

BY-LAWS OF
OF
FAIRFAX COUNTY CEMETERY PRESERVATION ASSOCIATION, INC.

ARTICLE ONE

NAME

The name of this Corporation is:

FAIRFAX COUNTY CEMETERY PRESERVATION ASSOCIATION, INC.

ARTICLE TWO

PURPOSE

1. The Corporation is a nonprofit organization formed exclusively for charitable purposes and to identify, document, preserve, protect, maintain and advocate for cemeteries in Fairfax County that may be threatened by development, vandalism or neglect; and to educate the community about the historical importance of cemeteries and how to survey and preserve cemeteries, and other charitable purposes, other charitable purposes, and including for such purposes as receiving and administering funds and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. (Any reference herein to any provisions of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded).

2. The Corporation is a nonprofit organization that will be financed under a general plan which may include, without limitation, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as the Board of Directors shall deem necessary and appropriate to further the purposes of the Corporation.

3. The assets of the Corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the Internal revenue Code of 1986, as may be specified in a plan of distribution

adopted as provided by law or as directed by a court of competent jurisdiction.

4. The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in furtherance of the purposes set out in Paragraph 1 above.

5. The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly participate or intervene (including publishing or distributing statements) in any political campaign on behalf of any candidate for public office or any other activity not within the purposes set out in Paragraph 1 above). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- A. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and
- B. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. The Corporation shall do any and all lawful things that may be necessary for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber real and personal property.

ARTICLE THREE

Membership

Section 1. There shall be two classes of membership of the Corporation as provided in the Articles of Incorporation.

- A. Members by Subscription who shall pay such dues as may from time to time be set by the Board of Directors. Members by Subscription shall be entitled to vote in all matters coming before the membership meetings. Each such member shall have full voting rights.
- B. Honourary Members of the Corporation shall be individuals of high merits and great distinction who are recommended by the elected Officers and approved by the Members. Dues

are waived for Honourary Members.

Section 2. Each member in good standing shall vote at the meetings of the Corporation. Proxy voting shall be permitted. Voting rights of any member whose dues are not paid may be suspended by the Board of Directors.

Section 3. The annual meeting of the members shall be held on the first Monday of June each year. Special meetings of the members shall be called upon petition of ten percent (10%) of the members to the Secretary in writing or upon the call of a special meeting by the Board of Directors of the Corporation. Written notice of any special or annual meeting shall be given to each member at least five days prior to the date of the meeting. Such notice may be waived by the members. No written notice shall be required for the regular meetings of the Corporation. The quorum for membership at meetings shall be ten percent (10%) of the votes represented by members in good standing.

ARTICLE FOUR

Financial

Section 1. Membership dues may be established by majority vote of the Board of Directors. However, such dues may be modified or rescinded at any meeting of the members by a two thirds vote of a quorum of the members in good standing.

Section 2. Any dues levied and other income received by the Corporation shall be used for the following purposes:

- A. Administrative and professional expenses of the Corporation; and
- B. The purposes of the Corporation as reflected by the Articles of Incorporation and deemed to be in the best interest of the Corporation by the Board of Directors.

Section 3. As early as possible each fiscal year the Board of Directors shall adopt a budget showing a schedule of income and expenditures for the fiscal year. Such budget shall be distributed to the members at the next meeting of the members after adoption of the budget by the Board of Directors.

Section 4. Nothing in the By-Laws shall be construed to prevent the Corporation from obtaining revenues from sources other than dues. It is the specific goal of the Corporation to solicit and obtain contributions from private and public sources to establish itself as a non-profit Corporation pursuant to Internal

Revenue Code Section 501(c)(3).

ARTICLE FIVE

Directors

Section 1. The number of Directors of the Corporation shall not be less than three. The initial number of Directors of the Corporation shall consist of five individuals to include the President of the Corporation. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, by the unanimous action of the full Board of Directors.

Section 2. Directors shall be elected by and from the voting membership at the annual membership meeting called by the Chairperson the Chairperson shall serve as a Director. Directors shall hold office until removed or until the next meeting of the members or until their successors are elected.

Section 3. The annual meeting of the Board of Directors shall be held in _____ of each year. At least five days prior written notice of the annual meeting shall be required, unless waived by the Board of Directors at the annual meeting.

Section 4. A quorum for a meeting of the Board of Directors shall be a majority of the Board. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required.

