

**FRIENDS OF THE LOWER APPOMATTOX RIVER  
(FOLAR) BYLAWS**

**ARTICLE I  
MEMBERS**

1.1 Classes of Members. The Board of Directors shall establish one or more membership categories, based primarily upon a schedule of dues established from time to time by the Board. The Board may establish differences in dues among the classes of Members. Members may be individuals, organizations, or corporations, with such requirements for membership as the Board shall provide.

1.2 Place and Time of Meetings. Meetings of Members may be held at such place, either within or without the Commonwealth of Virginia, and at such time, as may be provided in a notice of the meeting and approved by the Chair or the Board of Directors. An annual meeting of Members shall be held at a date and time fixed by the Board of Directors for the purpose of transacting such business as may properly come before the meeting.

1.3 Notice of Meetings. Written notice stating the place, day and hour of each meeting of Members shall be given either personally or by mail, by electronic mail, wireless communication, to each Member of record.

**ARTICLE II  
BOARD OF DIRECTORS**

2.1 General Powers. Except as expressly provided in the Articles of Incorporation or these Bylaws, all powers of the organization shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the organization shall be managed under the direction of the Board.

2.2 Number. The number of directors shall be no less than sixteen (16) and no more than twenty five (25). The number of directors may be increased or decreased from time to time by the Board of Directors. It is the intent of FOLAR to have two (2) directors from each of the following local jurisdictions—the cities of Colonial Heights, Hopewell, and Petersburg, and the counties of Chesterfield, Dinwiddie and Prince George, as well as one director from Virginia State University and at least two at-large directors. Of the two directors representing each locality, the respective governing body shall nominate one and the other director shall be nominated by the Board, and all directors shall be elected pursuant to Section 2.4 of these Bylaws.

2.3 Advisory Board. The Board of Directors may create an Advisory Board, and may determine the number and the term of members on any such board. The purpose of the Advisory Board shall be to advise the regular Board on such matters as the Board may request. Advisory Board members shall be non-voting.

2.4 Election and Term. Directors shall be elected by an affirmative vote of a majority of the existing Board of Directors for a three-year term. Directors may serve a maximum of two consecutive terms or until a successor is elected, but may be eligible for re-election after having not been a Director for at least a year. Directors are expected to review and sign the Annual Board Commitment Statement.

2.5 Removal, Resignation, and Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only if the number of votes cast to remove her/him constitutes a majority of the Directors. Any Director may resign at any time upon written notice to any member of the Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date. A vacancy on the Board of Directors, including a vacancy resulting from the removal or resignation of a director or an increase in the number of directors, may be filled by an affirmative vote of a majority of remaining Directors.

2.6 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held for the purpose of electing officers and carrying on such other business as may properly come before the meeting. Such a meeting shall be held at a time and place designated by the Chair or Board of Directors. The Board of Directors may also hold regular meetings at such times and at such places, within or without the Commonwealth of Virginia, as the Chair or the Board of Directors shall designate.

2.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chair, or any two or more of the Directors, and shall be held at such times and at such places, within or without the Commonwealth of Virginia, with the executive director to designate the meeting location.

2.8 Notice of Meetings. Notice of annual, regular, and special meetings of the Board of Directors shall be given to each Director in person or delivered to his residence or business address (or such other place directed in writing) not less than five (5) days before the meeting by mail, messenger, fax or other means of written communication including electronic mail or by telephoning such notice to the Director. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

2.9 Waiver of Notice. In case of an emergency as deemed by the Chair, the 5 day meeting notice may be waived. In addition, notice of any meeting of the Board may be waived by any Director in writing, or by telegram, cable or electronic mail, either before or after the holding of such meeting and shall be deemed waived by her/his attendance at a meeting, unless she/he signifies at the beginning of such meeting that her/his attendance is for the purpose of objection thereto on the ground that the meeting was not lawfully called or convened.

2.10 Action without Meeting. Any action required or permitted to be taken by the Board may be taken without meeting if all members thereof consent thereto in writing and such writing is filed with the minutes of the proceedings of the Board.

2.11 Quorum; Voting. A majority of the number of Directors elected pursuant to these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of the majority of the Directors present is the act of the Board of Directors, except where otherwise specifically provided in these Bylaws.

2.12 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of any means of, communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

2.13 Compensation. No Director shall be entitled to any compensation for services as a Director.

### **ARTICLE III COMMITTEES**

3.1 Committees. The Board of Directors shall have an Executive Committee and may create additional committees at any time.

