

**Constitution of
Rockfish Valley Community Center, Inc.**

TABLE OF CONTENTS

ARTICLE	Page
I – Name	1
II – PURPOSE	1
III – MEMBERSHIP	1
IV – GOVERNANCE	
SECTION 4.1 – BOARD OF DIRECTORS	1
Section 4.1.1 Number of Members and Duties of the Board of Directors	
Section 4.1.2 Number of Members and Duties of the Executive Committee	
SECTION 4.2 – NOMINATIONS	2
SECTION 4.3 – ELECTIONS	2
SECTION 4.4 – TERM OF OFFICE	2
Section 4.4.1 Directors	
Section 4.4.2 Officers	
SECTION 4.5 – YOUTH BOARD MEMBERS	3
ARTICLE V – MEETINGS	
SECTION 5.1 – ANNUAL BUSINESS MEETING	3
SECTION 5.2 – SPECIAL MEETINGS OF THE MEMBERSHIP	3
ARTICLE VI – FISCAL YEAR	3
ARTICLE VII – INDEMNIFICATION	3
ARTICLE VIII – BYLAWS	4
ARTICLE IX – AMENDMENTS	
SECTION 9.1 – CONSTITUTION AND BYLAWS AND ARTICLES OF INCORPORATION	4
Section 9.1.1 By Mail	
Section 9.1.2 At a Special Business Meeting or the Annual Meeting	
SECTION 9.2 – BYLAWS AND ARTICLES OF INCORPORATION ONLY	4
ARTICLE X – DISSOLUTION	4

Constitution of Rockfish Valley Community Center, Inc.

ARTICLE I - NAME

The name of this organization shall be the Rockfish Valley Community Center, Inc., hereinafter referred to as "the Center" or "organization" - a not-for-profit corporation, incorporated under the laws of the Commonwealth of Virginia. The Center is located at 190 Rockfish School Lane, Afton, VA 22920.

ARTICLE II - PURPOSE

- A. The purpose of the Center is to provide, on a non-profit basis, a safe, supervised area for cultural, recreational, social and educational activities for the residents of the Rockfish Valley, the citizens of Nelson County, Virginia and the surrounding area. The Center will encourage activities promoting and providing opportunities for these residents of all ages to experience physical, social, intellectual and cultural growth and development. To that end, a broad spectrum of activities shall be available, responsive to demand evidenced through member and other resident requests and evidenced by support through participation and volunteer commitment.
- B. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purposes clauses hereof. No substantial part of the activities of the organization shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

The two classes of membership are Personal Membership and Business Membership. The specific requirements for each class are specified in the Bylaws.

ARTICLE IV - GOVERNANCE

SECTION 4.1 BOARD OF DIRECTORS

Section 4.1.1 Number of Members and Duties of the Board of Directors

The governing body of the Center shall be the Board of Directors. The Board of Directors shall consist of nine to 12 Board members age 18 or over elected from the membership, five of whom shall serve as officers and as members of the Executive Committee.

The Board of Directors shall formulate and set policy, develop strategic plans, establish and implement Center goals, objectives and direction, provide oversight, and make decisions that protect the best interests of the membership.

Section 4.1.2 Number of Members and Duties of the Executive Committee

The five members of the Executive Committee shall be the President, Vice President, Secretary, Treasurer and the Past President

SECTION 4.2 - NOMINATIONS

All recommendations for Board membership shall be channeled through the Nominating Committee. The Nominating Committee shall be responsible for conducting the entire election or appointment process from developing the slate of candidates for each vacant ~~office~~ Board seat to officiating over the actual elections or appointments.

The Nominating Committee shall submit a call for candidates for all vacancies on the Center's Board of Directors prior to the Annual Business Meeting or a Special Business Meeting if elections are to be held. The Committee shall nominate at least one person for each position of the Board of Directors whose term is expiring and at least one person for each vacant position. The slate of nominees shall be distributed to the membership 30 days before the election.

Members may nominate candidates from the floor of the Annual Business Meeting. No name shall be submitted without consent of the nominee. The Board shall adopt policies regarding establishment and review of qualifications of nominees submitted from the floor.

SECTION 4.3 - ELECTIONS

Election of new members to the Board of Directors shall occur at the Annual Business Meeting or at a Special Business Meeting. The Board of Directors shall elect officers at its first meeting following the election of directors.

SECTION 4.4 - TERM OF OFFICE

Section 4.4.1 Directors

- A. The term of office of each director shall be three (3) years or until his or her successor is elected or appointed. All full terms shall begin from the date of the annual meeting of the corporation.
- B. Directors may not serve for more than six (6) consecutive years. A director who has served for six (6) consecutive years may, after an absence of one (1) year, be re-elected or re-appointed as a director.¹
- C. Terms shall be staggered to permit continuity of experience. Four members shall be elected each year for a three-year term. Members may be elected for less than a three-year term if necessary to complete an unexpired term.
- D. A member appointed to the Board of Directors shall serve until the next Special or Annual Business Meeting at which time the membership shall elect a Director to fill that position. The term of office of a Board member so elected is limited to the un-expired term of the Director being replaced.
- E. A newly elected Board member shall assume office immediately upon being elected.
- F. If the election of a successor to a Board Member is delayed for any reason, the sitting Board Member may serve until replaced.

