to vote.

**Section 3. Criteria for Admission to Membership**

The Junior League is a network of women developed as community and civic leaders creating community impact. Women who have an interest in being engaged in community and civic leadership and who seek the opportunity to engage in work through the Junior League that results in meaningful and sustained community impact are welcome.

(a) **Eligibility.** Prospective members shall be Twenty-one (21) years of age or older. They shall be residents of the State of Rhode Island, Southeastern Massachusetts, or Northeastern Connecticut. Prospective members shall possess the following: interest in voluntarism, commitment to community service, and an interest in developing their potential for voluntary community participation.

**Section 4. Limitations on Membership**

No member shall at any time be a member of more than one Junior League.

**Section 5. Membership in Good Standing**

A member shall be considered in good standing if she fulfills all membership obligations to this League, as have been defined by the Board of Directors, including, but not limited to, the timely payment of dues, fulfillment of volunteer responsibilities and participation in League activities, as defined in the League's Operational Policies and Procedures.

**Section 6. Voting Members**

Only Active members in good standing may vote at meetings of the League.

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### **Section 7. Privileges of Membership: Transfer, Inter-League, Seasonal Inter-League, NonResident**

Any New Member, Active or Sustaining member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A New Member member who transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League.

Except as otherwise provided in these Bylaws, the Board of Directors of the Association of Junior Leagues International shall from time to time adopt written policies governing the privileges of membership including transfer, inter-League, seasonal inter-League non-resident and non-resident transfer privileges. Such policies shall be subject to the approval of the Junior Leagues.

### **Section 8. Resignation and Termination of Membership**

A member may resign in good standing if she has met all membership obligations, as indicated in Article III of these Bylaws.

A member who has not met all or a specified number of membership obligations may be terminated from membership by the Board of Directors. After receiving written notice of the termination from the Board of Directors, the member shall be afforded a hearing before the Board of Directors to determine the conditions under which her membership might remain in force.

### **Section 9. Reinstatement of Membership**

A member who resigned as defined in these bylaws, may be reinstated upon payment of the dues currently payable.

### **Section 10. Rights and Transferability**

No member shall have a vested right, interest or privilege from or to the assets, functions, affairs or franchises of the League. No right, interest or privilege of the League may be transferable or inheritable.

## **ARTICLE IV DUES**

The Board of Directors, in its authority to govern and manage the League, from time to time shall set the amount for membership dues and other fees. Such policies shall be subject to the approval of the membership, and are specified in the League's Member Rights, Privileges & Responsibilities.

### **Section 1. Refunds.**

All Membership Dues and Fees and non-refundable, except as provided for in the event of a League Transfer as per AJLI Procedures.

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**ARTICLE V OFFICERS Section 1. Composition**

The officers of the League shall be the President, President-Elect, Secretary and the Treasurer. They may serve until their successors are duly elected.

**Section 2. Duties**

**(a) President.** The President shall be the chief elected officer of the League. She shall:

- i. Preside at meetings of the League and the Board of Directors
- ii. Be a member, ex-officio, of all committees, except the Nominating Committee
- iii. Be responsible for assuring the integrity of Board operations
- iv. Be the chief spokesperson of the League and of the Board
- v. Perform such other duties as may be required by the Board of Directors

**(b) President-Elect.** The President-Elect, when slated, shall preside in the absence of the President and shall perform the duties and exercise the powers of the President in such an absence. She shall chair the Community Advisory Board and collaborate with the Recording Secretary on By-Law and Policies & Procedural changes. She shall serve in various capacities which will train her to become President at the beginning of her term.

**(c) Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of the League and the Board of Directors, in accordance with these bylaws and applicable law. The Secretary shall be responsible for the keeping of all minutes of such meetings. The Secretary shall be responsible for the custody of the seal of the League and the affixing of same. The Secretary shall be in general charge of the records of the League, other than financial records, and shall perform such other duties as may be assigned by the Board of Directors. She shall chair the Community Advisory Board, when a PE is not slated, and shall review and edit the JLRI ByLaws and Policies & Procedures. The Secretary may not succeed herself. After serving as Secretary, a member shall not be eligible for re-nomination as Secretary for a period of two (2) years. This provision may not be waived by the Board of Directors and can only be waived by majority vote of the voting Membership.

**(d) Treasurer.** The Treasurer shall be the custodian of the funds of the JLRI, shall collect all dues and assessments, and oversee collection of all monies and disbursements. She shall keep full and accurate documentation on all accounts and shall present financial records, monthly reconciliation reports and all bank statements at the regular budget meetings of the JLRI, and on a monthly basis to the Board of Directors; she shall turn over to her successor all books, reconciliation reports, financial records and all bank statements. She shall be responsible for training the Treasurer-Elect, if one is slated. To the extent a Treasurer-Elect has not been slated, the Treasurer shall perform the duties of the Treasurer-Elect. The Treasurer may not succeed herself. After serving as Treasurer, a member shall not be eligible for re-nomination as Treasurer for a period of two (2) years. This provision may not be waived by the Board of Directors and can only be waived by majority vote of the Membership.

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- (e) **Executive Vice President.** *Effective June, 2017*, when the Governance and Management separated model takes effect, there shall be an Executive Vice President who shall have primary oversight of the management functions of the League. She shall report to the President and serve as the liaison between the Governance Board and the Management Team. She shall preside at Management Team meetings. The Executive Vice President may not succeed herself. After serving as Executive Vice President, a member shall not be eligible for renomination as Executive Vice President for a period of two (2) years. This provision may not be waived by the Board of Directors and can only be waived by majority vote of the Membership.

**Section 3. Election and Term**

Officers shall be elected by the membership from a slate prepared by the Nominating Committee. The term for all officers, with the exception of the President-Elect whose term is one year, shall be two years and they may serve until their successors have been duly elected.

**Section 4. Vacancies**

- (a) A vacancy in an officer position shall be filled by the Board of Directors from a slate prepared by the Nominating Committee. Persons so elected shall serve until the expiration of the original term of office.
- (b) The candidate for President shall be the President-Elect, and the Candidate for Treasurer shall be the Treasurer-Elect in the event a Treasurer-Elect exists. In the event that either is unable to serve, the Nominating Committee shall choose a candidate to complete the slate, as voted on by the Board of Directors.

**ARTICLE VI Board of Directors Section 1. Composition**

The Board of Directors shall consist of the Officers of the League, the vice presidents or directors of the councils, and any other members in good standing who may have been elected to the Board. Two members of the Board of Directors are recommended to be sustaining members (including Sustaining Member Director). The number, titles and duties of the vice president(s) or director(s) shall be based on the Board of Directors' determination of the number and responsibilities of the Board.

*Effective June 2017*, the Board of Directors structure shall change to more of a governance board and will consist of the Officers of the League, Sustaining Member Director and Nominating Chair. At large members may be included on the Board of Directors, based upon the size of the League.

**Section 2. Eligibility and Tenure**

All Directors must be members in good standing, as defined by these bylaws, at the time of their application for consideration and must maintain this status once elected. They may serve until their successors are duly elected.

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### **Section 3. Duties**

The Board of Directors has authority and responsibility for governance and management of the League. The Board of directors shall have full power and authority to:

- i. Guide the League's compliance with the Junior League Mission, Vision and Diversity and Inclusion Statement.
- ii. Ensure that the League is in compliance with all legal regulations and ethical standards, maintains its accountability to the community, and operates for the public good, in accordance with the purposes and limitations set forth in the Certificate of Incorporation of the League and in these bylaws.
- iii. Set policies and goals, direct planning and oversee the implementation of plans so as to enhance the effectiveness of the League's programs, promote the achievement of established goals, and further the work and impact of the League. Those policies which impact the rights, privileges and responsibilities of the members of the League shall require approval of the membership entitled to vote before they are carried into effect. All other policies shall be approved by the Board of Directors except as may otherwise be set forth in law.
- iv. Ensure that the League has adequate resources to fulfill its Mission and goals.
- v. Execute prudent financial oversight, ensuring appropriate financial controls are in place and that the League responsibly budgets, invests and uses the funds at its disposal.
- vi. Perform its duties in ways that will enhance the League's reputation in the community.

### **Section 4. Resignations**

Any member of the Board of Directors may resign from office at any time. Such resignation shall be made by written notice, and shall take effect at the time specified therein, and if no time is specified, at the time of its delivery to the President of the League. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of a Director as a member of the Board or as a member of the League.

### **Section 5. Removal**

Any member of the Board of Directors may be removed from such position, for cause or without cause, by a twenty-five percent (25%) vote of the voting membership in good standing at any Annual or Special Meeting of the League. Any member of the Board of Directors other than an Officer may be removed for cause by two-thirds vote of the entire Board of Directors. Any Officer's authority to act as an Officer may be suspended by the Board of Directors for cause.

