

**BY-LAWS  
OF  
THE MONROE INSTITUTE  
A VIRGINIA NON-STOCK CORPORATION**

**ARTICLE I**

**NAME, SEAL AND OFFICES**

**Section 1. NAME.** The name of the Corporation shall be **The Monroe Institute** (the "Corporation").

**Section 2. SEAL.** The seal of the Corporation shall be a flat-faced, circular die with the word "SEAL" and the name of the Corporation engraved thereon, and its impression shall be in the form shown affixed to the margin of this page.

**Section 3. CORPORATE OFFICES.**

A. The principal office of the Corporation shall be at 365 Roberts Mountain Road, Faber, Virginia 22938.

B. The Corporation may have its principal office and other offices at such places both within and without the Commonwealth of Virginia as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II**  
**DIRECTORS**

**Section 1. NUMBER, ELECTION AND TERMS.** The initial number of Directors shall be seven (7) (exclusive of the Executive Director who shall serve as a Director ex-officio). The total number of Directors shall be no less than three (3) and no more than eleven (11), as determined by the Directors. A decrease in the number of Directors does not shorten an incumbent director's term.

As designated by the Directors, during the organizational meeting of the Corporation, two (2) of the initial Directors shall serve for an initial term of one (1) year, two (2) of the initial Directors shall serve for an initial term of two (2) years, and the remaining initial Directors shall serve for an initial term of three (3) years. Thereafter, each Director shall serve for a term of three (3) years. No more than one-half (½) of the Directors' terms shall expire in any given year.

**Section 2. REMOVAL AND VACANCIES.** At a meeting called expressly for that purpose, any Director may be removed by a vote of the remaining Directors if there be two (2) remaining Directors.

At the end of the initial term of office of the Corporation's initial Directors, at the annual meeting of the Board of Directors, the initial Directors shall elect replacement Directors who may or may not be the same persons as the initial Directors.

Any vacancy arising among the Directors (including one created by expiration of a Director's term of office or by expansion of the number of Directors) may be filled by the remaining Directors.

**Section 3. MEETING AND NOTICES.**

A. The Board of Directors of the Corporation shall hold an annual meeting during the month of July each year. In addition to the annual meeting, the Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the Commonwealth of Virginia.

B. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the board.

C. Special meetings of the board may be called by the chairperson on three days' notice to each Director; special meetings shall be called by the chairperson or secretary on three days' notice to each Director upon the written request of two Directors to the chairperson or secretary (or, if the board shall consist of one or two Directors, upon the written request of one Director).

D. 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, either before the meeting or promptly upon his arrival at the meeting, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

**Section 4. QUORUM AND VOTING.** A majority of the Board of Directors shall constitute a quorum, but less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required. If the current number of Directors is two (2), the presence of both Directors shall be necessary to constitute a quorum.

Each Director shall have one vote, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 5. COMMITTEES OF DIRECTORS.**

A. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The chairperson shall be an ex-officio member of all committees. Such committee or committees shall have such powers as may be determined from time to time by resolution adopted by the Board of Directors subject to any statutory limitations.

B. Meetings of each committee may be called by any member of the committee upon notice given to each member of the committee not later than the day before the day on which the meeting is to be held. Notice of any meeting may be waived by all members of the committee.

C. A majority of each committee shall constitute a quorum for transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.

D. Any member of any committee may be removed with or without cause, at any time, by the Board of Directors. Any vacancy on any committee shall be filled by the Board of Directors.

E. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

**Section 6. Executive Committee of the Board.**

A. The Chairperson may appoint members of the Board of Directors to serve on an Executive Committee of the Board. The members of such Committee shall serve at the pleasure of the Chairperson. Such committee shall have such powers as may be determined from time to time by resolution adopted by the Board of Directors subject to any statutory limitations.

B. Meetings of the Executive Committee may be called by the Chairperson upon notice given to each member of the committee not later than the day before the day on which the meeting is to be held. Notice of any meeting may be waived by all members of the committee.

C. A majority of the Executive Committee shall constitute a quorum for transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.

