

**BYLAWS**  
**OF**  
**BON AIR COMMUNITY HOUSE**

ARTICLE I

NAME AND PRINCIPAL OFFICE

1.1. Name. The name of this corporation, which is a nonstock corporation organized under the Virginia Nonstock Corporation Act, is the BON AIR COMMUNITY HOUSE (hereinafter, the “Corporation”).

1.2. Principal Office. The principal office of this Corporation shall be situated in the Commonwealth of Virginia at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE II

DIRECTORS

2.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall have all voting power including the power to vote on electing, appointing or removing Directors.

2.2. Number of Directors. The Board of Directors shall consist of [NUMBER] individuals. The number of Directors may be changed by amendment of these bylaws but shall not be less than the minimum number required by the Virginia Nonstock Corporation Act.

2.3. Election of Directors. Directors shall be elected or appointed annually by the incumbent Directors of the Corporation.

2.4. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

2.5. Removal of Directors. A Director may be removed by such vote as would suffice for the Director's election; but a Director may be removed only at a meeting called for that purpose.

2.6. Directors' Meetings. The annual organizational meeting of the Board shall be held on the [DAY] of each [MONTH] for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board shall be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called at any time by the President, the Secretary or at least a majority of the Directors.

2.7. Notice of Meetings. Except as provided elsewhere in these bylaws or in applicable law, no notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three days before the date of the meeting or given by telephone, telecopier or electronic mail at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or any waiver of notice of the meeting, except that notice of a meeting at which removal of a Director is

to be proposed shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

2.8. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

2.9. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors (unless these bylaws provide otherwise). If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

2.10. Participation in Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

2.11. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the

actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. If a consent specifies an effective date, it shall be effective as of that date, provided it also states the date that each Director executed it; otherwise the consent shall be effective when the last Director signs it. A Directors' consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors and may be described as such in any document.

### ARTICLE III

#### OFFICERS

3.1. General. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and, if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All officers shall serve until the annual meeting of Directors next following their election and until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold two or more offices simultaneously other than the offices of President and Secretary.

3.2. President. The President shall be the chief executive officer of the Corporation, shall be primarily responsible for implementing the policies and procedures established by the Board of Directors and shall serve as the primary representative of the Corporation to the general public. The President shall supervise the other officers, agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer. The Board of Directors may assign the chief executive officer a title other than President (*e.g.*, Executive Director or Chief Executive Officer); but, irrespective of

title, the individual appointed by the Board to serve as chief executive officer of the Corporation shall have the duties and powers of the President under these bylaws.

3.3. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give all required notices of meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

3.4. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Executive Committee and the Board of Directors.

3.5. Vice Presidents and Other Assistant Officers. Vice Presidents and other assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service to that assisted office shall assume the powers and duties of the vacant office.

3.6. Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for that agent.

3.7. Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Any agent appointed

otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE IV

### COMMITTEES

4.1. Executive Committee. The Board of Directors may appoint an Executive Committee, consisting of the President and two or more other members of the Board, which may, to the extent consistent with law, exercise the authority of the Board between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the articles of incorporation or these bylaws.

4.2. Other Committees. The Board of Directors may create such other committees as it may deem appropriate, appoint to membership any Directors, and fix and prescribe their rights, duties, power, authority, and terms of office.

4.3. Operating Procedures. The provisions of these bylaws that govern meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all committees of the Board and their members as well. Each committee may establish its own additional rules of procedure not inconsistent with these bylaws.

4.4. Limitations on Authority. No committee may (1) fill vacancies on the Board or on any of its committees, (2) amend the articles of incorporation, (3) amend, adopt, or repeal bylaws, (4) approve a plan of merger or consolidation, (5) approve the sale, lease, exchange or other disposition, or the mortgage, pledge or other encumbrance, of all or

substantially all of the property and assets of the Corporation, or (6) approve the dissolution of the Corporation or revoke a voluntary dissolution.

4.5. Advisory Committees. The Board of Directors may appoint one or more Advisory Committees consisting of individuals familiar with the needs of the communities served by the Corporation, whether they be members of the Board of Directors or not. An Advisory Committee will assist the Board of Directors, as the Board may request, in identifying issues to which the Corporation can productively devote its resources and identifying the projects best situated to further the Corporation's purposes. The chair of each Advisory Committee must be a Director.

## ARTICLE V

### MEMBERS

5.1. Qualifications For Membership. The members of the Corporation shall consist of such persons as: (1) apply for membership on a form approved by the Board of Directors; (2) subscribe to the purposes and goals of the Corporation; and (3) agree to abide by these bylaws as amended from time to time.

5.2. Classes of Members. The membership of the Corporation shall be divided into two classes of members: adult single members and family members. Any person at least eighteen (18) years of age that supports the purposes of the Corporation is eligible for membership and may obtain an adult single membership. Any person of at least eighteen (18) years of age that supports the purposes of the Corporation and all members of such person's household, including such person's spouse and legal dependents, are eligible for membership and may obtain a family membership.

5.3. No Voting Rights. Members shall have no voting rights.

5.4. Membership Dues. Each member shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a date, and give all members prior notice thereof, when membership dues are due, and permit members to pay their dues at any time within [ninety-one (91)] days thereafter. The Corporation shall notify members of the portion of dues allocable to lobbying and political campaign activities.

5.5. Termination of Membership. The membership of each member will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within [ninety-one (91)] days after such member's dues were due. Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least [two-thirds] of all the directors. Members terminated as a result of non-payment of dues may reactivate their membership in the Corporation within two years after such termination by the payment of all current and past due membership dues (without interest thereon). Members terminated as a result of resignation or for non-payment of dues in excess of [two years] may renew their membership only by re-application for membership in the Corporation.

5.6. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board of Directors, such suspension or expulsion would be in the best interests of the Corporation. Nothing in these bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

ARTICLE VI

MISCELLANEOUS PROVISIONS

6.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year and shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

6.2. Voting of Interests Held. The Corporation may hold stock, membership interests or other securities in other corporations or enterprises. Unless otherwise provided by the Board of Directors, the President or the Secretary may, on behalf of the Corporation, cast the votes or take such other actions as the Corporation may be entitled to cast as a stockholder, member or voting interest holder in the other corporation or enterprise; and they may from time to time appoint one or more agents of the Corporation to take such actions on behalf of the Corporation pursuant to instructions. The appointing officer may execute, or cause to be executed on behalf of this Corporation, such written proxies, consents, waivers or other instruments as the officer may deem necessary or proper.

6.3. Amendment of Bylaws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board of Directors.

Adopted at a meeting of the Board of Directors of the Corporation on \_\_\_\_\_, 2015 by a unanimous vote of the Directors.

\_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary