
Bylaws of
Friends of Reston for Community Projects, Inc.

Amended and Adopted November 19, 2024

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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 provide supplementary support to the Reston Association (hereinafter referred to as RA) by 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 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
 - a. The property, affairs, and business of FOR shall be managed by its Board of Directors.
 - b. 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.

- c. 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: 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 staggered three-year terms. The election procedure will ensure the existing FOR board will retain at least one-third of its elected members.
- d. 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.
- 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.
- f. 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 confirm the directors of FOR.
- g. Thereafter, acting through its Board of Directors and by a majority vote thereof, RA shall, as needed, confirm Directors and other directors of FOR as may be called for by any amendment to these Bylaws, elect the directors of FOR, replace directors to fill any vacancy on the FOR Board of Directors, and elect other directors of FOR as may be called for by any amendment to these Bylaws.

3. Organization

- a. The President of FOR shall chair each meeting of the FOR Board of Directors.
- b. 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.
- c. 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

- a. The most current edition of Robert's Rule of Order, newly revised, shall govern the of the meetings of the Board of Directors, as appropriate.
- b. 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).
- c. Use of Technology. A meeting may be conducted by telephone or videoconference or electronic means, as may be amended, and any resolution adopted by the Board of Directors. Directors' participation in such a manner vote and shall be deemed present for such a meeting

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 e-mail, 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

- a. A majority plus one of the Directors shall constitute a quorum for the transaction of business. A quorum of Directors must be present, at all times during a meeting. 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.
- b. 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.
- c. One or all of the directors may participate in the Board of Directors meeting by means of a telephone conference or other electronic communication equipment whereby all such persons may hear each other. A written record must be made of all actions taken at such meetings.

10. Fiduciary Duties

- a. General Standards of Conduct.
A Director or Officer shall discharge duties, in accordance with good faith judgment of the best interests of the foundation and any resolutions adopted by the Board of Directors.
- b. Conflicts of Interest.
The FOR Board shall establish Conflict of Interest policy and board members shall annually affirm in writing adherence to the policy.
- c. Conflict Of Interest Policy
In accordance with IRS regulations relating to 501 (c) (3) non-profit organizations, each director, shall annually sign a statement which affirms such person:
 - i. Has received a copy of the Conflict of Interest Policy,
 - ii. Has read and understands the policy,
 - iii. Has agreed to comply with the policy, and
 - iv. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.
- d. Directors shall:

- i. Fully disclose any actual, potential, or perceived conflict
- ii. Abstain from voting or deliberation on the transaction
- iii. Refrain from influencing the remaining board members
- iv. Remain loyal to the organization in all Conflict of Interest situations
- v. Have a heightened sensitivity towards Conflict of Interest issues
- vi. Failure to comply with the policy may result in termination from the Board of Directors and/or legal liabilities.

11. Removal

After providing an opportunity for the director to be heard, Reston Association acting through its Board of Directors, may remove a director of FOR for:

- a. conviction by a court of a crime involving moral turpitude or of a breach of fiduciary duty toward FOR;
- b. failure to disclose a material, personal, or economic conflict of interest on any matter on which the director voted; or
- c. absence from three (3) consecutive board meetings without sufficient cause;
- d. meeting absence of 50%

12. 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.

13. 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.

14. 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.

15. 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 unanimous consent in writing, by e-mail or similar means, is obtained from all of the directors, setting forth the action so taken.

ARTICLE VI. Committees

1. Executive Committee

- a. 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 three (3) directors, including the President of FOR, the Vice President of FOR, the Secretary of FOR, or the Treasurer of FOR.
- b. 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.
- c. 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

- a. The officers of FOR shall consist of the President, the Vice President, the Secretary, the Treasurer, 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.
- b. No person may hold more than one office. The President and Vice President shall be elected Directors. The remaining Officers need not be Directors, but shall be residents of the Property. Any Member in Good Standing may serve as an Officer.
- c. Vacancies among the offices may be filled by the FOR 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 Assistant 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, replacement, or additional officers may from time to time be elected by FOR's Board of Directors, and shall hold office until the next election.

