

**BYLAWS OF  
THE  
FRIENDS OF ARLINGTON PARKS**

Article 1      **NAME**

1.1            The name of the corporation is the **FRIENDS OF ARLINGTON PARKS**, more commonly "Friends of Arlington Parks."

Article 2      **PURPOSE**

2.1            Consistent with the Articles of Incorporation, this Corporation is formed for educational and scientific purposes, for the acquisition and preservation of public parkland in Arlington County, with special emphasis on protection of natural areas and wildlife conservation; to work for a balanced park system that includes adequate public parks for passive as well as active recreation; to educate the citizens of Arlington on the need for additional passive recreational space; to support adequate funding for public parks and to support park-related activities including interpretive park programs and park improvement and beautification; to benefit the public interests, and it is formed exclusively for charitable, 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, of the U.S. or the corresponding section of any future federal tax code.

Article 3      **OFFICE**

3.1.           The Board of Directors shall designate the registered office and the registered agent of the corporation.

Article 4      **MEMBERS**

4.1            **Membership Classes and Dues:** The Board of Directors may establish one or more membership classes and, e.g., individual, family, and organization. The Board of Directors shall annually determine the annual dues and a membership form and qualifications for each class of members.

4.2            **Membership Qualification and Admission.** Any person (or family or organization) may join the corporation who (1) agrees with the purpose of this corporation as specified in Article II, (2) applies for membership in writing, (3) pays annual dues in the amount designated by the Board of Directors, and (4) whose application for membership is approved by the Board of Directors or its designated committee.

4.3            **Membership Term.** Memberships shall continue from the date of approval of the application by the Board of Directors or its committee and shall end on December 31 of that same year, except members who join on or after March 1 of one year get a membership through December 31 of the following year.

4.4            **Termination.** A member may voluntarily terminate a membership. The Board of Directors may also terminate a member for good cause by unanimous vote at a regular or special meeting of the Board. The member who is to be terminated shall be given at least two weeks' notice prior to the vote and an opportunity to be heard at the meeting.

4.5            **Annual Membership Meeting.** An annual meeting of the members shall be held in June of each year or on such date as shall be determined by the Board of Directors, for the purposes of electing directors and officers and transacting other business as may come before the meeting.

4.6            **Special Membership Meetings.** Special meetings shall be called by the President, Secretary, the Board of Directors, or upon a written request of ten members of the corporation. The agenda of a special meeting shall be limited to the purpose for which the meeting is called.

4.7            **Notice of Member Meetings.** Notice of an annual meeting shall be given at least 30 days before the meeting. Notice of a special meeting shall be given at least 5 days before the meeting. Notice of any annual or special meeting shall be given by email or regular mail to each member. The notice shall be deemed delivered upon sending the email or depositing the notice in the United States mail. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of

notice of such meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.8 Quorum and Voting. Two-thirds of the members or 5 members, whichever is smaller, shall constitute a quorum for the transaction of business at an annual or special meeting. Except as otherwise provided by law, or by these bylaws, the vote of a majority of the members present and voting at a duly constituted membership meeting shall decide any question or take any action that properly comes before such meeting.

## ARTICLE 5 BOARD OF DIRECTORS

5.1. Number. The corporation shall have from 5 to 15 directors and collectively they shall be known as the Board of Directors.

5.2. Elections and Term of Office. One-third of the directors shall be elected by the members at each annual membership meeting. Each director shall hold office for a three-year term or until a successor is elected.

5.3. Qualification. Directors shall be members and 18 years or older.

5.4. Powers. Between membership meetings, the activities and affairs of this corporation shall be conducted under the direction of the Board of Directors.

5.5. Duties. The Board of Directors have these duties:

5.5.1. Perform any and all duties imposed on them collectively or individually by law, by the membership, or by these bylaws.

5.5.2. Meet at such times and places as required by these bylaws;

5.5.3. Register their email and mailing addresses with the Secretary, and notices of meetings sent to them shall be valid notices of these meetings.

5.6. Place of Meeting and Presence of Directors. Meetings of the Board of Director shall be held at a location designated by the president or by a writing of a majority of the current members of the Board of Directors.

5.7. Participation. Any director may participate in a Board meeting in person or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to present in person at the meeting.

5.8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once each year in January on a date and time designated by the president or by a writing of a majority of the current members of the Board of Directors.

5.9. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors. The location, date, and time of special meetings shall be designated by the person or persons calling the special meeting.

5.10. Notice of Meetings. Unless otherwise provided by these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors. At least seven days prior notice shall be given by the President or Secretary by email or U.S. mail to each director of each meeting of the Board of Directors.

