

By-Laws of the Rockfish Valley Community Center, Inc.

ARTICLE I – NAME AND PURPOSE

The name of this organization shall be the Rockfish Valley Community Center, Inc., hereinafter referred to as “RVCC,” “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.

The purpose of the Center is to provide, on a non-profit basis, a facility for cultural, recreational, social and educational activities for the residents of the Rockfish Valley, the residents 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 may be available, responsive to demand evidenced through member and other resident requests and evidenced by support through participation and volunteer commitment.

There are specific requirements that must be met and issues addressed, on a continuing basis that are essential to the effective administration and operation of the RVCC to assure its continued viability.

While change is necessary and many decisions may be left to the discretion of the RVCC staff, in some instances prior approval of the Board of Directors or the membership is necessary. Therefore, these By-Laws are adopted to delineate specific requirements regarding the administration and operation of RVCC that cannot be changed without amending By-Laws.

A use fee may be assessed to use some of the facilities, the purpose of which is to cover part of the operating cost of that portion of the facility being used.

ARTICLE II – MEMBERSHIP AND DUES

Membership in the RVCC is open to all individuals and licensed businesses without regard to race, color, religion, sex, national origin or age provided the personal member or business owner is at least 18 years of age and provided they pay the annual dues.

Two classes of membership are available to any individual or business meeting the following requirements:

Personal Membership: Is at least 18 years of age and pays annual dues.

Business Membership: Is licensed by the county in which its headquarters is located, is registered with the State Corporation Commission and pays annual dues. Exceptions permitting out-of-state membership may be made by the Executive Director.

The Board of Directors shall define levels of membership within these classes, and set dues for each by November 1st for the next fiscal year.

Sub-classifications within Personal Membership shall include Individual and Family memberships.

Family Membership is limited to two adults and their dependents living in the same household. Voting rights will be held by the two adults in the household only.

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

Dues for Personal Memberships shall be billed annually mid-November for the next fiscal year beginning on January 1. Dues shall be payable by January 1. Personal Membership dues shall be prorated on a semi-annual basis. The pro-ration shall go into effect for members enrolling on July 1 or after.

The Business Membership year shall be July 1 - June 30, and dues shall be billed annually in mid-May for the upcoming membership year. Dues shall be payable by July 1. Business Membership shall entitle the owner or designee to one vote in all Annual or Special Meetings of the membership. Business Membership dues shall not be pro-rated.

ARTICLE III – TERMINATION OF MEMBERSHIP

Section 3.1. Failure to meet Specific Requirements

Any member whose annual membership dues are in arrears for more than 30 days is not a member in good standing.

Section 3.2. Egregious Conduct

Membership of an individual may be terminated by the Board of Directors if, in its opinion, such member is not contributing to, or not conducting himself/herself in a manner that is in harmony with the mission of the Center; or is fomenting discord among members; or is acting in a manner that is embarrassing or detrimental to the interests of the Center.

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 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

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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 – DUTIES AND REQUIREMENTS OF THE BOARD

Section 4.5.1 Duties of Board of Directors

In addition to the duties described in Section 4.1 the Board shall:

- A. Appoint a member to the Board to fill a vacancy.
- B. Control the property of the Center, establish dues, have final approval of fee structures and guidelines, approve the Center's budget, and propose amendments to the By-Laws.
- C. Develop strategic plans.
- D. Develop capital improvement plans.
- E. Develop a program of planned giving from contributors.

Section 4.5.2 Participation by Board Members

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

A board member who fails to attend three consecutive Board of Directors meetings without an adequate excuse shall be suspended from participation in further meetings, and the Board shall declare his position vacant, unless the remaining Board members in good standing vote to grant forgiveness. The Board may appoint a member to fill such vacancy.

Section 4.5.3. Duties of the Executive Committee

The Executive committee shall make emergency decisions when a quorum of the Board is not reasonably possible and the President determines that the situation requires immediate action.

Section 4.5.4. Duties of the President

The President shall:

- A. Preside over all meetings of the Board, Annual Business Meeting, Special Business Meetings and other meetings of membership of the Center.
- B. Convene regular meetings of the Board whenever, in his/her opinion, the affairs of the Center demand a Board meeting, or when three or more Directors request a Board Meeting.
- C. Convene a Special Business Meeting of the membership when directed by the Board or upon written request of ten (10) percent of the eligible voting membership.
- D. In cooperation with the Board, determine what matters may come before the Annual and Special Business Meetings of the Center.
- E. Appoint the Chair of all Committees and shall be an ex-officio member of all committees.
- F. Sign all authorized instruments and correspondence; the President, however, may delegate other signatories for sign-off of specific documents.
- G. Be listed on all bank signature cards.
- H. Be bonded at the Center's expense for an amount deemed advisable at the time of service.

