

**BYLAWS FOR
PORT WARWICK FOUNDATION**

**ARTICLE I
NAME**

- 1.1 The name of the organization shall be “PORT WARWICK FOUNDATION” (the “Foundation”).

**ARTICLE II
MISSION AND OBJECTIVES**

2.1 Not for Profit. The Foundation is organized under and shall operate as a Virginia not for profit corporation and shall have such powers as are now or as may hereafter be granted by Virginia Nonstock Corporation Act.

**ARTICLE III
MISSION**

3.1 The Foundation’s mission is to work with the Port Warwick Board to organize and promote musical and other cultural events in Port Warwick, and more specifically in Styron Square, for the benefit of all the people of Newport News, Virginia.

**ARTICLE IV
OBJECTIVES**

4.1 The objectives of the Foundation are:

4.1.1 to establish and maintain an annual music and art show in Styron Square located in Port Warwick; and

4.1.2 to promote said music and art show so as to encourage and provide an appreciation of music and art with the general public; and

4.1.3 to organize and promote other cultural events in Styron Square as are feasible and desirable so as to allow the Foundation to further promote the appreciation of music and art within the community.

4.2 To effect the foregoing, the Foundation shall endeavor to perform any and all such other acts as are necessary, convenient and proper to the attainment of these objectives.

ARTICLE V RULES

5.1 The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

5.2 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that Robert E. Freeman, Jr. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

5.3 Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United Commonwealths Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI REGISTERED OFFICE AND AGENT

6.1 The Foundation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the Commonwealth of Virginia and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE VII BOARD OF DIRECTORS

7.1 **General Powers.** The affairs of the Foundation shall be managed by the Board of Directors, which shall have supervision, control, and direction of the affairs of the Foundation; shall determine that the policies or changes therein are within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The Board of Directors may direct such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.

7.2 **Number of Directors.** The Board of Directors shall be at least one (1) and not more than sixteen (16) in number. The number of directors may be increased or decreased from time to time by amendment to these Bylaws. The Board of Directors may, by amendment to these Bylaws, increase or decrease by thirty percent or less. No decrease in number shall have the effect of shortening the term of any incumbent director.

7.3 **Non-voting Directors.** The Board of Directors shall also elect at least one (1) and not more than five (5) Directors who shall have no voting rights. These non-voting Directors shall be invited to all meetings of the Board, however there will be no requirement to attend. They may participate at their leisure and although their opinions and ideas will be presented and considered at Directors' meetings, they will not participate in any vote by the Board and shall not be counted for purposed of determining a quorum.

7.4 Election and Removal of Directors; Quorum.

7.4.1 Directors shall be elected at each annual meeting of the Board to succeed those Directors whose terms have expired and to fill any vacancies then existing.

7.4.2 Directors shall hold their offices for four (4) years following their election and until their successors are elected and qualify. During the first four (4) years of the Foundation, one (1) new Director will be elected by the Board of Directors at the annual meeting and (1) of the present Directors shall resign. In year five(5) of the organization, and at every annual meeting thereafter, new Directors will be elected upon the expiration of the terms of present directors. It is the intent that there shall be a rotating Board such that no more than one-third (1/3) of the Board members are replaced annually. Any director may be removed from office at a meeting called expressly for that purpose by the vote of the Board of Directors not less than a majority of the Directors entitled to vote at an election.

7.4.3 Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board, and the term of office of any Director so elected shall expire at the next annual meeting at which directors are elected.

7.4.4 A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

7.5 Meeting of Directors. An annual meeting of the Board of Directors shall be held each January. Quarterly meetings will be held thereafter until further notice. Other special meetings may be called as the Board may designate. Meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the Chairman of the Board, the President or a majority of the Directors. The Secretary or officer performing the Secretary's duties shall give not less than twenty-four hours' notice by letter, telegraph or telephone of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by any means of communication whereby all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such meeting. A written record shall be made of any action taken at a meeting conducted by such means of communication.

7.6 Actions by Directors or Committee Without Meeting. Any action which may be taken at a meeting of the Board of Directors or of a Committee may be taken without a meeting if one or more consents in writing, setting forth the action so taken, is signed either before or after such action by all of the Directors or all of the members of the Committee, as the case may be, and delivered to the Secretary for inclusion in the Corporation's minutes or filing with the corporate records. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each director. Any such consent shall the same force and effect as a unanimous vote of the directors.

7.7 **Compensation.** By resolution of the Board, Directors may be allowed a fee and expenses for attendance at all meetings.

7.8 **Conflict of Interest.** While the Endowment makes a practice of seeking out Board service people with special talents and abilities willing to act on behalf of the organization, every Director must disclose any possible conflicts of interest and no Director shall vote on any matter under consideration at any meeting of the Board of Directors in which such Director has a conflict of interest. The minutes of such meetings shall reflect the disclosure was made and that the Director having a conflict of interest abstained from voting.

7.9 **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these bylaws.

7.10 **Telecommunications Conferences.** Members of the Board of Directors, or of any committee designated by the Board may take any action permitted or authorized by those bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such a meeting.