### **Section 6. Meetings**

The Board of Directors shall hold meetings as may be necessary to transact the business of the League. Meetings shall be held at such time and place as the Board of Directors shall determine.

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Special meetings of the Board of Directors may be called by the President or, upon written request, by three (3) or more members of the Board of Directors.

**Section 7. Notice of Meetings**

Written notice of the time, place and purpose of each meeting shall be given by the Secretary, or, in the Secretary's absence, by any other officer of the League to each Board member at least three (3) days prior to the day of the meeting.

If by mail, such notice must be sent to each Board member at least ten (10) calendar days prior to the day of the meeting.

If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each Board member at least three (3) calendar days prior to the day of the meeting.

Notice of special meetings special meetings to discuss matters requiring prompt action must be sent at least twenty-four (24) hours prior to the time at which such meeting is to be held. In such cases, such notice may be written or shall be deemed to have been given if given in person or left on a telephone voice mail system or answering machine, or sent via electronic communication.

**Section 8. Waiver of Notice**

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her. No notice need be given of any adjourned meeting.

**Section 9. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting to another time and place. Such a meeting may be held without further notice or waiver.

**Section 10. Voting**

A majority vote of the members of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

**Section 11. Action without a Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing such action. In such cases, the document containing the resolution shall be circulated to Directors in advance. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees.

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**Section 13. Meeting by Telecommunications**

Any member of the Board of Directors or all of the members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 14. Vacancies**

Vacancies occurring within the Board of Directors shall be filled from a single slate submitted by the Nominating Committee to the Board, as indicated in these ByLaws.

**ARTICLE VII COUNCILS AND COMMITTEES**

The Board of Directors in its authority to govern and manage the League shall have the authority to determine, from time to time, the number and composition of councils and committees as may be needed to execute the League's operations and activities as delegated by the Board.

**ARTICLE XIII NOMINATING COMMITTEE Section 1. Composition**

The Nominating Committee shall consist of the following members in good standings: the Nominating Chair, the Nominating Chair-Elect and a minimum of one (1), maximum of four (4) members of the League. The Chair shall facilitate the process and shall serve without voice or vote, except in instances of a tie.

**Section 2. Eligibility and Tenure**

Active and Sustaining members in good standing, as defined in these bylaws, may be elected to the Nominating Committee, and may serve until their successors are duly elected.

**Section 3. Duties**

The duties of the Nominating Committee are:

- i. To ensure that the Board of Directors possesses the competencies necessary for effective governance and management of the League.
- ii. To prepare a slate of Officers, Directors and Nominating Committee to be elected by the membership eligible to vote. Such slate shall consist of League members identified through an objective process that ensures transparency and accessibility to all who are eligible and qualified to serve on the Board. Details of the nominating process are laid out in the Operational Policies and Procedures.
- iii. The Nominating Committee must transmit the slate to the membership at least twenty-one (21) calendar days before the date on which the membership will be required to vote on the slate.



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**Section 4. Additional Candidates**

Independent nominations may be made of any Active and Sustaining member in good standing for vacancies in the positions of Officer or on the Board of Directors or the Nominating Committee. Such nominations shall be in writing, bearing the signatures of at least ten (10) voting members and with the written consent of the nominee.

Independent nominations must be received by the Nominating Chair no later than ten (10) days after the slate has been sent to the membership. The Nominating Chair must notify the membership of the content of such nominations no later than five (5) days after the nomination has been received, via electronic communication.

If there is more than one candidate for a position, that position is removed from the slate and is voted by separate ballot.

**Section 5. Vacancies**

Vacancies occurring among the Board of Directors and Nominating Committee members shall be filled from a single slate submitted by the Nominating Committee to the Board. The only exceptions shall be the offices of President and President-Elect. A vacancy in the position of President shall be filled by the President-Elect, who then shall serve her full term as President. A vacancy in the position of President-Elect shall be filled from a single slate submitted by the Nominating Committee to the membership.

**ARTICLE IX MEMBERSHIP MEETINGS Section 1. General Membership Meetings**

Regular meetings of the membership, also known as General Membership Meetings, shall be held at regular intervals throughout the year. The dates of such meetings shall be determined by the Board of Directors and communicated to the membership as stated in these ByLaws.

**Section 2. Special Membership Meetings**

Special meetings of the membership may be called by the President or the Board of Directors. Special meetings also may be called by a minimum of ten (10) members in good standing, by written request to the President. Notice of time, place and purpose of a special meeting shall be communicated to the membership as stated in these ByLaws.

