

BYLAWS
of
Loudoun Nature Conservation Project
a Nonprofit Corporation

ARTICLE I
Corporation Formation

- 1.1 **FORMATION.** This Corporation is formed pursuant to the laws of the state of incorporation (Virginia), as stated in the Articles of Incorporation for the Corporation.
- 1.2 **CORPORATE CHARTER COMPLIANCE.** The Board of Directors (the “Board”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the respective state office and all filing fees have been paid and satisfied.
- 1.3 **REGISTERED OFFICE & REGISTERED AGENT.** The registered office of the corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Board is obligated to maintain and update the corporate records on file with the Corporation’s registered agent.
- 1.4 **OTHER OFFICES.** The Corporation may have other offices, however, all offices must remain in the state of Virginia.
- 1.5 **CORPORATE SEAL.** The Board may adopt a corporate seal with the form and inscription of their choosing, however, the adoption and use of a corporate seal is not required.
- 1.6 **PURPOSE.** Consistent with the Articles of Incorporation, and until such time that the Articles of Incorporation have been amended, this Corporation is formed to engage in any lawful public tax-exempt nonprofit business purpose.
- 1.7 **ADOPTION OF BYLAWS.** These corporate Bylaws have been adopted by the Board on behalf of the Corporation.

ARTICLE 2

Board of Directors

1.1 **INITIAL MEETING OF THE BOARD.** The Board has conducted and completed the initial meeting necessary to begin the business operations of the Corporation, including the adoption of these Bylaws. At the initial meeting of the Board, the initial directors were appointed to their respective staggered terms, and at least one director was appointed to an abbreviated term set to expire upon occurrence of the first annual meeting of the Board whereby that director can either be re-elected or replaced by the Board pursuant to these Bylaws.

1.2 **NAMING SCHEME.** The use of Director and Founder are interchangeable throughout the entire bylaw(s),

1.3 **POWERS AND NUMBERS.** The management of all the Corporation's affairs, property, and interests shall be managed by or under the direction of ml l lol the Board. Directors need not be members of the Corporation or residents of the state of incorporation to qualify and serve the Corporation as a director.

Until these Bylaws are amended, the Board consists of three (3) directors who are elected for the term of life, and will hold office until their successors are duly elected and qualified at the following annual meeting of the Board.

1.4 **DIRECTOR LIABILITY.** Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation.

Directors who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

1.5 **CLASSES OF DIRECTORS.** Until such time as these Bylaws are accordingly amended, the Corporation does not have classes of directors.

1.6 **CHANGE OF NUMBER.** The Board may increase or decrease the number of directors at any time by amendment of these Bylaws, pursuant to the process outlined in Article 8 of these Bylaws. A decrease in number does not have the effect of shortening the term of any incumbent director. If the established number of directors is decreased, the directors shall hold their positions until the next meeting of the Board occurs and new directors are elected and qualified.

The Corporation must have at least three (3) directors.

1.7 **ELECTION OF DIRECTORS.** Unless a special meeting is expressly called to remove a director or fill a vacancy, directors will serve in perpetuity.

1.8 **REMOVAL OF DIRECTORS.** At any meeting of the Board called expressly for that purpose, any director, including the entire Board, may be removed by an affirmative majority vote by the current Board. If the Board votes to remove the entire Board, then the President, Vice President, Treasurer, and Secretary will serve as the interim Board until directors are duly elected to the Board pursuant to these Bylaws. If the Corporation has members, then the members must promptly have a special meeting to elect directors to the Board. As soon as practical, the members or the interim Board must meet to elect directors via the process described in Section 2.02 of these Bylaws.

1.9 **VACANCIES.** All vacancies in the Board may be filled by the affirmative vote of a majority of the remaining directors, *provided* that any such director who fills a vacancy is qualified to be a director and shall only hold the office for the term specified in Section 2.02 of these Bylaws and until a new director is duly elected by the Board or members. Any vacancy to be filled due to an increase in the number of directors may be filled by the Board for a term lasting until the next annual election of directors by the Board at the annual meeting or a special meeting called for the purpose of electing directors. Any director elected to fill a vacancy which results from the removal of a director shall serve the remainder of the term of the removed director and until a successor is elected by the Board and qualified.