7.11 **Action by Written Consent.** Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the Board members.

ARTICLE VIII OFFICERS, IMMEDIATE PAST PRESIDENT AND CHIEF STAFF OFFICER

8.1 **Officers.** The officers of the Foundation shall be a President, a Secretary, a Treasurer, and such other officers as may be determined by the Board of Directors.

8.2 **Composition, Election and Tenure.** The officers of the Foundation shall be in good standing, elected by a majority vote of the Board of Directors for two (2) year terms and shall serve until their successors have been duly elected and qualified.

8.3 **Removal.** Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in their judgment the best interests of the Foundation would be served thereby.

8.4 **Vacancies.** Should a vacancy in any office of the Foundation occur because of death, resignation, removal, disqualification or otherwise, the procedure for filling that vacancy shall be as follows:

8.4.1 In the event of a vacancy in the office of President, the duties, powers and responsibilities of the President shall be assumed immediately by the next officer in the line of succession in the following order: Secretary, Treasurer; who will serve the remaining term of the office and the succeeding term.

8.4.2 In the event a vacancy occurs in the offices of Secretary or Treasurer, such vacancies shall be filled as soon thereafter as practicable.

8.5 **President.** The President shall be the chief executive officer of the Foundation and shall in general supervise and control the affairs of the Foundation. The President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by the statute to some other officer or agent of the Foundation. The President shall preside at all meetings of the Foundation and the Board of Directors; shall appoint the Chair of all committees and, except as provided in these bylaws, shall recommend all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

8.6 **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and shall in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

8.7 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; shall receive and give receipts for monies due and payable to the Foundation from any sources whatsoever, and shall deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Treasurer may be assigned, in whole or in part, to the Executive Director.

ARTICLE IX COMMITTEES

9.1 **Board Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

9.2 **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect an Executive Committee which shall consist of not less than one (1) Director, including the President. 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 the power to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation, a plan of exchange under which the Corporation would be acquired, the sale, lease or exchange, or the mortgage or pledge for a consideration other than money, of all, or substantially all, the property and assets of the Foundation otherwise than in the usual and regular course of its business, the voluntary dissolution of the Foundation, or revocation of voluntary dissolution proceedings, or to take any action prohibited by express resolution of the Board of Directors. The Executive Committee shall report at the net 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.

9.3 **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation, may be designated by the President. Members of each such committee need not be directors of the Foundation, and the President shall appoint the Chair and the members thereof.

9.4 **Nominating Committee.** Established by the President as a standing committee, the Nominating Committee shall solicit nominations for officers and directors of the Foundation and shall submit to the Board a list of qualified candidates and their platform proposals. The Immediate Past President shall preside as Chair of the Nominating Committee. Members of the Nominating Committee are not eligible to run for office or Board position in the year or years in which they are members of the Nominating Committee.

9.5 **Removal.** Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation would be served by such removal.

9.6 **Term of Office.** Each member of a committee shall continue as such until the end of the fiscal year during which appointment was made and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

9.7 **Quorum.** Unless otherwise provided in the resolution of the Board of Directors or President designating a committee, a majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the committee.

9.8 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.9 **Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND BONDING

10.1 **Contracts.** The Board of Directors may authorize any officer or officers, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances. No contract shall be entered into by the Endowment in which any Director, Officer, or Committee Member has a personal interest. Personal interest is to be defined in accordance with Virginia Code Section 2.2-3101.

10.2 **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by one officer and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

10.3 **Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 **Bonding.** The Board of Directors may provide for the bonding of such officers of the Foundation as it may from time to time determine.

**ARTICLE XI
BOOKS AND RECORDS**

11.1 The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and any committees having the authority of the Board.

**ARTICLE XII
FISCAL YEAR**

12.1 The fiscal year of the Foundation shall be determined from time to time by the Board of Directors.

**ARTICLE XIII
WAIVER OF NOTICE**

13.1 Whenever any notice whatsoever is required to be given under the provisions of the Virginia Nonstock Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time Commonwealth herein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV
COMPENSATION**

14.1 Neither directors nor officers of the Foundation shall receive salaries or other compensation for their services but by resolution of the Board of Directors, the reimbursement of expenses of attendance may be allowed for each regular and special meeting of the Board of Directors; provided that nothing herein contained shall be construed to preclude any director or officer from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

**ARTICLE XV
INDEMNIFICATION**

15.1 The Foundation shall indemnify all officers, directors, committee members, employees, and agents of the Foundation to the full extent permitted by the Virginia Nonstock Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Foundation.

**ARTICLE XVI
AMENDMENTS TO BYLAWS**

16.1 These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Chapter Board of Directors voting in person or by proxy at any meeting provided that the substance of the alteration, amendment, repeal or adoption has been submitted in writing - at least thirty (30) days prior to the date by which the same is to be considered.

Adopted at the organizational meeting of the Board of Directors of the Port Warwick Conservancy Foundation on the _____ day of _____, _____

Robert L. Freeman, President

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