

**A RESOLUTION APPROVING AMENDMENTS TO BYLAWS FOR THE
BLACKSBURG MUSEUM AND CULTURAL FOUNDATION, INC.**

WHEREAS, the Board of Directors of the Blacksburg Museum and Cultural Foundation, Inc., has deemed it advisable to develop amendments to the Bylaws of the corporation.

NOW, THEREFORE, BE IT RESOLVED that the Bylaws of this corporation are hereby amended and attached as Exhibit A.

PASSED AND ADOPTED this the 27th day of June, 2024, by a majority vote of the Board of Directors of the Blacksburg Museum and Cultural Foundation, Inc., as follows:

Jim Rakes, Director:	<u>Q+R</u> Yes	___ No	___ Abstain	___ Not Present
Tom Sherman, Director:	<u>Ymas</u> Yes	___ No	___ Abstain	___ Not Present
Ann Linden, Director:	<u>Q+R</u> Yes	___ No	___ Abstain	___ Not Present
Paul Farrier, Director:	<u>RZ</u> Yes	___ No	___ Abstain	___ Not Present
Susan Anderson, Director:	<u>S</u> Yes	___ No	___ Abstain	___ Not Present
John Bush, Director:	<u>J</u> Yes	___ No	___ Abstain	___ Not Present
Hugh Campbell, Director:	<u>Q+R</u> Yes	___ No	___ Abstain	___ Not Present
Vinod Chachra, Director:	___ Yes	___ No	___ Abstain	<u>X</u> Not Present
Steve Critchfield, Director:	<u>S</u> Yes	___ No	___ Abstain	___ Not Present
Jessie Eaves, Director:	<u>R</u> Yes	___ No	___ Abstain	___ Not Present
Joe Jennelle, Director:	<u>AJ</u> Yes	___ No	___ Abstain	___ Not Present
Kay Moody, Director:	___ Yes	___ No	___ Abstain	<u>X</u> Not Present
Jason Pospichal, Director:	<u>JP</u> Yes	___ No	___ Abstain	___ Not Present
Todd Robertson, Director:	<u>M</u> Yes	___ No	___ Abstain	___ Not Present

ATTEST:

Signature: Paul Farrier
Name: Paul Farrier
Secretary of the Board

APPROVED:

Signature: James Rakes
Name: James Rakes
President of the Board

Signed and dated by the President of the Board of Directors on this the 27th day of June, 2024.

BLACKSBURG MUSEUM AND CULTURAL FOUNDATION, INC. BYLAWS

ARTICLE 1: PURPOSE

The affairs and activities of Blacksburg Museum and Cultural Foundation, Inc. (the "Foundation") shall be carried out at all times for the purposes of and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (the "Internal Revenue Code"), affecting non-profit organizations described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2: DIRECTORS

2.01: General Powers.

All corporate powers of the Foundation shall be exercised by the Board of Directors subject to all limitations set forth in the Articles of Incorporation. The Board may, at its discretion, assign/delegate duties related to these corporate powers to staff or others authorized by the Board.

2.02: Number and Term.

The number of directors of the Foundation shall be between 12 and 18, as determined by a majority vote of the directors. The directors shall be divided into four classes, each to be as nearly equal in number as possible. A director's term of office is three years. If the director is agreeable, the director may be nominated for and voted on by the Board for an additional term.

2.03: Appointment.

The Board shall be self-perpetuating and shall fill all vacancies. Board membership should be broadly representative of the community. One director shall be appointed by the Blacksburg Town Council from the membership of the Blacksburg Town Council. The Executive Director shall serve ex-officio, as a non-voting member of the Board.

2.04: Removal: Vacancies.

A two-thirds majority of directors may remove any director, including the President, with or without cause. A vacancy on the Board, including a vacancy

resulting from the removal of a director or an increase in the number of directors and including a presidential vacancy, may be filled by a majority vote of a quorum, in accordance with Article 2.09 upon nomination by the Nominating Committee.

2.05: Annual and Regular Meetings.

Annual meetings of the Board shall be held for the purpose of electing officers, directors, and carrying on such other business as may properly come before the meeting. An annual meeting shall be held in the month of October each year. The failure to hold an annual meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action. The Board may adopt a schedule of additional meetings which shall be considered regular meetings. Annual and regular meetings shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the President shall designate from time to time. If no place is designated, annual and regular meetings shall be held at the principal office of the Foundation.

2.06: Special Meetings.

Special meetings of the Board may be called by the President or three directors, and shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

2.07: Notice of Meetings.

Meeting agendas shall be provided in advance by the President for annual and regular meetings of the Board. Notice of special meetings of the Board shall be given to each director not less than five business days before the meeting by a commonly used and agreed upon means of communication, in accordance with Article 2.09. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

2.08: Quorum: Voting.

A majority of the directors appointed pursuant to these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the quorum is the act of the Board.

2.09: Electronic/Virtual Meetings.

The Board may permit any or all directors to participate in regular or special meetings, or conduct meetings, by using any means of communication by which all

directors participating may hear and be heard by each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Action may be taken by the Board electronically/virtually when the action is available electronically/virtually to all directors. The Board may adopt a resolution authorizing participation in this manner, or it may do so on a case-by-case manner, but in no event is the Board obligated to permit participation remotely.

2.10: Compensation.

No director shall be entitled to any compensation for services as a director.

2.11: Attendance/Standing.

A director shall remain in good standing by attending at least six meetings per year (October to September) and actively participating in at least one meeting per quarter or has been granted a leave of absence.

2.12: Leave of Absence.

A director may apply for a leave of absence if that director is unable to attend meetings or be active in the affairs of the Board by reason of illness, prolonged absence or other personal reasons that preclude attending or being active.

