

12-10-17 FINAL----LAKE BARCROFT VILLAGE BYLAWS

ARTICLE I --- Name

The name of the corporation is Lake Barcroft Village, Inc. (the Corporation or the Village).

ARTICLE II ---Purpose

The purpose of the Corporation is to enable its members to age at home comfortably, safely, independently and with peace of mind through an organization that offers access to comprehensive practical services and fosters social support and a sense of community. The Corporation is formed for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, and its successor provisions as amended from time to time or the corresponding sections of any future tax code.

ARTICLE III --- Offices

The Corporation shall maintain offices in quarters convenient to its members and volunteers.

ARTICLE IV --- Members

Section 1. The Corporation has three classes of membership: Full membership, Social membership and Alumni membership

Section 2. All residents of Lake Barcroft and those neighboring communities that the Board of Directors shall designate are eligible for membership.

Section 3. Full Members are those persons who pay an annual fee as determined from time to time by the Board of Directors and are entitled to all services and benefits that the corporation offers. The Board may prescribe the times and methods of payment.

Section 4. Social members are those persons who pay an annual fee as determined from time to time by the Board of Directors and are entitled to participate in Village sponsored social, cultural and educational opportunities but are not entitled to the benefit of denoted Village services. The fee for Social membership shall not exceed 60% of the fee for full membership.

Section 5. Alumni members are those persons who at one time were members of the corporation but have moved outside of a neighborhood that qualifies for membership and who wish to stay engaged with the Village. Alumni members are entitled to participate in Village social, cultural and educational opportunities. Alumni membership is available at a reduced fee that the Board determines from time to time.

Section 6. Full and Social Members are entitled to vote in the election of persons to the Board of Directors and upon such other matters as the Board shall authorize from time to time.

ARTICLE V --- Board of Directors

Section 1. Powers. The policies and affairs of the Corporation shall be set and managed by its Board of Directors (Board), which may exercise all the powers of the Corporation. Unless otherwise provided in these bylaws, in the Articles of Incorporation or by statute, decisions made by the Board shall be by majority vote.

Section 2. Number. The number of Directors shall be no less than five nor more than thirteen, as determined by the Board from time to time, and shall include the President, Past President, Vice President, Secretary and Treasurer.

Section 3. Terms. Directors shall be elected by the Full and Social Members at the annual meeting from a list of nominees submitted by the Nominating Committee or proposed by members. If there are more nominees than available directorships, only those nominees with the largest number of votes shall be elected. Should the vote result in a tie, the tie will be broken by a coin toss. Directors shall serve for a term of three years and shall not serve consecutively more than two full elected terms, except that the Past President may continue to serve until no longer the immediate past president Initial terms shall be adjusted so that one third of the Directors will be elected each year. Directors may be members or non-members of the Village, except that at least two thirds of the Directors shall be full members. Directors who are full members must be full members upon assuming office and continue as full members throughout their tenure as Directors.

Section 4. Vacancies. Any vacancy occurring on the Board (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the then members of the Board. A Director so elected may thereafter be elected to two full three-year terms.

Section 5. Resignation and Removal. A Director may resign at any time by giving written notice to the President or the Secretary. The resignation is effective when the notice is received by the President or Secretary unless the notice specifies a later effective date. A Director may be removed from office by a two-thirds vote of the Board with or without cause.

Section 6. Conflict of Interest. Should a conflict of interest arise, the Director will be asked to hold silent during the discussion and refrain from voting on the issue. The Board will determine whether a conflict of interest exists.

Section 7. Compensation. Members of the Board shall receive no compensation for their services but may be reimbursed for expenses incurred while acting on behalf of the Corporation if the Board so provides.

Section 8. Executive Director. The Board may direct the hiring of a part-time Executive director to manage the day to day operation of the Village. The Executive Director shall be an ex-officio member of the Board without voting rights.

ARTICLE VI --- Officers

Section 1. Positions. The Officers of the Corporation are President, Past President, Vice President, Secretary, and Treasurer, as well as such other officers as the Board determines are appropriate. All officers must be members of the Board. The President and Vice President must be full members of the Village.

Section 2. Election and Term of Office. Each Officer of the Corporation shall serve a term of one year, or until such Officer's death, resignation or removal. Officers shall be elected annually by the Board and shall serve for one year and thereafter until such Officer's successor shall have been chosen and qualified or until such Officer's death, resignation, or removal. Election or appointment of an Officer shall not itself create any contractual rights.

Section 3. Resignation and Removal. Whenever in the judgment of the Board the best interests of the Corporation will be served thereby, any Officer may be removed from office by the affirmative vote of a majority of the Board. Any Officer may resign at any time by delivering a written resignation to the President or the Secretary. Should a vacancy occur prior to election, the President shall appoint a successor to fill the unexpired term of said Officer.

Section 4. President. The President shall preside at all meetings, shall appoint and remove committee chairs and generally act in the capacity of a chief executive officer. The President shall be an *ex officio* member of all committees, except Nominating.

Section 5. Past President. The Past President assumes the office for the year term following the term served as President. The Past President shall provide advice to the Board and to the President.

