

# **WAYLAND BLUE RIDGE BAPTIST ASSOCIATION, INC.**

## **OF**

## **NON-PROFIT BYLAWS**

### **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Virginia and the Articles of Incorporation of Wayland Blue Ridge Baptist Association, Inc. In the event of a direct conflict between the herein-contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Virginia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Wayland Blue Ridge Baptist Association, Inc, it shall then be these Bylaws that shall be controlling.

### **ARTICLE 1 NAME**

The legal name of the Non-Profit Corporation shall be known as Wayland Blue Ridge Baptist Association, Incorporated, and shall herein be referred to as the "Association."

### **ARTICLE 2: PURPOSE**

The general purposes for which the Wayland Blue Ridge Baptist Association, Inc., has been established are as follows:

The purpose for which the Non-Profit Wayland Blue Ridge Baptist Association, Inc, is formed is outlined in the attached Articles of Incorporation.

The Wayland Blue Ridge Baptist Association, Inc, is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to.

In addition, this Wayland Blue Ridge Baptist Association, Inc, has been formed to perform all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by a Association exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

### **ARTICLE 3: OFFICES**

The principal office of the Wayland Blue Ridge Baptist Association, Inc, shall be located at 15044 Ryland Chapel Rd, Rixeyville, Virginia 22737.

The Association may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

### **ARTICLE 4: DEDICATION OF ASSETS**

The properties and assets of the Association are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes which have established its tax-exempt status pursuant to Section 501(c) of the Code.

### **ARTICLE 5: ASSOCIATION MEMBERSHIP**

**Eligibility for Membership:** Application for membership shall be open to any current Baptist Church or Christian Church with like beliefs, practices, fellowship, and that supports the purpose statement in the Wayland Blue Ridge Baptist Association, Inc, Constitution.

#### Section 1. Membership

The Wayland Blue Ridge Baptist Association shall have the following memberships:

- a) *General Membership*- General members shall have the right to vote on all matters submitted to a vote of the membership, may hold office, and shall receive all benefits of membership, including the right to attend all meetings of the Wayland Blue Ridge Baptist Association. ***Note: This membership does not include use of the Wayland Blue Ridge Baptist Center.***
- b) *Tiered Membership*- This membership level includes all the benefits of the general membership. Members at this level have use of the Wayland Blue Ridge Baptist Center along with other association benefits. (*Note: details provided by membership committee*)
- c) *Affiliate Membership*: Shall be open to Ministers, Associations, Conventions or Organizations with like beliefs, practices, fellowship, and that supports the purpose statement in the Wayland Blue Ridge Baptist Association, Inc Constitution. Affiliate members shall not have the right to vote or hold office but shall receive all other benefits of membership.

*Section 2. Membership Fees:*

Membership fees for each membership shall be established by the Board of Directors and may be changed from time to time. Membership fees are payable annually, and failure to pay fees shall result in termination of membership. The Fees for each class of membership shall be:

- a) General Membership Cost: \$250.00 Annually
- b) Tiered Membership:
  - Silver- \$500.00 Annually or twelve payments at \$41.66 per month
  - Gold- \$780.00 Annually or twelve payments at \$65.00 per month
  - Premier- \$1200 Annually or twelve payments at \$100 per month
- c) Affiliate Membership Cost- \$250.00 Annually

*Section 3. Voting: (General and Tiered members only)*

Each member shall be represented by the following voting members: (1) Pastor, (2) Delegates voting representative to cast the member's vote in elections or any other matters of the association. Votes may be cast in person or by proxy, as permitted by law. A majority of the votes cast by the members entitled to vote shall be necessary for the adoption of any matter voted upon by the membership, unless a larger vote is required by law, the articles of incorporation, or these bylaws.

*Section 4. Resignation and Termination:*

Any member may resign by submitting a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated with cause including but not limited to violation of the association's bylaws or policies, or for conduct that is harmful to the association or its mission by a majority vote of the membership.

*Section 5. Meeting of Members:*

Annual meetings of the membership shall be held each year for the purpose of electing officers, receiving reports on the activities of the association, and transacting such other business as may properly come before the meeting. Special meetings of the membership may be called by the Board of Directors or by a petition signed by at least ten percent of the members entitled to vote.

*Section 6. Notice of Meetings:*

Notice of all meetings of the membership shall be given at least 30 days in advance of the meeting by written notice to each member entitled to vote. The notice shall state

the place, date, and time of the meeting, and the purpose for which the meeting is called.

*Section 7. Quorum:*

A quorum for the transaction of business at any meeting of the membership shall consist of at least one-tenth of the members entitled to vote.

## **ARTICLE 6: BOARD OF DIRECTORS**

### **General Powers and Responsibilities**

The Association shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Virginia. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the Executive Board and Association staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

### **Number and Qualifications**

The Board shall have up to six (6) members, but no fewer than one (3) Board members. The number of Board members may be increased beyond six (6) members by the affirmative vote of a two-thirds majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Virginia.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

### **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation for services rendered.

### **Board Elections**

The Nominating Committee, if created, shall present nominations for new and renewing Board members at the next scheduled Annual meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a simple majority of delegate members at an Association meeting at which a quorum is present. If no Nominating Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

### **Term of Board (Appointments)**

All appointments to the Board shall be for a term of one (1) year. No person that is appointed shall serve more than one (1) year unless a majority of the Board, during a Board meeting at

which a quorum is present, votes to appoint a Board member to a term another one (1) year term. No appointed member of the board shall serve in total more than one (1) four (4) year term. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of the court, convicted of a felony, found by final order or judgment of any court to have breached a duty according to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive unexcused meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of an affirmative vote of a majority of the directors then currently in office, may remove any director with cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner outlined in *Article 5 Meetings* that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of the Association, the secretary of the Association, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Virginia is first notified, no director may resign when the Association would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by a vote of a sole remaining director.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Removal**

A Board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of a unanimous vote of then-serving Board members.

### **Meetings**

The Board's regular meetings shall be held quarterly (January, April, July, and October) on Saturday before the third Sunday of that month. The time and place shall be determined by the Board. The Chair of the Board or any regular Board member may call a special meeting of the Board with 5 days written notice provided to each member of the Board. The notice shall be served to each Board member via hand delivery, regular mail, or email. The person(s) authorized to call such special meetings of the Board may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

### **Minutes**

The Secretary/Clerk shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand-delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Association and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of 5 people shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and the vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or

Board Committees unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

### **Voting**

Each Board member shall only have one vote.

### **Proxy**

Members of the Board shall be allowed to vote by written proxy.

### **Abstention Votes:**

### **Board Member Attendance**

An elected Board Member who is absent (without excuse) from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Associations. The Board may deem a Board member who has missed three (3) consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

## **ARTICLE 7: OFFICERS**

### **Officers and Duties**

The Board shall consist of elected officers of the Association as defined in Articles of Incorporation or by Board resolution but in no case less than 3 officers to prepare minutes of the directors' and members' meetings and authenticate the records of the Association. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to the control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the delegates at its annual meeting and shall serve the needs of the Board and Association, subject to all the rights, if any, of any officer who may be under a contract of employment.

### **Moderator – Chairperson of the Board**

It shall be the responsibility of the Moderator, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Moderator shall insure a signature on all drafts drawn on the treasury and perform or delegate all other duties of the office. As The Chair of the Board, the Moderator is authorized to execute, in the name of the Association, any contracts or other documents which may be authorized, either generally or specifically, by the Board of Directors to be executed by the Association, except when required by law that the President's signature must be provided.

**Vice Chairperson of the Board (1<sup>st</sup> Vice Moderator)**

In the absence of the Chair of the Board, or the inability (due to sickness or injury) his/her to fulfill his/her duties, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

**2<sup>nd</sup> Vice Chairperson of the Board (2<sup>nd</sup> Vice Moderator)**

In the absence of the Chair of the Board, or the Vice Chair, or the event of both the Moderator and the 1<sup>st</sup> Vice Moderator's inability (due to sickness or injury) to fulfill their duties, it shall then be the responsibility of the 2<sup>nd</sup> Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

**Executive Board Chairperson - (President)**

It shall be the responsibility of the Executive Board Chairman, in general, to supervise and conduct all activities and operations of the Association subject to the control, advice, and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Association, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse, and account for all funds of the Association, to execute in the name of the Association all contracts and other documents authorized either generally or specifically by the Board to be executed by the Association, and to negotiate any material business transactions of the Association.

**Executive Board Vice Chairperson (Vice President)**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of and shall be subject to all the restrictions on, the President.

**Secretary (Clerk)**

The Secretary/Clerk, or his/her designee, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. She/he shall attend to the giving and serving of all notices of the Association and shall see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized following the provisions of these bylaws.

### **Corresponding Secretary**

The Corresponding Secretary shall be responsible for the preparation of and the dispatching of all correspondence. He or she shall maintain a current record of addresses and records of all regular communications.

### **Statistician**

The Statistician shall collect and tabulate all data pertaining to the growth or decline of churches, members, and any statistics pertinent to the Association. A report shall be made during the Annual Session

### **Parliamentarian**

The Parliamentarian shall ensure that adopted rules of order or parliamentary procedures are adhered to in all business sessions, meetings and such meetings as required. He or she shall be competent and certified as a parliamentarian as deemed adequate to conduct orderly and effective meetings.

### **Treasurer (Chief Financial Officer)**

It shall be the responsibility of the Treasurer to keep and maintain or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Association.

The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for the faithful performance of the duties of the Treasurer's office and for restoration to the Association of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Association/Organization shall pay the cost of such a bond.

### **Financial Secretary**

It shall be the responsibility of the Financial Secretary shall serve as a member of the Finance Committee, prepare accurate record of all receipts and disbursements, interpret the finance reports of the Association, and ensure that financial records are available for audit within 30 days after the close of the fiscal year.

## **ARTICLE 7: EXECUTIVE BOARD**

### **Executive Board**

The Executive Board shall act on the behalf of the Wayland Blue Ridge Baptist Association, Inc, to conduct Association business when the Association is not in session at the Annual Meeting. The members of the Executive Board shall be: The Moderator, 1<sup>st</sup> Vice Moderator, 2<sup>nd</sup> Vice Moderator, Executive Board Chairman, Executive Board Vice Chairman, the immediate Past Moderator, Clerk, Assistant Clerk, Corresponding Secretary, Treasurer, Financial Secretary, Statistician, Parliamentarian, President of the Women's Auxiliary, President of the User's Union, Moderator of the Minister's and Deacon's Union, President of the Ministers Conference, President of the Church School Institute, President of the Church School, Center Board Director and Youth Department Director.

The Executive Board, unless limited by a resolution of the Board of Directors "The Board", shall have and may exercise all the authority of the Board in the management of the business and affairs of the Association between meetings of the Board, provided. However, the Executive Board shall not have the authority of the Board in reference to those matters enumerated below:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repeatable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Association otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Association in a contract or agreement or expend Association funds.

## **Article 8: Committees and Auxiliaries**

**Purpose:** This section establishes the rules for meetings and actions of committees and auxiliaries of The Wayland Blueridge Association, Inc.

**Definitions:** For the purposes of this section, the following definitions shall apply:

- *Committee:* A group of members of the Association appointed or elected to perform a specific function or task.
- *Auxiliary:* An organization affiliated with the Association that operates under the association's bylaws and is authorized to act on behalf of the Association.
- *Chair/Moderator:* The person designated to preside over a committee or auxiliary meeting.

**Meetings:**

- a) *Notice of Meetings:* Committees and auxiliaries shall provide notice of all meetings to their members at least 30 days in advance unless a shorter notice period is authorized by the chair.
- b) *Quorum:* A quorum of a committee or auxiliary shall consist of 30 percent of its members.
- c) *Conduct of Meetings:* Meetings of committees and auxiliaries shall be conducted in accordance with Robert's Rules of Order.
- d) *Open Meetings:* All meetings of committees and auxiliaries shall be open to members of the Association, unless the committee or auxiliary determines that a closed session is necessary for a particular matter.

**Actions:**

- a) *Decisions:* Committees and auxiliaries shall make decisions by a majority vote of the members present and voting, provided that a quorum is present.
- b) *Recordkeeping:* Committees and auxiliaries shall keep accurate records of their meetings, decisions, and actions, and shall report to the Association's board of directors or other authorized body as required by the bylaws.
- c) *Limitations on Authority:* Committees and auxiliaries shall not have the authority to bind the Association or take any action that is contrary to the bylaws or policies of the Association.
- d) *Removal of Members:* The chair/moderator of a committee or auxiliary may remove any member who fails to attend 5 consecutive meetings without excuse, or who is not fulfilling their duties or obligations as a member of the committee or auxiliary.

**Dissolution:** Committees and auxiliaries may be dissolved by a majority vote of the members present and voting, provided that a quorum is present. Upon dissolution, all records, property, and assets of the committee or auxiliary shall be turned over to the Association.

**Amendments:** This section may be amended or repealed by a two-thirds vote of the board of directors, provided that written notice of the proposed change is given to all members of the board and committees/auxiliaries at least 60 days prior to the meeting at which the change is to be considered.