5.11. Quorum for Meetings. A quorum shall consist of the majority of the current members of the Board of Directors. Except as otherwise provided under these bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

5.12. Majority Action as Board of Directors Action. Decisions of the Board of Directors shall be by majority of those present and voting, in person or by phone, unless these bylaws or provisions of law require a greater percentage.

5.13. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, by the Vice President, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the corporation, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

5.14. Action Without Meeting. The Board of Directors may take action without a meeting in accordance with the procedures specified in Section 13.1-865 of the Virginia Nonstock Corporation Act, or the corresponding section of any future version of this act.

5.15. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director and (2) whenever the number of authorized directors is increased. A vacancy on the Board of Directors may be filled by approval of the Board of Directors for the duration of the unfulfilled term. Any director may resign by providing written notice. Directors may be removed for good cause at a membership meeting by a two-thirds vote of the members present and voting after an opportunity to be heard. The director to be removed shall be provided 14 days' notice of the meeting.

## ARTICLE 6 OFFICERS

6.1. Designation of Officers. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

6.2. Qualifications. Officers shall be have been members of the corporation for at least one year.

6.3. Elections and Term of Office. Officers shall be elected by the members at the annual meeting. Each officer shall hold office until December of the following year and until his or her successor is elected.

6.4. Vacancies. If an officer resigns, is removed, or is otherwise disqualified to serve, the Board of Directors shall elect a member to fill the remainder of the officer's term. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

6.5. Duties of the President. The president shall be the chief executive officer of the corporation and shall, subject to the oversight of the Board of Directors, manage the affairs of the corporation. The President shall preside at all meetings of the Board of Directors and the membership. Except as otherwise expressly provided by law or by these bylaws, he or she shall, in the name of the organization, execute such contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

6.6. Duties of the Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The Vice President shall have other powers and perform such other duties as may be prescribed by law or by these bylaws, or as may be prescribed by the Board of Directors.

6.7. Duties of the Secretary. The Secretary shall:

6.7.1. Certify and keep at the principal office of the corporation, or at such other place as the Board of Directors may determine, the original, or a copy, of these bylaws as amended or otherwise altered to date.

6.7.2. Keep at the principal office of the corporation, or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors and membership, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

6.7.3. Perform duties as may be required by law or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

6.8. Duties of the Treasurer. The Treasurer shall:

6.8.1. Have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

6.8.2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

6.8.3. Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

6.8.4. Keep and maintain adequate and correct accounts of the corporation's transactions, including accounts of its assets, liabilities, receipts, and disbursements.

6.8.5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

6.8.6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

6.8.7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

6.8.8. Perform duties as may be required by law or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## ARTICLE 7 COMMITTEES

7.1. Designation of Committees. The corporation shall have a membership committee and such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of both directors and members who are not also directors on the Board of Directors and shall act in an advisory capacity to the Board of Directors.

7.2. Meetings and Actions of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## ARTICLE 8 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

8.1. Purpose of Conflict of Interest Policy. The purpose of this conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or any "disqualified person" as defined in Section 4958 (f) (1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958 (c) (1) (A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal law governing conflict of interest applicable to nonprofit and charitable organizations.

8.2. Definitions

8.2.1 Interested Persons. Any director, principal officer, member of a committee with Board of Directors delegated powers, or any other person who is a "disqualified person" as defined in Section 4958 (f) (1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

8.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

8.2.3 An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

8.2.4 A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

8.2.5 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph (b) of this article, a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

8.3. Conflict of Interest Avoidance Procedures

8.3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

8.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of the conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

8.3.3 Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

8.3.4. Violations of the Conflict of Interest Policy. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ARTICLE 9 FINANCIAL MANAGEMENT

9.1. Fiscal Year. The annual accounting period of the corporation shall begin on January 1 of each year, unless changed by the Board of Directors.

9.2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by one or more officers as the Board of Directors may from time to time designate.

9.3. Distribution of Assets. The property of this corporation is irrevocably dedicated to charitable purposes. Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a

nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as this Court shall determine, which are organized and operated exclusively for such purposes.

9.4. Expenditures. No expenditure of the Corporation exceeding \$200 may be made without prior approval of the Board of Directors. Receipts for any expenditure exceeding \$25 shall be promptly shared with the Board of Directors members.

#### ARTICLE 10 AMENDMENT AND RATIFICATION OF BYLAWS

10.1 Except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by a two-thirds vote of the members present and voting at a membership meeting. Notice of the meeting shall include the text of the proposed alterations or amendments that can be amended at the meeting.

10.2 These bylaws are adopted with the approval of the current directors of the corporation on this 16<sup>th</sup> day of March, 2016.

Attest

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Sarah Meservey  
Secretary

Attest

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Suzanne Bolton  
President

Attest

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Jay Jacob Wind  
Treasurer