Any individual who fills a vacancy on the Board shall not be considered unqualified or disqualified solely by virtue of being an interim director.

1.10 **REGULAR MEETINGS.** The meetings of the Board or any committee may be held at the Corporation's principal office or at any other place designated by the Board or its committee, including by means of remote communication.

1.11 **SPECIAL MEETINGS.** Special meetings of the Board may be held at any place and at any time and may be called by the President, Vice President, Secretary, or Treasurer, or any director.

1.12 **ACTION BY DIRECTORS WITHOUT A MEETING.** Any action which may be taken at a meeting of the Board (or its committee) may be taken without a meeting, *provided* all directors (or committee members) unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board.

1.13 **NOTICE OF MEETINGS.** Regular meetings of the Board must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, by facsimile, by mail, or in any other lawful manner, so long as the method for notice comports with Article 6 of these Bylaws. Oral notification is sufficient only if accompanied by a written record of the notice in the corporate books/records. Notice is effective at the earliest of:

- a. Online Communication (Remind) and Social Media
- b. Physical Mail and/or Electronic Mail
- c. Verbal Confirmation

- 1.2 **QUORUM.** A simple majority of the current directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Corporation.
- 1.3 **MANNER OF ACTING.** Subject to the laws of the state of incorporation, as may be amended from time to time, the act of the majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board unless the Articles of Incorporation require a greater percentage.
- 1.4 **WAIVER OF NOTICE.** A director waives the notice requirement if that director attends or participates in the meeting, *unless* a director attends the meeting for the express purpose of promptly objecting to the transaction of any business because the meeting was not lawfully called or convened. A director may waive notice by a signed writing, delivered to the Corporation for inclusion in the minutes, before or after the meeting.
- 1.5 **REGISTERING DISSENT.** A director who is present at a meeting at which an action on a corporate matter is taken is presumed to have assented to such action, unless the director expressly dissents to the action. A valid dissent must be entered in the meeting's minutes, filed with the meeting's acting Secretary before its adjournment, or forwarded by registered mail to the Corporation's Secretary within twenty-four (24) hours after the meeting's adjournment. These options for dissent do not apply to a director who voted in favor of the action or failed to express such dissent at the meeting.
- 1.6 **EXECUTIVE AND OTHER COMMITTEES.** The Board may create committees to delegate certain powers to act on behalf of the Board, *provided* the Board passes a resolution indicating such creation or delegation. The Board may delegate to a committee the power to appoint directors to fill vacancies on the Board. All committees must record regular minutes of their meetings and keep the minute book at the corporation's office. The creation or appointment of a committee does not relieve the Board or individual directors from their standard of care described in Section 2.03 of these Bylaws.
- 1.7 **REMUNERATION.** Unless otherwise updated, the Board of Directors will not receive any monetary compensation.
- 1.8 **LOANS.** No loans may be made by the Corporation to any director.
- 1.9 **INDEMNIFICATION.** Provided the director complies with the standard of care described in Section 2.03 of these Bylaws, the Corporation shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.
- 1.10 **ACTION OF DIRECTORS BY COMMUNICATIONS EQUIPMENT.** Any action which may be taken at a meeting of the Board, or a committee, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons

participating in the meeting to hear each other at the same time. A director participating in a meeting by remote means is deemed to be present in person at the meeting.

ARTICLE 3

Members

- 1.1 **MEMBERSHIP.** Membership guidelines, as well as the entirety of Article 3, shall be outlined in the “Membership for Loudoun Nature Conservation Project” document. This document will serve in place of Article 3.