Section 5. Special meetings of the Board of Directors shall be called upon (a) the request of the Chairperson or (b) the request of any member of the Board. Written notice of such meeting shall be provided to all members of the Board at least five days and not more than ten days prior to the date of the meeting. Unless waived by the Directors at the meeting. Any notice shall state the purpose of the meeting.

ARTICLE SIX

Officers

Section 1. The Board of Directors, promptly after its election each year, shall elect a Chairperson, who shall be one of the Directors; a President, a Secretary; and a Treasurer. The Board may appoint such other officers as it may deem proper. Any officer may hold more than one office.

Section 2. The term of office shall be until the first meeting of the Board of Directors following the next annual meeting

of the members and until their respective successors are elected. Any officer may be removed at any time by the vote of the Board of Directors.

Section 3. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

Section 4. The Directors, Chairperson, President, Secretary, and Treasurer shall not be entitled to a salary and wage compensation for their services without specific authorization of the Board. Any Director or officer may waive any authorized compensation in writing a letter addressed to the Chairperson or Secretary of the Corporation. Per diem and travel expenses shall not constitute salary or wages for the purpose of this Article.

ARTICLE SEVEN

Vacancies

Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board of Directors at its first regular meeting following the creation of such vacancy or at a special meeting of the Board of Directors called for that purpose.

ARTICLE EIGHT

Committees

Section 1. The Board may appoint from time to time special or standing committees to advance the work and purposes of the Corporation. Membership on such committee shall be appointed from the members of the Corporation, or persons who desire to actively promote the goals and objectives of the Corporation. All such committees shall report to the Board and shall always be subject to the final authority of the Board of Directors.

Section 2. Any committees appointment, if not subject to a specific term, may be indefinite but subject to termination by a majority vote of the Board of Directors upon ten days written notice to the appointee.

ARTICLE NINE

Amendments

Section 1. Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors and shall be submitted to the membership at a regular or special meeting. A copy

of the resolution must accompany the notice of the meeting and such notice shall be given at least twenty five (25) but not more than fifty (50) days prior to the meeting. The proposed amendment shall be adopted upon receiving more than two thirds of all votes entitled to be cast.

Section 2. Amendments to the By-Laws shall be adopted by a majority vote of the Board of Directors.

ARTICLE TEN

Dissolution

The Corporation may be dissolved at any time by recommendation of the Board of Directors, approved in writing by more than two thirds of the members in good standing or involuntarily by operation of law, and in accordance with Article 2 Section 4 of the Articles of Incorporation. Upon such dissolution, the Corporation shall pay all of its lawful debts and distribute the assets of the Corporation in accordance with a plan submitted by the Board of Directors together with its aforesaid recommendation of dissolution to the members or to a successor corporation organized to promote the interests of the Corporation.

ARTICLE ELEVEN

Rules

Section 1. Unless stated herein to the contrary, the order of business of the Corporation shall be governed as follows:

- a. Call of attendance;
- b. Reading and approval of the minutes;
3. Report of the Treasurer, accepted and filed;
- d. Report of the presiding officer;
- e. Report of the committees;
- f. Old business;
- g. New business, including elections, if applicable; and
- h. Adjournment.

Section 2. The above rules may be suspended, in part, or in whole, by a two thirds (2/3) vote of the voting strength, in good standing, present at the meeting.

ARTICLE TWELVE

Seal

The seal of the Corporation shall be a flat-faced circular die, of which there may be any number of counterparts, with the word "SEAL" and the name of the Corporation engraved upon.

ARTICLE THIRTEEN

Indemnification of Officers and Directors

Each Director and officer shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him/her (including amounts paid in settlement) by reason of having been such a Director or officer, whether or not then continuing to be, and against all expenses (including counsel fees) reasonably incurred by him/her in connection therewith, except in relation to matters as to which he/she shall have been finally adjudged to be liable by reason of having been guilty or gross negligence or willful misconduct in the performance of his/her duty as Director or officer. In the event of any other judgment against such Director or officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director of the Corporation, by the Board of Directors, and otherwise by corporate counsel, that in its or his/her opinion such Director or officer was not guilty of gross negligence or willful misconduct in the performance of his/her duty, and in the event of a settlement, that such settlement was or if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advise of corporate counsel. Every reference herein to Director or officer or former Director or officer shall include every Director or officer of the Corporation, and every person who may have served at its request as a Director or officer of another corporation in which the Corporation owns share of stock or of which it is a creditor or, in the case of a non-stock corporation to which the Corporation contributes and, in all of such cases, his/her executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other right to which any Director, officer or member of the Corporation who is liable in his/her capacity as a contractor or subcontractor of the Corporation.