

# Friends of Buckingham Bylaws

Approved August 30, 2019

## ARTICLE I: NAME

The name of the corporation is Friends of Buckingham, hereinafter called FoB.

There is a Policies and Procedures Manual which may be referred to, regarding the orderly transaction of business.

## ARTICLE II: PURPOSE

**Mission:** Friends of Buckingham is a community-based, non-profit membership organization. Its mission is to protect the natural resources and cultural heritage of the county and to promote sustainable social and economic wellbeing and for any other activity consistent with the Articles of Incorporation.

## ARTICLE III: OFFICES

**Registered Office:** The registered office shall be 366 Wyland Rd Buckingham, VA 23921 under the name Friends of Buckingham or such other address in Buckingham as the Council shall determine.

## ARTICLE IV: MEMBERSHIP

**4.1** Membership shall be open to all citizens regardless of race, color, creed, sexual orientation, national ancestry, national origin, age, marital status, or physical disability. Members shall be dedicated to the purposes of FoB, its mission, enumerated in the Bylaws, and actively work to support FoB by either financial contributions or in-kind services. FoB may refer to persons or entities associated with it as members and may confer rights upon such members.

**4.2** Members are empowered to elect the Council as specified in Article 5.3.

**4.3 Dues:** The Council of FoB shall hold authority to set the amount of dues or to waive dues as the needs of the organization demands. The Council shall set the time schedule for payments.

**4.4 Removal and Resignation:** A membership may be rescinded by a 2/3-majority vote of the membership present at a meeting called for that purpose with previous notice as defined in Policies and Procedures. If a member wishes to withdraw from the organization he or she can submit a letter to the secretary.

## ARTICLE V: DIRECTORS

**5.1 Powers:** The business and affairs of FoB shall be vested in and managed by a Board of Directors (hereinafter, "the Council"), which shall consist of no more than eleven (11) and no less than five (5) members. Any member as defined in Article IV is eligible to become a Councilor.

**5.2 Officers:** The **Executive Committee** of FoB Council may consist of: Chair, Vice Chair, Secretary, Treasurer, and one at-large officer, each of whom will be elected by the Council by a majority of the Council at the annual meeting. Additional offices may be created by the Council. The Executive Committee will handle all matters, which cannot wait for full action of the Council. The Executive Committee will report any such actions at the next Council meeting.

**5.3 Election and Term of Councilors:** Elections shall be held at each annual meeting of FoB of the general membership. Each Councilor shall hold office for a term of two (2) years, with approximately half of the Councilors to be elected in each calendar year. Councilors may serve consecutive terms. The Council may fill vacancies due to resignation, death or removal of a Councilor. Appointees shall hold office until the next annual meeting.

**5.4 Duties:** It shall be the duty of the Council to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of FoB, or by these bylaws.
- B. Appoint, remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the FoB, except as otherwise provided in the Bylaws.
- C. Supervise all officers, agents, and employees of the FoB to assure that their duties are performed properly.
- D. Meet at such time and place as required by these Bylaws.

**5.5 Non-Liability of Council:** The Councilors, so long as they perform their duties with care and act in good faith, shall not be personally liable for the debts, liabilities or other obligations of FoB.

**5.6 Removal and Resignation.** A Councilor may be removed by a 2/3 majority vote of the membership present at a meeting called for that purpose. Previous notice and a quorum are required. Resignation of any Council position may be done at any time by submitting the resignation in writing to the Secretary. All resignations shall be reviewed and acted upon by the remaining Council members. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Council or such officer and shall be noted in the minutes. The acceptance of the resignation shall not be necessary to make it effective.

**5.7 Vacancies:** The Council shall have power to fill vacancies in its own membership. Such new Councilors shall hold office until the next annual meeting.

**5.8 Annual Report:** The Council shall cause the preparation of an annual report.

## **ARTICLE VI: MEETINGS**

**6.1 Annual Meeting:** FoB shall hold an annual meeting to review its business, goals, and finances and for electing officers to the Council. The time and place of each annual meeting shall be determined at the preceding annual meeting. The time and place of the meeting shall be released to the members four weeks in advance of the meeting with a two weeks reminder.

**6.2 Regular Meetings:** FOB shall hold regular meetings at such time as decided by the Council. If cancelled, the meeting shall take place at the next regularly scheduled time unless there is a Special "Called" Meeting.

**6.3 Special Meetings:** A majority of membership or any three officers may call a special meeting. However, righteous care will be taken to give notice in both email and telephone format to each member. Such notice shall set the time, place, and a one-sentence explanation of purpose for calling a Special Meeting so as to gain maximum participation.

**6.4 Quorum:** A majority of the Councilors fixed by Article V, Section 5.1 shall constitute a quorum for the transaction of business conducted at any annual, regular, or special meeting of the Council and/or membership, but if fewer than such majority are present at a meeting, a majority of the Councilors present may adjourn the meeting without further notice.

**6.5 Decision Making:** Decisions by the Council and or general membership shall be by majority vote unless otherwise required in these bylaws.

**6.6 Action Without Meeting:** The Chair may call, via e-mail and/or phone, for the Council to take action on a proposal, which requires urgent attention. In such a case, Council members shall have 48 hours to reach majority vote. A failure of a Council member to register her/his vote via e-mail and/or phone within 48 hours shall be considered an abstention. A quorum response is required.

## **ARTICLE VII COMMITTEES**

**7.1** FoB may create such committees as deemed necessary for the operation of the organization. All committees and committee chairs shall be approved by the Council by a majority vote.

- A. **Standing Committees** shall be defined as those needed for regular operation of FoB. The chair of such committee may serve as a permanent member of the Council and may have one vote, subject to Council approval and providing there is a vacancy on the Council.
- B. **Special Committees** shall be created to fill a specific need at a specific time. The chair of such a committee shall not serve as a voting member of the Council.

**7.2 Quorum:** 2 members constitute a quorum.

**7.3 Resignation and Removal:** Resignation of any committee position may be done at any time by submitting the resignation in writing to the Secretary of the Council. Committee chairs can be removed by a 2/3-majority vote of the Council.

**7.4 Limits of authority for committees:** Committees may not do the following:

- A. Fill vacancies among the Council.
- B. Amend any organizational founding documents.
- C. Approve any legal actions such as sale, leases, mortgages, and projects requiring commitment of funding.
- D. Make any disposition of the property or assets of the organization.
- E. Obligate the organization to any partnership with other entities.
- F. Obligate the organization to any course of action not in alignment with the approved ethics/ practices of the organization.
- G. Call a meeting other than their own committee.
- H. Enter into any legally binding contract.
- I. Conduct any business that would make the organization ineligible for later incorporation or, if incorporated, violate the 501(c)3 status.

**ARTICLE VIII: BUSINESS AND FINANCE**

**8.1 Execution of contracts, documents:** The Council, except as otherwise provided in these bylaws, may by resolution, authorize any officer or agent of FoB to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FoB, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind FoB by any contract or engagement, or to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

**8.2 Deposits:** All funds of FoB shall be deposited from time to time to the credit of the FoB in such banks, trust companies or other depositories as the Council may select.

**8.3 Gifts:** The Council may accept on behalf of FoB any contribution, gift, bequest or device for the charitable, educational or public purposes of FoB.

**ARTICLE IX: AGENTS & REPRESENTATIVES**

The Council may appoint such agents and/or representatives of FoB with such powers, so as to perform such acts or duties on behalf of the FoB as the Council may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law. The Council has the authority to remove the registered agents and/or representatives by a 2/3-majority vote.

**ARTICLE X: INDEMNIFICATION**

Each councilor and officer of FoB shall be indemnified against any and all liability to the fullest extent permitted by Virginia Law.

## **ARTICLE XI: AMENDMENTS TO THE BYLAWS**

**Repeal and Amendment.** These Bylaws may be repealed, replaced and/or amended by a 2/3 majority vote of the members of the Council present and voting at a meeting.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The rules contained in *Roberts Rules of Order* shall govern meetings where they are not in conflict with the Bylaws, or other rules of FoB.

## **ARTICLE XIII EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, councilor, officer, employee or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization's contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIV: DISSOLUTION**

The Council may vote to call a meeting for dissolution. Previous notice and a 2/3 majority vote of members present for the meeting calling for dissolution can dissolve FoB. All outstanding bills will be paid. Upon termination or dissolution of the FoB, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the FoB hereunder shall be selected by the discretion of a majority of the Council of FoB.

Adopted by the Council of Friends of Buckingham August 30, 2019