

ROANOKE VALLEY PRESERVATION FOUNDATION
BY-LAWS

ARTICLE I

Name, Seal, Logo, Offices and Purposes

Section 1.01 Name. The name of this corporation shall be ROANOKE VALLEY PRESERVATION FOUNDATION. "Roanoke Valley" means that region of Virginia comprising the following jurisdictions: the cities of Roanoke and Salem, the town of Vinton, and the County of Roanoke. This definition may be amended from time to time by the board of trustees to include additional areas, including but not limited to areas not wholly within the Roanoke River watershed.

Section 1.02 Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "Virginia."

Section 1.03 Logo. The board of trustees may from time to time adopt a logo. The logo may be different from the corporate seal.

Section 1.04 Offices. The principal offices of the corporation shall be in the Roanoke Valley.

Section 1.05 Purposes. The corporation, a not-for-profit, charitable organization, is organized and is to be operated exclusively for the following charitable and educational purposes:

1. To promote preservation of the historic, natural, and cultural resources of the Roanoke Valley;
2. To establish a framework for support and exchange of information

- among organizations whose purposes are related to the preservation of the historic, natural, and cultural resources of the Roanoke Valley;
3. To educate the public to support preservation of the historic, natural, and cultural resources of the Roanoke Valley;
 4. To establish and operate a revolving fund for the purchase and resale with protective covenants of historic or culturally significant real and personal properties, such as structures, objects, land areas, and archeological sites;
 5. To buy, sell, develop, own, and maintain historic or culturally significant real and personal properties, including but not limited to structures, objects, facade easements, or other interests;
 6. To engage in any other efforts or activities consistent with the foregoing.

ARTICLE II

Board of Trustees

Section 2.01 Trustees - Number and Eligibility. The corporation shall be governed by a board of trustees consisting of no fewer than ten (10) and no more than twenty (20) individuals. A person shall be eligible to serve any full or unexpired term as a trustee if at the expiration of the term the person will have served for twelve (12) consecutive calendar years or less. A person is also eligible to serve as a trustee if the person is the immediate past president or is holding office as the president or president-elect. Service during any part of a calendar year shall be counted as a full year's service.

Section 2.02 Trustees - Election, Trustees shall be elected by the current board of trustees at the annual meeting. Nominations for the trustees shall be made by the nominating committee. Nominations may also be made from the floor of the annual meeting by any trustee provided the nominee is present at the meeting or has given his consent to be nominated.

Section 2.03 Trustees - Term. The term of office for each trustee shall be three (3) years. Terms shall begin on January 1.

Section 2.04 Trustees - Resignation, Removal, and Replacement. Any trustee may resign by submitting a written notice of resignation to the president or secretary. Any trustee may be removed from office at any time with just cause by the affirmative vote of two-thirds of the trustees in office. Any vacancy occurring in the board of trustees (other than a vacancy resulting from the normal expiration of a term of office) may be filled with the affirmative vote of a majority of the members of the board of trustees at any duly constituted board meeting.

Section 2.05 Board of Trustees - Meetings. The board of trustees shall meet at least quarterly on a day to be determined by the executive committee. The board of trustees shall hold such other meetings as may be called by the president or any five members of the board of trustees.

Section 2.06 Trustees-Meetings - Notices. Written notice of each meeting of the board of trustees stating the place, day, and hour of the meeting and, except for regular quarterly meetings, the purposes for which the meeting is called shall be emailed, mailed, or delivered personally not less than seven and no more than 60 days before the day of the meeting.

Section 2.07 Trustees Meetings - Quorum. Five members of the board shall constitute a quorum.

ARTICLE III

Committees

Section 3.01 Committees - Appointment. The president shall annually appoint from the

membership or board the following standing committees: advocacy & education, development, and public relations. Standing committees may appoint subcommittees to carry out specific actions and projects on an as needed basis. The president shall designate the chairmen of standing committees.

ARTICLE IV

Officers

Section 4.01 Officers - Number and Eligibility. The officers of the corporation shall consist of a president, vice president, secretary, and treasurer, all of whom shall hold office for the terms hereinafter provided or until their successors are duly elected and qualify. Only persons who are eligible to serve as trustees and are actively serving as such shall be eligible to serve as officers. The president, vice president, secretary, and treasurer shall be elected by the board of trustees during the last four months of each calendar year. Nominations for elected officers shall be made by the nominating committee. Nominations may also be made by any trustee, provided the nominee has received the consent of the individual to be nominated.