Section 4.5.5 Duties of the Vice President

The Vice President shall:

- A. Have all the powers and perform the regular duties of the President during the absence of the President.
- B. Assume all duties assigned by the President.
- C. Be listed on all bank signature cards.

Section 4.5.6. Duties of the Secretary

The Secretary shall:

- A. Have all the powers and perform the regular duties of the President during the absence of the President and Vice President.
- B. Keep minutes of all proceedings.
- C. Handle all official correspondence of the Board.
- D. Ensure the issuance of notices of all meetings.
- E. Keep a record of all meetings.
- F. Ensure that a current list of members is maintained and that a status report of the membership is presented at all Board meetings.
- G. Allow all of his/her files and records to be available for inspection by any elected member of the Board at all times.
- H. Ensure the retention and safeguarding of all Board records, reports, papers, and both paper and electronic files.

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Section 4.5.7 Duties of the Treasurer

The Treasurer shall:

- A. Have all the powers and perform the regular duties of the President when the President, Vice President and Secretary are absent.
- B. Have custody of all funds.
- C. Insure the appropriate Executive Committee members are listed on all bank signature cards.
- D. Ensure that funds are disbursed in accordance with established policy upon the order of the Board of Directors or the Executive Committee.
- E. Be responsible for overseeing the fiscal affairs of the Center including regular financial reporting budget preparation, and prudent fiscal management in conjunction with the staff.
- F. Provide a written financial report at all Board and general membership meetings.
- G. Allow all of his/her files and records to be available for inspection by any elected member of the Board at all times.
- H. Be listed on all bank signature cards
- I. Be bonded at the Center's expense for an amount deemed advisable at the time of service.
- J. Serve as Chairman of the Finance Committee unless otherwise approved by the Board.

Section 4.5.8 Duties of the Immediate Past President

The Immediate Past President shall assume the duties assigned by the President.

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 - COMMITTEES

The Center shall have Standing Committees as recommended by the President and approved by the Board. These committees shall report to the President. The Standing Committees of the Center shall be composed of three or more RVCC members. The Board shall determine the number of Board members to be represented on each Standing Committee; however there shall be at least one Board member on each

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Committee. To the extent practicable, the committee structure should reflect the 4-tier mission of the Center, overseeing the cultural, recreational, educational and social activities of the Center.

ARTICLE VIII – VOTING

Section 8.1. Board of Directors

The President or the acting Chair shall call for voting by the Board. Decisions will be determined by a simple majority vote by those voting Board Members except as noted herein. A quorum must be present to conduct a valid binding vote or election.

Section 8.2. Executive Committee

The President or the acting Chair shall call for voting by the Executive Committee. Decisions shall be determined by a simple majority vote by those entitled to vote at Executive Committee meetings. A quorum must be present to conduct a valid binding vote or election.

Section 8.3. Membership

The President shall call for voting by the membership. Decisions shall be determined by a simple majority of the voting members except as noted herein. A quorum must be present to conduct a valid binding vote or election.

An individual must be a member-in-good-standing pursuant to Article II of the By-Laws before being allowed to vote, being nominated for office, or being allowed to continue in or hold office.

One vote shall be allowed for each Individual Membership. Two votes shall be allowed for each Family Membership.

Section 8.4. Proxy

Voting by proxy shall be allowed at any meeting of the Board, the Executive Committee and general membership meetings. The proxy shall be given to the President who shall be authorized to vote the proxy in accordance with the instructions provided by the issuer.

ARTICLE IX - MEETINGS

Section 9.1 – Board Meetings

The Board shall meet monthly. The Board shall establish at the beginning of the fiscal year the dates for the monthly Board meetings. A reminder notice of the meeting shall be sent to all Board members no less than 5 days in advance of each meeting. Meetings of the Board may be held through the use of any communications equipment if all Board participating can communicate with each other.

Participation in such a meeting pursuant to this provision shall constitute presence at the meeting.

Section 9.2 – Executive Committee Meetings

The Executive Committee shall meet as requested by the President when decisions or immediate actions are required and a quorum of the Board is not possible. Meetings of the Executive Committee may be held through the use of any communications equipment if all Executive Committee members participating can communicate with each other. Participation in such a meeting pursuant to this provision shall constitute presence at the meeting.

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

Section 9.3 – Quorums. If not otherwise specifically provided below, a quorum shall be deemed to be a simple majority of members or board members authorized to vote.

