
Bylaws of
Friends of Reston for Community Projects, Inc.

Adopted March 30, 2000

Amended – June 21, 2022

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Amended Bylaws of Friends of Reston for Community Projects, Inc.

ARTICLE I. Name

The name of the Corporation is Friends of Reston for Community Projects, Inc., (*hereinafter referred to as FOR*)

ARTICLE II. Mission

FOR is organized exclusively to aid Reston Association (*hereinafter referred to as RA*) in performing its charitable, scientific or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In addition, FOR's specific purpose is to support and enhance the lives of the residents of Reston, Virginia.

1. In keeping with the purpose, FOR's mission shall:
 - a. Promote and support conservation of natural resources, improvements, buildings, facilities, and the environmental education, interpretive and scholarship programs of the Walker Nature Education Center and grounds.
 - b. Promote and support RA activities regarding educational, recreational, sports and camp programs and scholarships.
 - c. Encourage programs fostering a sense of community through activities and increased volunteerism.
 - d. Support and engage in such other activities that the FOR Board of Directors deems consistent with its purpose and charitable status.
2. The earlier stated mission of FOR will be accomplished by:
 - a. Obtaining and making grants, obtaining and making contributions of gifts, or otherwise obtaining and providing assistance, absolutely or upon such conditions as the FOR Board of Directors may deem proper (*including without limitation the direct provision of grants or other assistance to individuals in furtherance of the foregoing purposes*), in such manner as is permissible for an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (*or the corresponding provisions of any future United States Revenue Law*).
 - b. Undertaking such other activities as shall be consistent with the foregoing.

ARTICLE III. Membership

The sole member of FOR shall be Reston Association. Acting through its Board of Directors, Reston Association shall have the right to vote for the elected Directors of FOR.

ARTICLE IV. Annual Meeting

An annual meeting of FOR and its member shall be held at such place and time, and on such date, as shall be determined by the FOR Board of Directors. Notice of this meeting shall be sent in accordance with Section 13.1-842 of the Nonstock Corporation Act.

ARTICLE V. Board of Directors

1. General Powers

The property, affairs, and business of FOR shall be managed by its Board of Directors and, except as otherwise expressly provided by law or required by the Articles of Incorporation or these Bylaws, all of the powers of FOR shall be vested in its Board of Directors. The directors shall act only as a Board of Directors and the individual directors shall have no power as such.

2. Number, Term of Office, Qualifications, Election of Directors

a. The initial number of FOR directors shall be fixed by the Articles of Incorporation. Thereafter, the number of directors of FOR shall be not less than seven (7) or more than twenty (20), including two (2) ex officio directors and the remaining elected directors as specified below. Elected and ex officio directors shall have the same powers, privileges, duties, and responsibilities.

b. The persons holding each of the following offices from time to time, by virtue of such office, shall serve as ex officio members of the FOR Board of Directors, the term of such service to coincide with the term of office of such persons:

Each of the President of the Board of Directors of Reston Association and the Chief Executive Officer of Reston Association.

c. FOR's elected directors shall serve three-year terms. The election procedure will ensure the existing FOR board will retain at least one-third of its elected members. An elected director may serve for three consecutive three-year terms. An elected director who has served for three consecutive three-year terms may be eligible as an elected director after a one-year absence from functioning as a director.

d. At a meeting of the RA Board of Directors designated for the election of the directors that have been nominated by the FOR Board of Directors, the RA Board of Directors and by a majority vote thereof, shall elect the directors of FOR. Thereafter, acting through its Board of Directors and by a majority vote thereof, RA shall, as needed, (i) elect the directors of FOR, (ii) replace directors to fill any vacancy on the FOR Board of Directors, and (iii) elect other directors of FOR as may be called for by any amendment to these Bylaws.

e. No decrease in the number of directors of FOR by amendment to these Bylaws shall have the effect of shortening the term of any incumbent director.

3. Organization

The President of FOR shall chair each meeting of the FOR Board of Directors. In absence of the President, the Vice President of FOR or a director of FOR, chosen by the majority of the directors present, shall act as the chair of the meeting. The Secretary of FOR, or any person appointed at the discretion of the chair of the meeting, shall act as secretary of the meeting.

4. Place of Meeting, etc.

The FOR Board of Directors shall hold its meetings within Reston, Virginia at such place or places as the Board of Directors may from time to time by resolution determine, or (*unless contrary to resolution of the Board of Directors*) at such place as shall be specified in the respective notices or waivers of notice thereof.

5. Meetings

The FOR Board of Directors shall at a minimum meet annually for the purpose of transacting business on such date as shall be set by the Executive Committee of FOR .

6. Regular Meetings

The FOR Board of Directors may provide by resolution for the holding of regular meetings without other notice than such resolution. The Board shall publicize the proposed agenda for each regular meeting and such agenda shall include a time period for comments from the Member (RA).