D. The Executive Committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

### ARTICLE III

#### OFFICERS

**Section 1. NUMBER, ELECTION AND TERMS.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an Executive Director. Any officer may hold more than one office. The Board of Directors may create additional offices and elect officers to fill such office as it deems reasonable and appropriate. The officers of the Corporation shall also include a Chairperson of the Board of Directors.

All officers of the Corporation shall be elected annually by the Board of Directors at its meeting.

**Section 2. REMOVAL AND VACANCIES.** Any officer may be removed summarily with or without cause at any time whenever the Board of Directors in its absolute discretion shall consider that the best interests of the Corporation would be served thereby.

### **Section 3. DUTIES.**

**The Chairman of Board of Directors shall:**

Preside at all meetings of the Board of Directors, cause to be called regular and special meetings of the Directors in accordance with these By-Laws, constitute and make assignments to committees; and serves as an ex-officio member of all committees. The Chairman of the Board of Directors shall work with the rest of the Board of Directors and the officers of the Corporation to ensure that activities and operations of the Corporation are consistent with the advancement of the Corporation's purposes.

**The President shall:**

Have primary responsibility for the day to day operations of the Corporation and its business, present at each annual meeting of the Board of Directors a report of the condition of the business of the Corporation, sign and make all contracts and agreements in the name of the Corporation, see that corporate records required by the statutes are properly kept and filed according to law, appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees, and clerks of the Corporation other than the corporate officers, subject to the approval of the Board of Directors, and perform all other duties incident to his position and office, and which are required by law.

**The Vice-President shall:**

During the absence or inability of the President to render and perform his duties or exercise his powers, perform the duties and exercise the powers of the President.

**The Secretary shall:**

The secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of special meetings of the Board of Directors and shall perform such other duties as may be prescribed by, and shall be under the supervision of, the Board of Directors or president. The secretary shall have custody of the corporate seal of the Corporation and the secretary or an assistant secretary shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by the signature of the secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

The **Treasurer** shall:

Have the care and custody of and be responsible for all the funds and securities of the Corporation, exhibit at all reasonable times his books and accounts to any director of the Corporation upon application at the principal place of business during business hours, render a statement of the financial condition of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required by him, keep at the office of the Corporation correct books of account, and perform all other duties appertaining to the office of Treasurer.

The **Executive Director** shall:

Be appointed by and be responsible to the Board of Directors and shall possess such professional qualifications as are established by the personnel policies approved by the Board of Directors from time to time. The Executive Director shall be an ex-officio member of the Board of Directors and shall be entitled to vote on all matters that do not relate to his or her employment, compensation or duties. The Executive Director shall work closely with the Chairman and President to advance and facilitate the implementation of the Board of Director's vision for the future of the Corporation.

**Section 4. COMPENSATION.** The officers shall receive compensation for their services on behalf of the Corporation which is commensurate with the experience and duties of each officer.

## **ARTICLE IV**

### **MANAGEMENT OF CORPORATION'S ASSETS**

The assets of the corporation shall be held, managed, and invested by the Board of Directors, however, at no time may said assets be used or administered other than in furtherance of charitable purposes, within the meaning of Section 501(c)(3) of the

Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the corporation shall be first approved by the Board of Directors.

Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.

#### **ARTICLE V**

##### **FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 of each year.

#### **ARTICLE VI**

##### **AMENDMENT OF BY-LAWS**

The power to alter, amend, or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors.

#### **ARTICLE VII**

##### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No officer, director, employee, or other person connected with the Corporation, or any other private individual shall receive at any time of the net earnings, pecuniary profits, or assets of the Corporation (including the making of loans), provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as stated in

the Articles of Incorporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

## **ARTICLE VIII**

### **CONFLICT OF INTEREST POLICY**

The Board of Directors shall adopt a Conflict of Interest Policy.

## **ARTICLE IX**

### **DISSOLUTION**

The Corporation may be dissolved at any time by decision of the Board of Directors. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, and after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1986, such organization or organizations to be selected by the Board of Directors.