### **Audit Committee**

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be composed of one or more persons including persons other than directors of the Association. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Association are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Virginia. The membership of the Audit Committee, if created, shall not include the following persons:

- a) The Chair of the Board of Directors.
- b) The Treasurer of the Association.
- c) Any employee of the Association; or
- d) Any person with a material financial interest in any entity doing business with the Association.

### **Finance Committee**

The Finance Committee shall be responsible for making sure the Association financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should create a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

### **Internal Affairs Committee**

The Board, at its sole discretion, may create an Internal Affairs Committee, which shall handle all internal and operational issues of the Association including but not limited to those related to finance, human resources, and facilities. This Committee may be staffed by the CFO and the Director of Human Resources, among others.

### **Governance Committee**

The Governance Committee, if created, shall be responsible for the health and functioning of the Board. It shall be in charge of recruiting new members, conducting orientations, producing board materials, and evaluating the performance of the Board itself. The Governance Committee shall also be responsible for ensuring the effectiveness of the current Board, establishing priorities for Board composition, plan for Board of Director recruitment and succession, oversee Board development and take the lead in performing Board evaluations.

### **Communications and Public Relations Committee**

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders, and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence, and contacts with the media.

### **Fundraising Committee**

The Board, at its sole discretion, may create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Association. In addition, this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Association's fundraising plan.

## **ARTICLE 8: STANDARD OF CARE**

### **General**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Association whom the director deems to be reliable and competent in the matters presented.
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.

### **Loans**

The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Virginia Attorney General; provided, however, that the Association may advance money to a director or officer of the Association or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Conflict of Interest**

- Duty of Loyalty: All members of the board of directors, officers, and employees have a duty of loyalty to the Association and must always act in the best interests of the Association.
- Disclosure of Conflict of Interest: Any member of the board of directors, officer, or employee who has a conflict of interest or potential conflict of interest in any matter under consideration by the organization must disclose the conflict or potential conflict of interest to the board of directors prior to any action being taken on the matter.
- Recusal: Any member of the board of directors, officer, or employee who has a conflict of interest or potential conflict of interest in any matter under consideration by the association must recuse themselves from any discussion or vote on the matter.
- Quorum: The interested person shall not be counted in determining the presence of a quorum for the meeting or vote.
- No Personal Gain: No member of the board of directors, officer, or employee shall use their position with the association for personal gain, financial or otherwise.
- Annual Disclosure: Each board member, officer, and employee must complete an annual disclosure form to identify any conflicts of interest or potential conflicts of interest that may arise during the course of their duties. This form will be kept on file by the association and updated annually.
- Compliance with the Law: All members of the board of directors, officers, and employees must comply with all applicable laws and regulations, including those relating to conflicts of interest.
- Penalties: Violation of this Conflict-of-Interest Clause may result in disciplinary action, up to and including termination of employment or removal from the board of directors.

### **Restriction on Interested Directors**

Not more than 10% (percent) of the people serving on the Board of Directors at any time may be interested people. An interested person is (1) any person currently being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

### **Indemnification**

To the fullest extent permitted by law, the Association shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Association, by reason of the fact that the person is or was a person as described in the Non-Profit Association Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 9: EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Association.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Association, other Association instruments or documents, memberships in other Association, and certificates of shares of stock owned by the Association shall be executed, signed, and/or endorsed by the Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the Association and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Association may enter any contract or execute and deliver any instrument in the name of and on behalf of the Association.

## **ARTICLE 10: RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Association shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Association shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The Association shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary Associations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

#### **Preparation of Annual Financial Statements**

The Association shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Association shall make these financial statements available to the Virginia Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

#### **Reports**

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Association, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this Association at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Association Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

### **ARTICLE 11: FISCAL YEAR**

The fiscal year for this Association shall end on December 31.

## **ARTICLE 12: AMENDMENTS AND REVISIONS**

These Bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

## **ARTICLE 13: ASSOCIATION SEAL**

The Board of Directors may adopt, use, and alter an association seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any association instrument, however, shall not affect the validity of that instrument.

## **ARTICLE 14: CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Association as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## **CERTIFICATE OF SECRETARY**

I, certify that I am the current elected and acting Secretary of the Association, and the above Bylaws are the bylaws of this Association as adopted by the Board of Directors on July 31, 2023, and that they have not been amended or modified since the date above.

**EXECUTED** on this \_\_\_\_ day of \_\_\_\_\_, in the County of Culpeper in the State of Virginia.

\_\_\_\_\_  
(Duly Elected Secretary)