7. Special Meetings

Special meetings of the FOR Board of Directors may be called by the President or at the request of any two directors. Notice of special meetings shall be provided to the directors at least two days in advance, by email, telephone, mail, or hand delivery, unless waived by a director by attendance at the meeting or by written waiver signed before or after the meeting. The FOR Board may also convene informally in meetings where no substantive decisions are made.
8. Attendance at Directors' Meetings

All meetings of the FOR Board of Directors shall be open to the public, except the Board may meet in executive session on personnel and legal matters and on contract negotiations, as determined by the majority of the Board.
9. Quorum & Manner of Acting

One-third of the number of elected directors at the time shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the FOR Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is had. One or all of the directors may participate in the Board of Directors meeting by means of a telephone conference or other similar communication equipment whereby all such persons may hear each other. A written record must be made of all actions taken at such meetings.
10. Removal

After providing an opportunity for the director to be heard, RA, acting through its Board of Directors, may remove a director of FOR for: 1) conviction by a court or a crime involving moral turpitude or of a breach of fiduciary duty toward FOR; 2) failure to disclose a material, personal, or economic conflict or interest on any matter on which the director voted; or 3) absence from three (3) consecutive board meetings without sufficient cause.
11. Resignations

Any director of FOR may resign at any time, in writing, by notifying the President or the Secretary of FOR. Such resignation shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
12. Vacancies

RA, acting through its Board of Directors, may fill the unexpired term of an elected director of FOR by a majority vote at any regular or special meeting of the RA Board of Directors.
13. Compensation

Directors of FOR shall not be entitled to receive compensation for their duties as directors, but shall be entitled to reimbursement for reasonable expenses incurred in connection with the performance of such duties.
14. Action by Directors without a Formal Meeting

Any action required to be taken at a meeting of the FOR Board of Directors may be taken without a meeting if consent in writing, by email or similar means, is obtained from all of the directors, setting forth the action so taken.

ARTICLE VI. Committees

1. Executive Committee

The FOR Board of Directors, by resolution adopted by a majority of the number of directors fixed by these Bylaws, shall elect an Executive Committee which shall consist of not less than five (5) directors, including the President of FOR , the Vice President of FOR , the Secretary of FOR , the Treasurer of FOR , and the Chief Executive Officer of RA. When the FOR Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided that the Executive Committee shall not have power to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation, or to take any action prohibited by express resolution of the Board of Directors. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action, which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

2. Other Committees

The FOR Board of Directors, by resolution duly adopted, may establish such other standing or special committees of the Board as it may deem advisable; and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same.

ARTICLE VII. Officers

1. Election of Officers

The officers of FOR shall consist of the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and such other officers as may be elected as provided in Section 3 of Article VII. All elected officers shall hold office annually or until the FOR Board of Directors elects their successors. Any two offices may be combined in the same person as the Board may determine, except that the President and Secretary may not be the same person. Vacancies among the offices may be filled by the Board at any duly called meeting of the FOR Board. When prudent, the FOR Board may appoint employees of RA to serve in the positions of Executive Director and Treasurer.

2. Removal of Officers

Any officer may be removed by the FOR Board of Directors whenever, in its judgment, the best interests of FOR will be served thereby.

3. Other Officers

Other officers may from time to time be elected by FOR's Board of Directors, and shall hold office until the next election.

4. Duties

The FOR President shall be the Chair of the Board of Directors and shall ex officio be a member of all committees. The Executive Director, a non-voting Officer of the FOR Board, shall administer the day-to-day affairs of FOR and other responsibilities as delegated by the President. The President and the Executive Director shall have the authority to execute all contracts and other documents on behalf of FOR. The Treasurer shall review and attest to the accuracy of FOR's financial books and records and ensure all required financial data is prepared, and in general perform all duties incident to the Office. The other officers of FOR shall have such powers and duties as from time to time shall be conferred upon them by the Board.

ARTICLE VIII. Miscellaneous Provisions

1. Fiscal Year

FOR's fiscal year shall end on such date as may be fixed by the FOR Board of Directors.

2. Checks, Notes & Drafts

Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the FOR Board of Directors from time to time may authorize. When the Board so authorizes, however, the signature of any such person may be a facsimile.

3. Amendment of Articles & Bylaws

Unless proscribed by the Articles of Incorporation, FOR shall have the right to amend, alter, change or repeal its Articles of Incorporation and these Bylaws in the manner now or hereafter prescribed by statute. All rights or powers conferred in its Articles of Incorporation and in these Bylaws on the member, directors, and officers of FOR are subject to this reservation.

5. Books & Records

FOR shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, a record of its Directors, giving the names and addresses of all Directors.

ARTICLE IX. Indemnification

Each officer and director of FOR and each member of any body established in accordance with the Bylaws, in consideration of his or her services as such, shall be indemnified by FOR (*except for gross negligence or willful misconduct*) to the extent and in the cases permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be a party by reason of being or having been a director or officer of FOR or member of a committee. The foregoing right of indemnification shall not be exclusive of any other rights to which such person may be entitled by law, agreement, vote of the Member or otherwise.