**Section 3. Annual Meeting**

The Annual Meeting of the League shall be held in the month of May on a date and time designated by the Board of Directors. The purpose of the Annual Meeting shall be the installation of elected members of the Board and Nominating Committee and such other business as shall be determined by the Board of Directors.

**Section 4. Notice of Meetings**

**(a) Notice of General Membership Meetings.** Written notice of the time and place of each General Membership Meeting shall be given by the Secretary, or, in the Secretary's absence,

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by any other officer of the League, to each member at least fifteen (15) calendar days prior to the day of the meeting.

If by mail, such notice must be sent to each member at least twenty-one (21) calendar days prior to the day of the meeting.

If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least fifteen (15) calendar days prior to the day of the meeting.

**(b) Notice of Special Membership Meetings.** Notice of Special Membership Meetings shall be given by the Secretary or, in the Secretary's absence, by any other officer of the League, to each member, and must be sent at least twenty-four (24) hours prior to the time at which such meeting is to be held. Such notice may be written or shall be deemed to have been given if given in person or left on a telephone voice mail system or answering machine, or sent via electronic mail.

**(c) Notice of the Annual Meeting.** Written notice of the time and place of the Annual Meeting shall be given by the Secretary, or, in the Secretary's absence, by any other officer of the League, to each member at least fifteen (15) calendar days prior to the day of the meeting.

If by mail, such notice must be sent to each member at least twenty-one (21) calendar days prior to the day of the meeting.

If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be sent to each member at least fifteen (15) calendar days prior to the day of the meeting.

**(d) Waiver of Notice.** Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to her. No notice need be given of any adjourned meeting.

**Section 5. Quorum**

The quorum for all General Membership Meetings of the League shall be **20%** of the members eligible to vote, as defined in Article III, Section 6 of these ByLaws, shall constitute a quorum for the transaction of business by the membership. Except as otherwise provided by statute or these bylaws, the vote of a majority of the voting members present at the time of the vote, if a quorum is present at such time, shall be the act of the membership. If at any General Membership Meeting there shall be less than a quorum present, the voting members present may adjourn the meeting until a quorum is obtained.

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**Section 6. Voting**

- (a) **Voting In-Person.** Except as otherwise provided by statute or these bylaws, a majority of affirmative votes cast by the members entitled to vote, if a quorum is present at such time, shall be the act of the membership of the League.
- (b) **Absentee Voting.** Absentee voting shall be permitted for those items about which the membership has received prior notice. If by mail, absentee ballots must be delivered to each member at least twenty-one (21) calendar days prior to the day of the meeting at which the relevant vote will be taken. If by hand, facsimile, electronic mail or other appropriate communications equipment representing words in a legible and non-transitory form which provides for instantaneous delivery, such notice must be delivered to each member at least fifteen (15) calendar days prior to the day of the meeting. Absentee ballots must be returned to the League office within three (3) calendar days prior to the meeting. If the proposal on which the vote will be taken is amended or changed in any way during the meeting, all absentee ballots shall be deemed null and void.

**ARTICLE X DELEGATES**

Delegates to the Annual Meeting of the Association shall be the President, who shall be the voting delegate, and the President-Elect, who shall serve as the alternate delegate. Alternate voting delegates shall be selected and approved by the Board of Directors if the President and/or President-Elect are unable to attend or vote at the Annual Meeting of the Association.

**ARTICLE XI FISCAL POLICIES Section 1. Fiscal Year**

The fiscal year of the League shall commence on June 1<sup>st</sup> of each calendar year and end on May 31<sup>st</sup> of the succeeding calendar year.

**Section 2. Audit.** The books and accounts of The Junior League of Rhode Island, Inc. shall be kept in accordance with generally accepted accounting practices. They shall be audited by a certified public accountant every two (2) years and in the intervening year shall be reviewed by a certified public accountant at the end of the fiscal year, May 31<sup>st</sup>. All JLRI financial statements and *source documents* (as referenced in these ByLaws) must be sent to the approved certified public accountant forty-five (45) days after year end.

The Board of Directors shall review and approve the audited financial report at the board meeting immediately after the report has been issued. A copy of the audited financial report shall be made available to each member of the JLRI, via the website, members only section, within fifteen (15) calendar days after the board has reviewed and approved the audited financial report.

**Section 3. Bonding.** The Board of Directors shall be bonded in the amount determined annually by the Board of Directors.

