

**BY-LAWS OF THE
FRIENDS OF LITTLE HUNTING CREEK
(Revised by the Board of Directors 17 April 2015)**

**Article One
Membership**

Section 1. Eligibility. There shall be two classes of membership of the Corporation. Class 1 shall be open to all persons eighteen (18) years of age or older. Class 2 (Junior Members) shall be open to all persons between the ages of twelve (12) and eighteen (18). Junior members shall be non-voting members.

Section 2. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the By-Laws of the Corporation. The application shall state the name, address and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payable for the current year.

All applications are to be filed with the Secretary and approved by the Board of Directors if the applicant meets the any other appropriate membership criteria as determined by the Board of Directors.

Section 3. Voting. Each member shall have one vote at any membership meeting at which he or she is present. Proxy voting, voting by Internet, and/or email may be permitted subject to such terms and conditions as determined by the Board of Directors. No member may vote whose dues are not paid for the current year.

Section 4. Dues. Annual dues shall be set by the Board of Directors.

Section 5. Meetings.

Regular Meetings: The annual membership meeting shall be held in the first third of each year in the Mt. Vernon area. Regular meetings shall be held as determined by the Board of Directors. Written notice of such meetings shall be mailed or emailed at least ten (10) days prior to the date of the meeting.

Special Meetings: Special membership meetings may be called by the President, or by a majority vote of the members of the Board, and shall be called by the Secretary upon the receipt of a petition signed by members having one-twentieth (1/20th) of the votes entitled to be cast at such meeting. Written notice of such a meeting shall be mailed or emailed by the Secretary at least ten (10) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted.

Quorum: The quorum for membership meetings shall be fifty-one percent (51%) of the members holding votes entitled to be cast at such meeting.

Place, Date and Hour: All meetings of the Corporation, whether of the membership or the Directors, shall be held within Northern Virginia at such place, date and hour as may be designated by the person or persons authorized herein to call such a meeting.

Section 6. Termination of Membership.

Resignation: Any member in good standing may resign from the Corporation upon written notice to the Secretary; but no member may resign when in debt to the Corporation. Dues obligations are considered a debt to the Corporation and they become incurred on the first day of each fiscal year.

Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional thirty (30) days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

Expulsion: Any member may be expelled for cause, or for violation of these Bylaws, policies, or procedures, by a resolution passed by two-thirds (2/3) of the Board. Such member shall be notified in writing of the intent of the Board to consider his/her expulsion and shall be provided an opportunity for a hearing by the Board within thirty (30) days of such notice and prior to the vote of the Board on the matter of expulsion.

Article Two Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Treasurer, and Secretary, the immediate Past President and two other persons all of whom shall be members in good standing and all of whom (except the immediate Past President) shall serve until they are duly succeeded. Until such time as there is a Past-President, there shall be three non-officer directors.

The initial Officers and Board of Directors shall serve until the permanent Officers and Board of Directors are elected at the annual membership meeting in January 2013. Starting with the January, 2013 elections, the Officers shall serve for one-year terms and the Directors shall serve for two-year terms.

The directors shall serve without compensation.

Section 2. Officers. The officers of the Corporation, consisting of the President, Vice President, Treasurer, and Secretary, shall serve in their respective capacities both with regard to the membership and its meetings and the Board and its meetings. The officers and directors shall be elected by the members. Officers shall also be directors of the Corporation. The initial officers shall serve until January 2013 at which time new officers shall be elected for one-year terms.

The President shall preside at all meetings of the membership and of the Board and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors. At the end of the President's term, the President shall succeed to the position of Past President. The Treasurer shall collect and receive all monies due or belonging to the Corporation. He or she shall deposit the same in a financial institution designated by the Board in the name of the Corporation. His or her books shall at all times be open to inspection by the Board and he or she shall report to them at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the annual membership meeting he or she shall render an account of all monies received and expended during the previous fiscal year. Moreover, the Treasurer shall be responsible for recommending an annual budget at the annual meeting. There shall be an annual audit and/or review of books if directed by the Board.

The Vice-President shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to him or her by the President or Board of Directors. The

Vice President shall oversee all committees and be an ex officio member of each committee. The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him or her by the President or the Board. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his or her office as the President may request or the Board assigns.

Section 3. Elections. The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 4. Meetings.

Regular: Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five (5) days prior to the date of the meeting.

Special: Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the receipt of a written request signed by at least five (5) members of the Board. Written notice of such meeting shall be mailed or emailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or telegraphic notice shall be filed at least three (3) days and not more than five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat.

Quorum: A quorum for a meeting of the Board shall be a majority of the Board.

Section 5. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Article Three Committees

Section 1. In addition to the Nominating Committee, the Board may each year appoint standing committees to advance the work of the Corporation in such matters as membership, communications and outreach. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon fifteen (15) days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

Article Four General Provisions

Section 1. Calendar. The fiscal year of the Corporation shall be the calendar year.

Section 2. Amendments. Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors recommending the amendment to the members unless the Board of Directors determines that because of conflict of interests or other special circumstances it should make no recommendation and communicates the basis for its determination to the members. The resolution

shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each member not less than twenty-five (25) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast and upon being duly filed with the State Corporation Commission who shall promptly file the same.

Amendments to the By-Laws may be made by a two-thirds (2/3) vote of the Directors at any meeting at which a quorum is present, provided ten (10) days written notice is given to the Directors of any proposed change. The foregoing notwithstanding, By-Laws made by the members may not be altered or repealed by the Board of Directors without the consent of the members. Such consent shall be obtained in the same manner as herein above provided for an amendment to the Articles of Incorporation.

Any By-Laws made by the Board of Directors may be repealed or changed, and new By-Laws made, by a two-thirds (2/3) vote of the members. However, all such changes shall be subject to the same procedure for changes to the Articles of Incorporation stated above.

Section 3. Meeting Procedures. Procedure in all meetings shall follow Robert's Rules of Order.

Article Five Dissolution

The Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

Article Six Debts and Obligations

Section 1. Creation of Obligations. No director, officer, employee, or agent of the Corporation or other person shall create or incur any debt or obligation whatsoever for the payment of money or other items of value; or appropriate or pay any money out of Corporation funds; or contract or execute any agreement, the terms or result of which create a debt or obligation, or shall be in any manner binding upon the Corporation unless the same is specifically provided for in the Corporation Budget or specifically authorized, directed or ratified by the Board of Directors at a formal meeting of the Board.

Section 2. Disbursement of Funds. All disbursements shall have been approved and authorized by the Board of Directors prior to payment. Payment must be made by check signed by two such persons as authorized by the Board of Directors. Any disbursement made for items provided for in the Budget approved by the Board of Directors may be made without additional approval of the Board.

Adopted at the organizational meeting of the Board of Friends of Little Hunting Creek on the 27th day of October, 2012.

Secretary