3.2 Executive Committee. The Executive Committee shall consist of the officers of the organization, the immediate past Chair, and such other Directors as may be elected by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall exercise such powers and authorities as may be delegated to it from time to time by the full Board of Directors and it shall act as and fulfill the responsibilities of a personnel committee. In addition, the Executive

Committee shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the organization between meetings of the Board.

3.3 Additional Committees. The Chair shall appoint the Chair of any additional committee created by the Board of Directors, and members of any such committee shall be appointed by the Board. Persons other than Directors may be appointed as committee members, and the voting rights, if any, of committee members other than Directors shall be specified by the Board. Each committee shall have two or more members, including at least one member of the Board, who serve at the pleasure of the Board. The Chair may terminate the appointment of any committee member at any time with or without cause. Committees shall have such powers and perform such duties as the Board shall determine. Committees may hold such meetings as they deem necessary in order to carry out their functions

3.4 Committee Meetings. The provisions of these Bylaws which govern action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to the Executive Committee and all other committees.

#### **ARTICLE IV OFFICERS**

4.1 Officers. The officers of FOLAR shall be the Chair, Vice-Chair, Treasurer, and Secretary. Each officer shall be a Director and the same person may not hold two or more offices.

4.2 Election; Term. Officers shall be elected at the annual meeting of the Board of Directors, except in the case of a vacancy, in which case the provisions of Section 4.4 shall govern. They shall hold office, unless removed, until the next annual meeting of the Board of Directors or until their successors are elected. Officers are eligible for reelection. Any officer may resign at any time upon written notice to any member of the Board of Directors, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

4.3 Removal of Officers. The Board of Directors may remove any officer at any time, by resolution of the Board declaring such removal to be in the best interest of the organization and adopted at any regular or special meeting of the Board by an affirmative vote of three-fourths of the directors in office at that time.

4.4 Vacancies. Whenever any vacancy shall occur among the officers by death, resignation, removal or otherwise, the same may be filled by a majority vote of the Directors present at a regular or special meeting of the Board, provided a quorum is present.

4.5 Duties of Officers. The Chair and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors. The Chair shall preside over and conduct meetings of the Board and of the Members and appoint a presiding officer if neither the Chair nor the Vice-Chair is able to attend a meeting, have general direction of the affairs of the organization and give advisory assistance to the Executive Director, be a spokesperson for FOLAR, and meet regularly with support staff. The Vice-Chair shall preside over and conduct meetings in the Chair's absence, be a spokesperson for FOLAR, and coordinate the work of committees. The Treasurer shall review financial statements and be responsible for the preparation of budgets. The Secretary shall prepare the meeting minutes, notify members of meetings, and review correspondence.

4.6 Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the Chair, such other officers or employees as may be designated by the Chair or the Board of Directors shall have the authority and perform the duties of such officer.

## **ARTICLE V EXECUTIVE DIRECTOR**

5.1 Executive Director. The Board of Directors may employ an Executive Director to be the chief executive officer of the organization. The Executive Director shall have general and active supervision over and management of the operation of the organization, subject, however, to the control of the Board. The Executive Director also shall perform such other duties as from time to time may be assigned her/him by the Board, and the Executive Director shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall primarily report to the Chair, and shall make a report at each annual meeting of the Board showing amounts acquired and expended during the past year and the activities engaged in by the organization. Further details regarding the duties of the Executive Director may be specified in the contract of employment.

## **ARTICLE VI INDEMNIFICATION**

6.1 Indemnification of Directors, Officers, and Agents. The organization shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the organization or by or on behalf of its members) because such individual is or was a Director or Officer of the organization or because such individual is or was serving the organization, or any other legal entity, in any capacity at the request of the organization, against

all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses incurred because of such individual's willful misconduct or knowing violation of law.

## **ARTICLE VII MISCELLANEOUS**

7.1 Fiscal Year. The fiscal year for the organization shall be determined at the discretion of the Board of Directors, but in absence of any such determination shall be July 1 through June 30.

7.2 Conflicts of Interest. The organization shall be governed by a Conflict of Interest policy statement approved by the Board and signed annually by each Director.

7.3 Amendments to Bylaws. The Board of Directors may amend or repeal these Bylaws and adopt new Bylaws at any regular or special meeting of the Board upon the approval of two-thirds of the Directors present at a meeting at which a quorum of Directors exists; provided, however, that a copy of the proposed amendments or new Bylaws shall be submitted to each Director in writing at least two weeks prior to the meeting.

ADOPTED: January 25, 2017