Section 6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as the Board or President may from time to time prescribe.

Section 7. Secretary. The Secretary shall prepare and maintain minutes of all meetings of the Corporation. The Secretary shall assure that proper notice of all meetings is given to the members of the Board and manage the correspondence of the Corporation.

Section 8. Treasurer. The Treasurer shall have custody of all funds, securities, valuable papers and other assets of the Corporation. The Treasurer shall provide and maintain complete records of all the assets and liabilities of the Corporation; will prepare and submit to the Board a monthly financial statement of the condition of the Corporation as of the last day of the preceding month; shall be responsible for any tax reports and information returns as state, local and federal laws may require and will recommend when a periodic audit or review should be undertaken. The Treasurer shall treat the maintenance and storage of documents in accordance with the Corporation's policy for retention and destruction of documents.

With the consent of the Board, the Treasurer may hire a part-time assistant to implement the bookkeeping functions of the Treasurer's position.

ARTICLE VII --- Employees

Section 1. List of possible employees. At its discretion, the Board may hire as part-time employees an Executive Director, a Deputy Executive Director, and a Bookkeeper.

Section 2. Executive Director. The Executive Director shall manage the day to day operation of the Village, including serving as an ex-officio member of the Board and committees as set forth herein.

Section 3. Deputy Executive Director. The Deputy Executive Director shall manage the day to day operation of the Village when the Executive Director is unavailable to do so. In the event of a long term absence, as defined by the Board, the Deputy Executive Director may also serve in the Executive Directors place on the Board and committees.

Section 4. Bookkeeper. The Bookkeeper shall assist the Treasurer with operation of the financial systems of the Village, including preparing the monthly financial statements, tax filings, and other activities requiring operating knowledge of the systems used for financial tracking.

ARTICLE VII --- Member Meetings

Section 1 . Annual meeting. An annual meeting of the members to elect Directors and conduct other business shall be held on the second Monday in March of each year or at such other time or place as may be determined by the Board and designated in a notice of the meeting.

Section 2. Notice. Notice of all meetings, including date, place, time, major items on the agenda, shall be given to all members no less than 14 and no more than 30 days prior to the meeting by electronic mail addressed to their email addresses of record or at a member's written election by regular mail.

Section 3. Quorum. A quorum for the annual meeting shall be one fifth (20%) of the total Full and Social Membership. Members voting by mail, e-mail or through proxies are counted as present at the annual membership meeting. For all other membership meetings, those members physically present shall constitute a quorum.

Section 4. Election of Directors. Directors are elected by a majority of Full and Social Members casting ballots either in person, by proxy, or, if by mail received no later than twenty-four hours before the annual meeting convenes. Each Full or Social Member is entitled to one vote.

Section 5. Proxies. A member entitled to vote in any meeting may assign a written proxy including the member's address to any other member, provided that no more than five proxies may be voted by any member. Proxies may be voted only if the holder of the proxy is physically present at a meeting.

Section 6. The Board may convene meetings from time to time that will include programs it believes to be of interest to the membership, though attendance is not limited to Village members.

Section 7. Special Meetings. A special meeting of the members may be called by the President, or by the Secretary upon the request of one half of the Directors or upon petition signed by one third of the total of Full and Social Members. Notice of a special meeting must specifically state the business to be conducted. A quorum for a Special Meeting is established if at least one fifth (20%) of the total of Full and Social Members are in attendance physically or by teleconference.

ARTICLE VIII --- Board of Directors Meetings

Section 1. Open Meetings. Board meetings shall be open except when personnel matters are under consideration.

Section 2. Election of Officers. Directors shall meet and elect Officers following the election of new Directors at the annual meeting but not later than 10 days after the election.

Section 3. Regular meetings. Regular meetings of the Board may be held at such places and at such times as the Board may determine, except that the Board shall hold at least two (2) meetings appropriately spaced throughout the year. Special meetings of the Board may be held at any time and at any place and shall be held when called by the President, or by the Secretary upon the request of one third of the Directors or of the Executive Committee.

Section 4. Notice. At least ten (10) days' notice shall be given to each Director of a regular meeting of the Board, except that notice shall be deemed made if the meeting is in accord with a regular schedule adopted by the Board at a previous meeting. A special meeting of the Board may be held upon notice of three (3) days. Notice of a meeting of the Board shall specify the date, time and place of the meeting but need not specify the purpose for the meeting or the business to be conducted. Notice must be delivered personally to each Director, mailed, faxed or e-mailed. If such notice is given by postal or private mail, it shall be deemed delivered when deposited in the United States mail or delivered to a comparable private mail service properly addressed and with postage prepaid thereon. If such notice is given by fax or e-mail, it shall be deemed delivered when transmitted.

Section 5. Waiver of Notice. Notwithstanding the provisions of Section 4 a Director may waive notice of any regular or special meeting of the Board by written statement filed with the Board. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 6. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business. A quorum shall consist of Directors present in person or by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. When a quorum is present, it is not broken by the subsequent departure of one or more Directors from the meeting, provided that at least half (1/2) of the Directors attending are present at all times. An affirmative vote of a majority of Directors at a meeting at which a quorum is present shall be sufficient to the making of decisions by the Board, except where

a larger vote may be required by law, these Bylaws or by the Articles of Incorporation .

