
Bylaws of
Friends of Reston for Community Projects, Inc.
Adopted March 30, 2000
Amended May 2, 2006

Bylaws of Friends of Reston for Community Projects, Inc.

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

ARTICLE I. Name

The name of the Corporation shall be the Friends of Reston for Community Projects, Inc., (*hereinafter called the "Corporation"*).

ARTICLE II. Mission

The Corporation is organized exclusively to aid the Reston Home Owners Association (*hereinafter referred to as the Reston Association*) in performing its charitable, scientific or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

1. The mission of the Corporation is to foster, support, sponsor, advance, improve, maintain, and promote within Reston, Virginia:
 - a. conservation of natural resources, improvements, buildings, facilities, and the environmental education, interpretive and scholarship programs of the Walker Nature Education Center and grounds;
 - b. maintenance and enhancement of the 1,300 acres of open space, roadsides, medians, gateway entrances, trails, parks, pathways, benches, bridges, lakes, shorelines, dams, spillways, watersheds, streams and stream restoration;
 - c. activities regarding educational, recreational, sports and camp programs and scholarships for preschool, elementary, middle, and high school students, as well as adults and seniors;
 - d. programs fostering a sense of community through increased volunteerism;
 - e. activities, educational and governmental programs and efforts to combat housing and community deterioration;
 - f. activities, programs and efforts to combat juvenile delinquency;
 - g. activities, programs and efforts to advance education generally;
 - h. activities, programs and efforts to erect or maintain public buildings, monuments, works, or roads;
 - i. activities, programs and efforts directed toward the relief of the poor, the distressed, or the underprivileged;
2. The earlier stated mission of the Corporation 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 Board of Directors of the Corporation 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*); and,
 - b. undertaking such other activities as shall be consistent with the foregoing.

ARTICLE III. Membership

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

ARTICLE IV. Annual Meeting

The Annual Meeting of the member of the Corporation shall be held at such place and time, and on such date, as shall be determined by the 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 the Corporation 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 the Corporation 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.

- a. The initial number of directors of the Corporation shall be fixed by the Articles of Incorporation. Thereafter, the number of directors of the Corporation 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. Both the ex officio directors and elected 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 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 the Reston Association and the Executive Vice President of the Reston Association.

- c. The Corporation's elected directors shall serve three-year terms, and until their respective successors are elected. The Corporation's Board of Directors shall establish a procedure that insures that the terms of the elected directors shall be staggered so that the term of one-third (or as near as possible to that percentage) shall expire each year. 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 an elected director. At a meeting of the Reston Association's Board of Directors designated for the election of the directors of the Board of Directors of the Friends of Reston for Community Projects, Inc., Reston Association, acting through its Board of Directors and by a majority vote thereof, shall elect the directors of the Corporation. Thereafter, Reston Association, acting through its Board of Directors and by a majority vote thereof, shall annually or as needed (i) elect the directors of the Corporation, (ii) replace directors of the Corporation as needed to fill any vacancy on the Corporation's Board of Directors, and (iii) elect other directors of the Corporation as may be called for by any amendment to these Bylaws.
- d. No decrease in the number of directors of the Corporation by amendment to these Bylaws shall have the effect of shortening the term of any incumbent director.

3. Organization.
At each meeting of Corporation's Board of Directors, the President of the Corporation, or, in his/her absence, a director of the Corporation chosen by the majority of the directors present, shall act as the chair of the meeting. The Secretary of the Corporation, or any Assistant Secretary, or, at the discretion of the chair of the meeting, any person appointed by him/her, shall act as secretary of the meeting.
4. Place of Meeting, etc.
The Corporation's 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 Corporation's 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 the Corporation.
6. Regular Meetings.
The Corporation's 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 (Reston Association).
7. Special Meetings.
Special meetings of the Corporation's 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 mail, telegram, telephone or hand delivery, unless waived by a director by attendance at the meeting or by written waiver signed before or after the meeting. The Board may also convene informally in meetings where no substantive decisions are made.
8. Attendance at Directors' Meetings.
All meetings of the Corporation's 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 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, the Reston Association, acting through its Board of Directors, may remove a director of the Corporation for: 1) conviction by a court or a crime involving moral turpitude or of a breach of fiduciary duty toward the Corporation; 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 the Corporation may resign at any time in writing, by notifying the President or the Secretary of the Corporation. 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.

The Reston Association, acting through its Board of Directors, may fill the unexpired term of an elected director of the Corporation by a majority vote at any regular or special meeting of the Reston Association's Board of Directors.

13. Compensation.

Directors of the Corporation 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 Corporation's Board of Directors may be taken without a meeting if consent in writing is obtained from all of the directors, setting forth the action so taken.

ARTICLE VI. Committees

1. Executive Committee.

The Corporation's 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 the Corporation, the Vice President of the Corporation, the Secretary of the Corporation, the Treasurer of the Corporation, and the Executive Vice President of the Reston Association. When the 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 Corporation's 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.

The officers of the Corporation 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 V.3 of this Article. All officers shall hold office until the next annual meeting of the Corporation's Board of Directors or until their successors are elected. 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 Board. The Treasurer shall be the Chief Financial Officer of Reston Association.

2. Removal of Officers.

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

3. Other Officers.

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

4. Duties.

The President shall be the Chairman of the Board of Directors and shall ex officio be a member of all committees. The Executive Director shall administer the day-to-day affairs of the Corporation 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 the Corporation. The CFO/Treasurer shall review and attest to the accuracy of the Corporation's financial books and records and cause to be prepared all required financial data and in general perform all duties incident to the Office. The other officers of the Corporation shall have such powers and duties as from time to time shall be conferred upon them by the Board.

ARTICLE VIII. Miscellaneous Provisions

1. Seal.

The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

2. Fiscal Year.

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

3. Checks, Notes & Drafts.

Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Corporation's 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.

4. Amendment of Articles & Bylaws.

Unless proscribed by the Articles of Incorporation, the Corporation 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, and all rights or powers conferred in its Articles of Incorporation and in these bylaws on the member, directors, and officers are subject to this reservation.

5. Books & Records.

Corporation 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 the Corporation 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 the Corporation (*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 the Corporation 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.