4. Duties

- a. **President.** The President shall be the chair of the Board of Directors and all meetings of Members and shall be an ex officio member of all Board Committees. The President, as well as the Executive Director, shall have the authority to execute all deeds, contracts, or other documents on behalf of the organization.
- b. **Vice President.** The Vice President shall exercise the duties of the President when absent.
- c. **Secretary.** The Secretary shall: record or cause to be recorded the minutes of all FOR meetings and of the Board of Directors; record or cause to be recorded all resolutions adopted by Board of Directors; have charge of such books and papers as the Board of Directors may direct; give or cause to be given all notices required to be given by FOR; publish or cause to be published a copy of Board resolutions and the Rules and Regulations file or cause to be filed the annual reports; and, in general, perform all the duties incident to the Office of Secretary. The Secretary shall be assisted by and may delegate ministerial or non-discretionary duties to an Assistant Secretary appointed by the Board of Directors.
- d. **Treasurer.** 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. In coordination with Reston Association's staff and Reston Association's independent certified public accountants, the Treasurer shall: monitor and report to the Board of Directors, as needed, with respect to FOR funds and securities; ensure that full and accurate financial records and books of account showing all receipts and disbursements are kept and that all required financial data are prepared; and, in general, perform all the duties incident to the Office of Treasure.
- e. **Executive Director.** The Executive Director shall administer the affairs of the foundation subject to the policies of the Board of Directors. The Executive Director shall, as well as the President, have authority to execute all deeds, contracts, or other documents on behalf of FOR. The Executive Director shall prepare or cause to be prepared a draft budget and upon its approval by the Board shall have the authority to disburse the sums appropriated. The Executive Director shall be responsible for any monies of the foundation coming into the Executive Director's possession, for keeping

accounting records, for preparation of financial statements and reports, and for filing and paying timely tax returns. The Executive Director shall have control over personnel and compensation schedules within limits of the approved budget. The Executive Director shall hire employees upon merit and fitness alone, and when the Executive Director deems it necessary for the good of the FOR, shall suspend or remove employees in accordance with personnel policies adopted by the Board of Directors. The Executive Director may be required to give bond in such form and amounts may be determined by the Board. The Executive Director shall name an Acting Executive Director to exercise the Executive Director's duties in the Executive Director's temporary absence. The Executive Director, a non-voting member of the FOR Board, shall administer the day-to-day affairs of FOR and other responsibilities as delegated by the President.

- f. 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. Financial Policy

a. Expenditure Thresholds and Authorizations

- i. A purchase of goods or services under \$500 may be approved by the Friends of Reston Executive Director.
- ii. A purchase of goods or services between \$500 - \$5,000 may be approved by the Friends of Reston Board of Directors President or Vice President.
- iii. Any purchase of goods or services over \$5,000 must be approved by a majority the Friends of Reston Board of Directors.
- iv. In emergency situations, as determined by the Executive Director, the Executive Director would be authorized, with written, contemporaneous notice to the Board President, to suspend the purchasing rules for the purposes of addressing the emergency situation, up to a total cost of \$5,000.
- v. The Executive Director shall promptly notify the Board of such emergency and the expenditure.
- vi. Emergency" shall mean a situation requiring immediate attention and remedial action, involving injury, loss of life, damage to the property, or catastrophic interference with the normal activities. A sudden, unexpected, or impending situation.

- b. Fiscal Committee along with the Vice President shall annually review and report to the Board their recommendations as to whether any adjustments to this policy resolution are warranted.

c. Financial Account Authorizations

- i. Checks, notes, drafts and other orders for the payment of money shall be signed by the authorized person named below. When the Board so authorizes, the signature of such person may be a facsimile.
- ii. The Friends of Reston maintains a checking account and debit card services.
Authorized Signers on Checking Account are:
 - a. Friends of Reston Board President
 - b. Friends of Reston Executive Director
 - c. Friends of Reston Board Treasurer
 - d. Reston Association Chief Financial Officer
- iii. Authorized Signers on the Debit Card Account and any savings instrument are:
 - a. Friends of Reston Board President
 - b. Friends of Reston Executive Director
- iv. Authorizes Signers on the Saving Account are:
 - a. Friends of Reston Board President
 - b. Friends of Reston Board Treasurer
 - c. Reston Association Chief Financial Officer

3. Amendment of Articles & Bylaws

- a. Unless proscribed by the Articles of Incorporation, in a meeting at which a quorum of Directors is present, 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.
- b. Amendments shall be effective upon adoption.

4. Books & Records

FOR, through its Executive Director, 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

1. The FOR Board of Directors shall secure and maintain Directors and Officers Liability Insurance.
2. 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 (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.
3. 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.