Section 9.3.1 Board of Directors Meetings

Fifty percent of the Board of Directors shall constitute a quorum. In the absence of a quorum, the Board shall adjourn until a later date. Board members voting by proxy shall be counted as present for establishing a quorum.

Section 9.3.2 Executive Committee Meetings

At least three members of the Board, one of who must be either the President or Vice president shall constitute a quorum. A member of the Executive Committee voting by proxy shall be counted as present for establishing a quorum.

Section 9.3.3 General Membership Meetings

The presence of five percent of the eligible voting membership shall constitute a quorum. In absence of a quorum, the meeting may continue but no voting may occur. The meeting will adjourn until a later date to resolve issues that require a vote. Members voting by proxy shall be counted as present for establishing a quorum.

ARTICLE X– 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 XI - AMENDMENTS TO THE BYLAWS

SECTION 11.1 BYLAWS

Section 11.1.1 By Mail or E-mail

The Bylaws 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 11.1.2 At a Special Business Meeting or the Annual Business Meeting

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

The Bylaws 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 11.2 BYLAWS AMENDED BY BOARD OF DIRECTORS

In addition to the provisions in ARTICLE XI, SECTION 1 above, the Bylaws 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 by any Board Member 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 Board meeting. If approved by a majority of the Board of Directors, the proposed amendment shall become effective immediately or as specified.

ARTICLE XII- 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.

ARTICLE XIII – ANNUAL FINANCIAL REVIEW

An annual independent financial review shall be conducted by a committee consisting of one RVCC BOD member and two independent community members.

ARTICLE XIV – RULES OF ORDER

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Center, the Board of Directors and committees in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws and any special rules of order the Center may adopt.

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

ARTICLE XV - RVCC STAFF

Section 15.1. RVCC EXECUTIVE DIRECTOR

An executive director with appropriate experience may be hired to manage all activities in the implementation of the RVCC policy as directed by the Board. The Board shall have final approval of the hiring of the Executive Director. The Executive Director shall report to and be under the direct supervision of the Board of Directors regarding operation of RVCC. The Board has the authority to terminate the Executive Director of RVCC. The Board shall be responsible for performance evaluations of the Executive Director on an annual basis.

In the absence of an Executive Director the President shall assume the duties and responsibilities of the Executive Director.

Section 15.1.1. Duties of the Executive Director

The Executive Director shall:

- A. Be an ex-officio, non-voting member of the Board and all Committees.
- B. Have the authority to enter into contractual agreements at the direction, and on behalf, of the Board, and to obligate and disburse funds in accordance with Board-approved policies on authorization of expenditures.
- C. Have full authority, with the concurrence of the Board, to recruit, hire, develop, train, direct, supervise, and dismiss the appropriate staff and volunteers to effectively carry out the direction of the Board including but not limited to an Operations Manager for Center facility and use management, managers for the thrift shop, financial resource development, member and volunteer coordination, and programming.
- D. Keep a current list of members and make a status report of the membership at all meetings.
- E. Assure all Center instructions as well as Federal, Commonwealth and County regulations regarding safety and health are complied with such as, but not limited to, fire protection, building occupancy limits, etc.
- F. Be bonded at the Center's expense for an amount deemed advisable at the time of service.

Section 15.2. RVCC Staff and Volunteer Management

Staff and volunteer management will report to and be under the direct supervision of the Executive Director regarding operation of RVCC. The Executive Director has the authority to hire and terminate RVCC Staff and Volunteer Management, subject to Board of Directors approval.

ARTICLE XVI - AUTHORITY TO USE FACILITY

Section 16.1. Operations Manager

The Operations Manager shall have the authority to approve use of the facility by any individual or group, consistent with the types of uses delineated in ARTICLE I of these bylaws, consistent with rates and guidelines approved by the Board, for a periods of three months or less.

Section 16.2. Executive Director

Amended 7/13/2010 by RVCC Board of Directors; Amended 3/27/2014 by membership; Amended 3/31/2016 by membership.

The Executive Director shall have the authority to approve use of the facility by any individual or group, consistent with the types of uses delineated in ARTICLE I of these bylaws, for a periods of longer than three months, subject to Board approval.

ARTICLE XVII-CONFLICT OF INTEREST

No member of the Board of Directors, or any of its Committees, shall derive any personal financial profit or gain, directly or indirectly, by reason of his or her participation with the Corporation. Each individual shall disclose to the President any personal interest which she or he may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.

The document entitled "Constitution of Rockfish Valley Community Center, Inc." is hereby voided, its relevant terminology having been incorporated into the Bylaws by action of the members at the Annual Meeting on March 31, 2016 upon recommendation of the Board of Directors.

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