Section 4.4.2 Officers

- A. Officers shall serve for one year, or until their successors are elected and qualified.
- B. Officers shall be allowed to serve no more than three consecutive terms in the same capacity.

SECTION 4.5 YOUTH BOARD MEMBERS

The Board of Directors may appoint up to two youth members, aged 15 through 17, who shall serve as ex officio, non-voting members of the Board of Directors. An individual age 18 may also be appointed if still in high school. The youth members shall serve a one-year term and may be reappointed so long as they meet the age requirements. Youth ex officio board members are ex officio, non-voting members of all committees. No youth Board Member may be elected to any office.

ARTICLE V – MEETINGS

SECTION 5.1 - ANNUAL BUSINESS MEETING

The Annual Business Meeting of the Center shall be held in March. The Annual Business Meeting shall include election of Directors, a report of the State of the Organization, including finances and membership, and any other business that is required or desired to be brought before the membership.

SECTION 5.2 - SPECIAL MEETINGS OF THE MEMBERSHIP

Special Business Meetings may be called by the Board of Directors at any time, or by the President on written request of 10 percent of the eligible voting membership. Only that business as outlined in the call for a Special Business Meeting shall be considered.

Notices of all meetings shall be sent to each member at least two weeks in advance of any scheduled meeting.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Center shall be the calendar year.

ARTICLE VII – INDEMNIFICATION

The Center shall indemnify and save harmless directors, officers, employees and agents to the maximum extent possible under the laws of the Commonwealth of Virginia in accordance with the applicable provisions of the Virginia nonprofit corporation law. To that end, the Center shall have the authority to indemnify a current or former director, officer, employee and agent against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit or proceeding in which he or she is made or threatened to be made a party by reason of being or having been a director, officer, employee or agent, except in relation to matters as to which he or she is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Center.

ARTICLE VIII - BYLAWS

Bylaws are hereby incorporated into the Constitution to delineate requirements that may be changed more frequently and more easily than those delineated in the Constitution.

ARTICLE IX - AMENDMENTS

SECTION 9.1 CONSTITUTION AND BYLAWS AND ARTICLES OF INCORPORATION

Section 9.1.1 By Mail or E-mail

RVCC Constitution Adopted 6-17-2000; Amended 3-29-2008; Amended 3-27-14

The Constitution, the Bylaws or the Articles of Incorporation may be amended by mail or e-mail ballot by a two-thirds affirmative vote of the members voting and become effective as specified, provided that such an amendment has been:

1. Recommended by the Board of Directors;
2. Published to the members via mail or e-mail with 30 days to comment;
3. Approved by two-thirds of the Board of Directors after the Board has reviewed the comments;
4. Sent with a ballot to the eligible voting membership. Ballots must be returned within 30 days from the date of postmark or e-mail send date on which the notice was sent; and
5. At least 10 percent of the eligible voting membership has submitted ballots.

If less than 10 percent of the eligible voting membership submits ballots, the proposal will be deferred to a Special Business Meeting or the next Annual Business Meeting.

Section 9.1.2 At a Special Business Meeting or the Annual Business Meeting

The Constitution, the Bylaws or the Articles of Incorporation may be amended by vote at a Special Business Meeting or the Annual Business Meeting by a two-thirds affirmative vote of the membership present and voting and become effective as specified, provided the proposed amendment has been approved by the Board of Directors and sent by the Secretary to the membership at least 30 days prior to such meeting.

SECTION 9.2. BYLAWS AND ARTICLES OF INCORPORATION ONLY

In addition to the provisions in ARTICLE IX, SECTION 1 above, the Bylaws or the Articles of Incorporation may be amended by the Board of Directors provided such amendments do not conflict with or rescind an amendment approved within the past two years by the general membership and further provided such amendments are not made within three months of any future Annual or Special Business Meeting.

Any proposed amendment to the Bylaws or the Articles of Incorporation by any voting Board Member, pursuant to the paragraph above, shall be submitted in writing to the President and the Secretary. The President shall submit copies of the proposed amendment with his or her recommendations to the Board of Directors at the next regular Board meeting. If approved by a quorum of the Board of Directors, the proposed amendment shall become effective as specified.

ARTICLE X - DISSOLUTION

- A. The Center may be dissolved with the approval of two thirds of the voting membership or by a unanimous vote of the Board of Directors.
- B. Upon the dissolution of the organization, the real property described in the Deed between Nelson County and the Center shall be disposed of in accordance with the covenants of the Deed.
- C. Upon the dissolution of the organization, whatever funds remaining will be used to first satisfy outstanding debts, liabilities, or obligations. The balance will be disposed of through charitable donations, consistent with paragraph (C) below, as determined by a simple majority of the voting membership.
- D. Upon the dissolution of the organization, any net proceeds resulting from the sale of other property conveyed by Nelson County to the organization shall be reinvested promptly in a similar civic or charitable undertaking which serves the area citizenry, or shall be donated to some other existing organization engaged in providing like services to such citizenry. The recipient organizations shall be classified as Federal Tax Exempt pursuant to section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- E. Upon the dissolution of the organization, assets not conveyed by Nelson County shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

¹ This provision shall take effect after the Board elections of 2015. Directors who hold seats after that Annual Meeting will be permitted to complete their current term plus one additional 3-year term. Directors re-elected in 2015 will be limited to one three-year term, ending in 2018.