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**Section 4. Reserve Account.** Withdrawals and/or transfers from the reserve account in excess of \$5000.00 must be approved by the General Membership, and must be accompanied by a plan to re-fund the account. Withdrawals and/or transfers under \$5,000 must be reviewed and approved by the Board of Directors and communicated to the General Membership.

**Section 5. Dissolution**

In the event of the dissolution of the League, the assets remaining after payment of, or the provision for payment of, all debts and liabilities shall be distributed to such corporations that are organized and operated exclusively for charitable purposes and that have established their taxexempt status under Section 501(c)(3) of the Internal Revenue Code of the United States, as the Board of Directors shall determine.

**ARTICLE XII CHANGE OF CHARITABLE STATUS**

The League shall immediately inform the Association of any change in its status as a tax-exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.

**ARTICLE XIII INDEMNIFICATION, REIMBURSEMENT AND INSURANCE Section 1.**

**Indemnification and Reimbursement**

**(a) Directors and Officers.** The League shall, to the fullest extent now or hereafter permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Director or Officer of the League (each such Director or Officer, testator or intestate being an "Indemnified Party"), against judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees. The League shall, from time to time, reimburse or advance any Indemnified Party the funds necessary for payment against such judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, referred to in this Section 1, upon receipt of a written undertaking by or on behalf of such Indemnified Party to repay such amount(s) if a judgment or other final adjudication adverse to such Indemnified Party establishes that:

- i. his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated;
- ii. he or she personally gained a financial profit or other advantage to which he or she was not legally entitled; or
- iii. his or her conduct was otherwise of a character such that [state / province] law would require that such amount(s) be repaid.

**(b) Employees and Agents.** In addition, the League may also, to the fullest extent now or hereafter permitted by applicable law, indemnify any employee or agent of the League, or the testator or intestate of any such person, in the same circumstances and on the same terms, in

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which case such employee or agent (or the testator or intestate of any such person), shall be an Indemnified Party for all purposes of this Article.

**Section 2. Insurance**

The League shall have the power to purchase and maintain insurance to indemnify the League for any obligation or liability which it incurs as a result of its indemnification of an Indemnified Party pursuant to Section 1 of this Article, or to indemnify such Indemnified Party in instances in which they may be indemnified pursuant to Section 1 of this Article.

**ARTICLE XIV PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of Robert's Rules of Order shall govern the League in all cases in which such rules are applicable, and in which they are not inconsistent with these bylaws or with the operational policies and procedures adopted by the League.

**ARTICLE XV MEMBERSHIP LISTS**

The League's mailing list of League members is for the use of the League only and cannot be used for the promotion of any activity unrelated to the League. It shall not be used by League members or other individuals for personal gain or made available for political, commercial or solicitation purposes. The use of the League's membership list is not allowed without the express consent of the Board of Directors.

**ARTICLE XVI AMENDMENTS Section 1. Bylaws**

These Bylaws are automatically amended following any changes made by the AJLI.

These bylaws may be amended at any regular, special or annual meeting of the League by a twothirds (2/3) majority of affirmative votes cast by members entitled to vote, provided that the proposed amended has been mailed to each voting member at least twenty-one (21) days prior to the date of the meeting.

Amendments to the bylaws may be proposed by the Board of Directors or any ten (10) of eligible voting members of the League. In the event of amendments proposed by eligible voting members of the League, the amendment shall be presented to the Board of Directors at least eleven (11) days prior to the meeting at which the matter would be voted on.

**Section 2. Operational Policies and Procedures**

In order to comply with specific provisions of the JLRI's Bylaws, the Board of Directors may from time to time establish Operational Policies and Procedures, which shall have the same force and effect as the Bylaws. Operational Policies and Procedures may be amended or rescinded by a

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two-thirds vote of the Board of Directors without previous notice or by majority vote with such notice.

The Bylaws Chairperson shall have the authority to make necessary technical and typographical changes to the Bylaws in order to assure editorial continuity with substantive changes approved by the Board of Directors and membership. These technical and typographical changes shall be reported to the Board of Directors, the revised form shall be published in the Annual Report.

**ARTICLE XVII REFERENCES TO THE CERTIFICATE OF INCORPORATION**

References in these bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically accepted. If there be any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

**ARTICLE XVIII Corporate Seal**

The seal of the JLRI shall consist of a device having the words and figures "The Junior League of Rhode Island, Inc., Incorporated 1921, Rhode Island" engraved thereon.