ARTICLE 4

Officers

- 1.1 **DESIGNATIONS.** The Corporation shall have a President, Vice President, Secretary, and Treasurer, who will be appointed by majority vote by the Board. In the absence or inability to act of any officer and of any person authorized to act in their place, the Board may delegate the officer’s powers or duties to any other officer, director, or other person, subject to Section 4.01 of these Bylaws. Vacancies in any office arising from any cause may be filled by the Board, subject to Section 4.01 of these Bylaws, at any regular or special board meeting
- 1.2 **PRESIDENT.** The President is appointed by majority vote of the board, serving as day to day operation and leading members toward the attainment of the goals of this organization. The President will preside at all meetings and the executive committee.
- 1.3 **VICE PRESIDENT.** The vice president will preside in all meetings in the absence of the president, and it is their responsibility to assist the president. The Vice President is responsible for the duty and tasks assigned by the president and/or board.
- 1.4 **SECRETARY.** The secretary will be responsible for maintaining an accurate record of attendance, minutes, and transactions in all meetings of this organization.
- 1.5 **TREASURER.** The treasurer of this organization will keep an accurate record of all monies received and disbursed, Operational cost (if any), public donations, or any monies gained through the organization. The Treasurer is responsible for the maintaining records used for end of year tax filing with the respective agencies.
- 1.6 **DELEGATION.** In the possible event of vacancy of any executive position. Board members reserve the right to delegate the responsibilities of the position to either the board of directors or other officer(s).
- 1.7 **LIABILITY.** Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If an officer acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation. Officers who fail

to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

ARTICLE 5

Books and Records

- 1.1 **MEETING MINUTES.** As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes of the proceedings of the Board within the corporate books/records.
- 1.2 **RETENTION OF RECORDS.** The Corporation shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by committee on behalf of the Board, and all waivers of notices of meetings.
- 1.3 **ACCOUNTING RECORDS.** The Corporation shall maintain appropriate accounting records.
- 1.4 **LEGIBILITY OF RECORDS.** Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.
- 1.5 **RIGHT TO INSPECT.** Any director or director representative has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following documents of the Corporation:
 - A. Articles of Incorporation;
 - B. These Bylaws;
 - C. Minutes of the Board proceedings;
 - D. Annual statements of affairs; and
 - E. The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described in Section 4.05 of these Bylaws.

ARTICLE 6

Notices

- 1.1 **MAILING OF NOTICE.** Except as may otherwise be required by law, any notice to any officer or director may be delivered personally or by mail. If mailed, the notice will be deemed to have been delivered on the close of business of the fifth business day following the day when deposited in the United States mail with postage prepaid and addressed to the recipient's last known address in the records of the Corporation.
- 1.2 **E-NOTICE PERMITTED.** Any communications required by the Act, these Bylaws, or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Corporation at the time of notice.
- 1.3 **DUTY TO NOTIFY.** All directors, officers, employees, and representatives of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Pursuant to the obligations under this Section of these Bylaws, the individual must notify the Corporation that electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

ARTICLE 7

Special Corporate Acts

- 1.1 **EXECUTION OF WRITTEN INSTRUMENTS.** All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by a majority vote between the Board of Directors to bind the Corporation.
- 1.2 **SIGNING OF CHECKS OR NOTES.** Until an amendment or financial obligation, the corporation will not partake in the signing of checks or notes
- 1.3 **MERGERS.** Following the approval by the Board, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of incorporation. Any merger which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.
- 1.4 **CONVERSIONS.** Following the approval by the Board, in order for any conversion of the Corporation to another organizational structure to be effective, it must follow the processes set out under the laws of the state of incorporation. Any conversion which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.
- 1.5 **DISSOLUTION.** Following the approval by the Board, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of incorporation.

1.6 **DISTRIBUTION OF ASSETS.** Until an amendment or financial obligation, the organization will not hold any assets bound to the corporation

ARTICLE 8

Amendments

1.1 **BY DIRECTORS.** The Board has the power to make, alter, amend, and repeal the Corporation's Bylaws. Any alteration, amendment, or repeal of the Bylaws, shall be effective following a majority vote of the Board.

1.2 **EMERGENCY BYLAWS.** The Board may adopt emergency Bylaws which operate during any emergency in the Corporation's conduct of business resulting from an attack on the United States, a nuclear or atomic disaster, or another force majeure incident.

1.3 **COMPLIANCE WITH STATE LAW.** Any amendment to the Corporation's Articles of Incorporation or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Corporation operates or conducts business.

These Bylaws are adopted by resolution of the Corporation's Board of Directors on this ____ day of _____, 2024.

Director

Director

Director