A leave of absence must be approved by vote of a majority of the directors constituting a quorum of the Board and will include a designated duration which will not exceed the director's current term of office. A director granted a leave of absence shall not be included in the total number of directors determining a quorum. The director's term of office continues during the leave of absence.

2.13: Director Emeritus.

A director may by vote of a majority of the directors constituting a quorum of the Board be designated "Director Emeritus." Emeritus is honorary and does not carry any authority such as having a vote on the Board. Emeritus directors shall not be included in the total number of directors to determine a quorum.

ARTICLE 3: COMMITTEES OF DIRECTORS

3.01: Committees.

The Board may create one or more committees and appoint directors to serve on them. Board standing committees include: Executive Committee, Nominating Committee, Personnel Committee, Facilities Committee, Finance Committee,

History and Preservation Committee, Staff and Volunteers Committee, Marketing and Public Relations Committee, Daily Operations Committee, and St. Luke and Odd Fellows Hall Committee.

Each committee shall have one or more directors who serve at the pleasure of the Board. The creation of a committee shall be approved by vote of a majority of the directors constituting a quorum at a meeting. Each committee will report to the Board at each regular meeting. The Board may also appoint persons who are not members of the Board to serve on committees in an advisory capacity.

A director shall be the chairperson of all committees unless otherwise appointed by the Board.

Advisory members of committees may participate in votes that determine recommendations that committees make to the Board.

3.02: Executive Committee.

The Executive Committee shall have between five and seven directors who serve at the pleasure of the Board. The Executive Committee consists of the officers of the Foundation. Additionally, up to three directors elected by the directors at the annual meeting shall serve at large for a term of two years.

The Executive Committee shall exercise all the powers of the Board, except for amending the bylaws or forming committees.

In the intervals between meetings of the Board, the Executive Committee shall be charged with all duties of the Board and shall have general charge and direction of the affairs of the Foundation, subject to such direction and limitations as may be imposed by the Board. Any action taken by the Executive Committee between meetings shall be recorded in the Committee's minutes and distributed at the Board's next meeting.

3.03: Authority of Committees.

If the Board so specifies each committee may exercise the authority of the Board except that a committee may not: (i) approve action that is required by law to be approved by the Board; (ii) fill vacancies on the Board or on any of its committees; (iii) amend the Certificate of Incorporation; (iv) adopt, amend, or repeal these Bylaws.

3.04: Committee Meetings: Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board shall also apply to committees of directors and their members.

ARTICLE 4: OFFICERS

4.01: Officers.

The officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as the Board may delegate to such officers from time to time.

4.02: Election: Term.

Officers shall be elected at the annual meeting of the Board and may be elected at such other time or times as the Board shall determine. Officers shall hold office, unless removed, until the next annual meeting of the Board or until their successors are elected. Any officer may resign at any time upon written notice to the Board; such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

4.03: Removal of Officers; Vacancies.

The Board may remove an officer at any time by a two-thirds vote of the full Board with or without cause. Vacancies may be filled by the Board.

4.04: President.

The President, if present, shall be chair of all meetings of the Board, as well as any committee of which the President is a member unless the Board provides otherwise.

4.05: Vice President.

In the absence of the President, the Vice President shall preside at all meetings of the Board and exercise all powers of the President. The Vice President shall perform such other duties as may be prescribed by these Bylaws or the Board.

4.06: Treasurer.

The Treasurer shall have charge and custody of the funds, securities, and other like property of the Foundation. The Treasurer shall endorse for deposit such checks, notes, and bills as may be required for the business of the Foundation. The Treasurer shall also have authority to collect the funds of the Foundation and shall

deposit same in such bank or banks as the Board may designate. The funds of the Foundation shall not be drawn from such bank or banks designated except by checks to be signed in the manner designated herein or by the Board. Authority to collect funds and make payments may be delegated by the Board to museum staff.

4.07: Secretary.

The Secretary shall have the responsibility of preparing and maintaining custody of minutes of Board meetings, attendance, and authenticating records of the Foundation. Authority to prepare and maintain minutes, attendance, and authenticate records of the Foundation may be delegated by the Board to museum staff.

4.08: Executive Director.

The Board may hire an Executive Director who shall serve at the pleasure of the Board and shall perform the duties assigned by the Board.

ARTICLE 5: LIABILITY AND INDEMNIFICATION

5.01: Limitation on Liability of Officers and Directors.

To the full extent that the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, and as set forth in the Corporation's Articles of Incorporation, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

5.02: Directors, Officers, Staff, Employees, or Agents.

Reference herein to directors, officers, staff, employees, or agents shall include former directors, officers, staff, employees, and agents and their respective heirs, executors, and administrators.

ARTICLE 6: MISCELLANEOUS PROVISIONS

6.01: Fiscal Year.

The fiscal year of the Foundation shall begin July 1 and end June 30.

6.02: Checks, Notes, and Drafts.

Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board may authorize. When the Board so authorizes, the signature of any such person may be a facsimile.

6.03: Interpretation.

For purposes of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa.

6.04: Amendments.

These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board, provided that written notice of the proposed new Bylaws or amendments has been provided at the immediately preceding Board meeting. The Board may make new Bylaws and may repeal or change any existing Bylaws by majority vote of the directors. The vote may be held via an electronic survey and all votes must be tallied within five business days. The Bylaws may contain any provisions for the regulation and management of the affairs of the Foundation that are not inconsistent with law or the Articles of Incorporation.

6.05: Books and Records.

The Foundation shall keep correct and complete books and records of accounts and shall keep minutes of the meetings of its Board and committees having any of the authority of the Board. The Board may delegate the responsibility to keep and maintain records to Foundation staff.

Amended and adopted at Board of Directors Meeting June 27, 2024