Section 7. Special meetings. A special meeting of the Board may be called by the President or upon the request of one half of the Directors. Notice of a special meeting must specifically state the business to be conducted.

Section 8. Action Without a Meeting. The Board may take any action normally taken at a Board meeting by consultation in writing by any means. Such action requires the consent of at least three-fourths of all directors, and their consent will be included in the writing that shows the action taken.

ARTICLE IX --- Committees

Section 1. Establishment of Committees. The Board shall establish such standing and special committees as the Board determines are required for furthering the purposes of the Corporation. The Board may from time to time form or dissolve committees, or modify committee functions. Meetings of committees are open except meetings of the Executive Committee.

The Board may appoint to or dismiss members from any committee or change the size of any committee at any Board meeting at which appropriate notice is given. For all committees except the Executive Committee, the Board may delegate these responsibilities for committee size and membership to the Executive Committee.

Standing committees

Section 2. Executive Committee. The Executive Committee is composed of the officers of the Corporation (President, Past President, Vice President, Secretary and Treasurer) and is chaired by the President. The Executive Committee shall have the authority to act on behalf of the Board on matters that require immediate action in advance of a regularly scheduled meeting of the Board. A majority of the members of the Executive Committee must be in attendance at a meeting (either in person or by teleconference) for business to be transacted. The President shall assure that all actions of the Executive Committee are recorded and reported to the full Board at the next regular Board meeting. The Executive Committee will evaluate the work of the Executive Director and other Village staff and periodically review their performance and compensation.

Section 3. Nominating Committee. The Vice President shall chair the Nominating Committee and shall, subject to the approval of the Board, select two to four other members to serve on the Committee of whom no more than one may be a Board member. If the Vice President is unwilling or unable to serve, the President shall appoint another officer to serve as chair. The Nominating Committee shall be responsible for preparing a list of nominees for the Board for the annual election of Directors and for filling vacancies. The Nominating Committee shall develop its own procedures for selecting nominees, may by majority vote meet in closed session, and may nominate more individuals than there are vacancies, in which case the Board can elect to fill only the vacancies or can increase the size of the Board or the number of Officers.

Section 4. Membership Committee . The Membership Committee recruits new members, maintains contacts with current members and gauges member satisfaction with Village services and activities. This committee, in conjunction with the Communications Committee, prepares marketing materials for potential members and assists in their distribution.

Section 5. Programs Committee. The Programs Committee arranges cultural and educational programs such as lectures, excursions and similar events, arranges social gatherings such as cocktail parties, luncheons and dinners and through the Executive Director notifies members and if applicable the public, of such events.

Section 6. Volunteers and Services Committee. The Volunteers and Services Committee helps to

identify and recruit volunteers, designs procedures to educate volunteers about the Village, recommends changes in applicable policies and procedures, arranges for volunteer support for Village-sponsored events and works with paid staff regarding scheduling of volunteers. The Volunteers and Services Committee also is responsible for identifying and evaluating potential new services to offer to Village members, and to review current services to determine their continuing viability.

Section 7. Operations Committee. The Operations Committee develops policies and procedures as needed for conducting meetings, amending the articles of incorporation, amending the bylaws, liaising with the Advisory Council, devising a succession plan, making recommendations with respect to insurance coverage and evaluating the desirability of additional classes of membership and inter-committee cooperation.

Section 8. Communications Committee. The Communications Committee creates and disseminates information about the Village via the Lake Barcroft newsletter, the *Villager* newsletter and any other relevant media, monitors and updates the Village website, reviews and edits communications prepared by other committees and prepares the Village biennial report.

Special Committees

The Board may establish special committees from time to time as it deems necessary.

ARTICLE X --- Advisory Council

The Board may appoint an Advisory Council to serve as a resource to the Board and membership by providing expertise in their areas of business that can assist in the growth and development of the Village. Council members serve without compensation for terms to be set by the Board and are not required to be members of the Corporation or residents of the communities served by the Corporation but must possess expertise or community leadership experience that is relevant to the Corporation's mission.

ARTICLE XI --- Indemnification

Any person who is a party to a legal action by reason of being or of having been a Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against costs actually and reasonably incurred by that person in connection with the defense or settlement of such action, in accordance with section 13.1-870, et seq. of the Virginia Code. Such indemnification, however, shall be made only if the person has been determined not to have engaged in willful misconduct or knowing violation of criminal law. Such determination shall be made (a) by majority vote of a quorum of Directors who were not parties to the action or (b) if such a quorum is not obtainable, or if a quorum of disinterested Directors so direct, by independent legal counsel in a written opinion.

ARTICLE XII --- Amendment of Bylaws

These Bylaws may be amended by a vote of at least sixty percent (60%) of the Directors at a meeting duly called and at which a quorum is present.

The foregoing Bylaws were adopted on the 12th day of December, 2017.

[Signatures]