Section 4.02 Officers - Term. The officers shall serve one-year terms. The president may not serve more than two (2) consecutive terms. Terms shall begin on January 1.

Section 4.03 Officers – Resignation, Removal, and Replacement. Any officer elected by the board of trustees may resign by submitting a written notice of resignation to the president or in case of resignation by the president to the secretary. Any officer may be replaced at any time with or without cause by the affirmative vote of two-thirds of the trustees in office. In case of vacancy of the office of president, the vice president shall assume the duties of the president until a replacement has been elected by the affirmative vote of a

majority of the members of the board of trustees at any duly constituted board meeting. Other vacancies in office shall be filled by the board of trustees.

ARTICLE V

Duties of Officers

Section 5.01 President - Duties. The president shall be the chief executive officer of the corporation and shall preside at all meetings. The president shall appoint committees as set forth in Article V and shall serve ex officio on the committees. The president shall, when directed by the board of trustees, sign all contracts, easements, conveyances to and from the corporation, and any other obligations in the name of the corporation. The president shall do and perform such other duties as may be customarily required of a president and shall generally supervise the affairs and finances of the corporation.

Section 5.02 Vice President - Duties. The vice president shall assist the president in the discharge of the president's duties as the president may request. In the case of the absence or disability of the president, the duties of the office of president shall be performed by the vice president.

Section 5.03 Secretary - Duties. The secretary shall be responsible for minutes of all meetings and proceedings of the corporation, and for the giving and serving of all notices of the corporation. When required the secretary shall attest the signatures of the proper officers of the corporation on all contracts, securities, and other documents of the corporation in the name of the corporation and shall affix the seal of the corporation thereto when so required.

Section 5.04 Treasurer - Duties. The treasurer shall be responsible for the custody of the corporate funds and securities and for full and accurate accounts of receipts

and disbursements in books belonging to the corporation. The treasurer shall be responsible for collecting and depositing all monies, including but not limited to donations, in the name and to the credit of the corporation in such depositories as may be designated by the board of trustees. The treasurer shall be responsible for disbursing the funds of the corporation in accordance with the directions of the board of trustees and shall render to the board of trustees, at its regular meeting, or when the board so requires, an account of all financial transactions, and of the financial condition of the corporation. The treasurer's accounts shall be examined by an auditing committee or outside auditors annually or as authorized by the board of trustees.

ARTICLE VI

Executive Committee

Section 6.01 Executive Committee - Composition. The executive committee shall comprise the officers, the immediate past president, and such other trustees, not to exceed two, as may be appointed by the president.

Section 6.02 Executive Committee - Powers. The executive committee shall have the power of the corporation between the meetings of the board of trustees. Any action taken by the executive committee shall be presented to the board of trustees at its next regular meeting.

Section 6.03 Executive Committee - Quorum. A majority of the executive committee shall constitute a quorum.

Section 6.04 Executive Committee - Meetings. Meetings of the executive committee shall be held once a month or as called by the president.

ARTICLE VII

Fiscal Year

Section 7.01 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII

Indemnification

Section 8.01 Indemnification. Each person now or hereafter an officer or trustee of the corporation (and the person's heirs, executors, and administrators) shall be indemnified by the corporation against all costs and expenses, including but not limited to all attorney's fees, imposed upon or reasonable incurred by the person in connection with or resulting from any action, suit, proceeding or claim to which the person is or may be made a party by reason of being or having been an officer or trustee of the corporation, except in relation to matters as to which he shall have been financially adjudged in such action, suits or proceedings to be liable for negligence or misconduct in the performance of his duties as such officer or trustee. The right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other law, bylaw, agreement, or otherwise.

ARTICLE IX

Amendments

Section 9.01 Amendment Procedure. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the trustees at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision) and provided that notice of the proposed amendment or

amendments has been mailed to the trustees at least one (1) week before the meeting.

I certify that the foregoing bylaws were properly adopted on November 15, 1990 and amended May 20, 2013 after due notice, all in accordance with applicable bylaws.



Jeanne Bollendorf, Secretary

May 23, 2013

Date