

BRANDY STATION FOUNDATION BY LAWS

ARTICLE 1 General

SECTION 1. Incorporation. This organization is incorporated under the laws of the State of Virginia and shall be known as Brandy Station Foundation (the "Foundation")

SECTION 2. Purposes. The Foundation is organized exclusively for charitable and educational purposes, with the primary purpose of protecting the historic rural character of the Brandy Station area of Culpeper County, Virginia, as set forth in the Articles of Incorporation dated March 6, 1989. Within these purposes, the Foundation shall have all the powers and authority as set forth in the Code of Virginia (1950), Title 13.1, chapter 10.

ARTICLE 2 Membership

SECTION 1. Qualification. As provided in the Articles of Incorporation, the Foundation shall have one class of members who shall be elected by the Board of Directors and who shall consist of persons and organizations who support the goals of the Foundation. They shall apply for membership, and pay the annual membership dues in the amount fixed by the Board of Directors. To encourage participation in the Foundation, dues are set in the following membership categories: Individual - \$30.00; Couple (Two members) - \$40.00; Student (Member attending High School or College) - \$10.00.

SECTION 2. Voting. Each member shall be entitled to cast one vote for the election of each member of the Board of Directors and on any matter submitted to the membership for a vote.

SECTION 3. Termination of Membership. A member may resign at any time. The Board of Directors may request the resignation, or terminate the membership, of a member for any act or omission deemed to be inconsistent with or harmful to the goals of the Foundation.

SECTION 4. Honorary Members. The Board of Directors, by majority votes, may confer honorary membership on persons or organizations who are distinguished in public or community affairs. Honorary members shall have all the privileges of membership, except the right to vote and they shall be exempt from payment of dues.

ARTICLE 3 Membership Meetings

SECTION 1. Annual and Special Meetings. The members of the Foundation shall meet annually at a time and place determined by the Board of Directors. Special meetings of the members shall be held at the direction of the Board of Directors, or as called by the President upon petition of 10% of the Foundation members.

SECTION 2. Business of Annual Membership Meeting. The business of the annual meeting shall include the election of Directors, the reports of officers and committees, and the business presented by the President. All members shall be given an opportunity before the meeting to present matters they wish to have discussed.

SECTION 3. Dual Voting. Any person attending a meeting in the capacity of an individual, and as delegate on behalf of an organization, shall be entitled to one vote in each capacity.

SECTION 4. Proxy Voting. Any member of the Foundation may vote by written proxy if unable to attend the meeting.

SECTION 5. Quorum. At any meeting, special or annual, fifteen members present or represented by written proxy, shall constitute a quorum for the transaction of business.

ARTICLE 4 Board of Directors

SECTION 1. Number. The number of Directors shall be fixed by the Board of Directors on an annual basis, and shall consist of no less than 5, nor more than 21.

SECTION 2. Election. The Directors shall be chosen from the Foundation members and shall be elected at the annual membership meeting. Directors shall remain members of the Foundation in good standing, including payment of annual membership dues, or be subject to termination.

SECTION 3. Term of Office. Directors shall hold office for approximately one year – beginning their term following their election at that year’s annual meeting and through the next twelve months or until the following year’s annual meeting. Vacancies on the Board may be filled by the Board of Directors to serve until their successors are elected at the next annual meeting.

SECTION 4. Authority. The government and policy-making responsibilities of the Foundation shall be vested in the Board of Directors. The Board shall administer, manage, preserve and protect the property and policy of the Foundation, and shall have full power to conduct its affairs.

SECTION 5. Voting. Each member of the Board of Directors present at a meeting shall

be entitled to one vote on each matter considered and voted upon by the Board.

SECTION 6. Compensation. No compensation shall be paid to any member of the Board for service as a Director.

SECTION 7. Meetings. The Board of Directors shall meet at least four times a year, on dates prescribed by the Chairman of the Board. One of these shall be the annual meeting of the Board, and shall be held at a time and place called by the Secretary upon order of the President. At all meetings of the Board, four Directors shall constitute a quorum. The Board shall determine the manner and form of its proceedings, and any lawful action in which the majority of the entire Board shall concur in writing shall be binding and valid although not authorized or approved at any regular or special meeting of the Board.

SECTION 8. Annual Report. The Board of Directors shall submit an annual report of the activities of the Foundation at the annual meeting.

SECTION 9. Termination. A Director may be terminated for unexcused absence from three consecutive regular Board meetings, by vote of the Board of Directors. If termination is approved, the Secretary shall notify the Director promptly.

ARTICLE 5 Committees

SECTION 1. Appointment. The President, with the approval of the Board of Directors, may appoint committees not specifically provided for in these Bylaws. Such committees shall carry out such duties as requested by the President in conformance with the Bylaws. Each committee shall have the most possible membership participation.

SECTION 2. Committee Chairs. The President, by and with the approval of the Board of Directors, shall appoint committee chairs.

ARTICLE 6 Officers

SECTION 1. Officers and Terms. The officers of the Foundation shall be the President, a Vice-President, the Secretary, and the Treasurer. All officers shall be elected by the Board of Directors at the annual Board meeting. Officers shall be elected for a term of one year, or until their successors are elected

SECTION 2. Vacancies. Any vacancy shall be filled by the Board of Directors for the unexpired term of office.

SECTION 3. President. The President shall serve as chief executive officer of the Foundation under direct authority of the Board of Directors. The President shall preside at all meetings of the Board of Directors and of the members, and shall act as an advisor to the other officers and members. The President shall see to it that all affairs are conducted in accordance with the Articles of Incorporation of the Foundation and with these Bylaws.

SECTION 4. Vice-President. The Vice-President shall preside in the absence of the President, and shall perform other appropriate duties the Board of Directors may assign.

SECTION 5. Secretary. The Secretary shall make a record of the minutes of meetings of the Board of Directors and of the members.

SECTION 6. Treasurer. The Treasurer shall have the authority and the responsibility for proper management and disbursement of the Foundation funds. The Treasurer shall keep proper accounting records which shall be available for inspection at any time by the President and the Board of Directors. The Treasurer shall submit a report of financial condition at the annual meeting. All funds shall be deposited promptly, and disbursements shall be made in accordance with the budget, or upon the written request of the President or Board of Directors.

SECTION 7. Other Duties. All officers may have other duties and responsibilities as required by the Board of Directors

ARTICLE 7 Advisory Committee

SECTION 1. Composition and Term. The Advisory Committee shall consist of individuals who are distinguished in public service, community affairs and historic preservation. Advisory Committee members shall offer advice and assistance to the Board and officers in Foundation programs, outreach and fundraising.

ARTICLE 8 Nominating Committee and Elections

SECTION 1. Composition, Term and Duties. The President, with the advice and consent of the Board of Directors, shall designate a three person Nominating Committee consisting of at least one member from the Advisory Committee and current or former Brandy Station Foundation Board members who are not currently officers. The Nominating Committee members will select one of their members to be the Chair to head the Committee. The Committee shall be appointed on an annual basis. The President may appoint a new member to fill a vacancy on the Committee with the advice and consent of the Board of Directors. The

Nominating Committee shall nominate candidates for the Board of Directors, Officers, and the Advisory Committee. The nominations for the Officers, Board, and the Advisory Committee will be presented to the members at the annual membership meeting.

SECTION 2. Re-nomination. The Nominating Committee may re-nominate any Officer, Director or Executive Committee member if so desired.

SECTION 3. Nominations by Members. Nominations for the Board of Directors and for officers may be submitted in writing by any member of the Foundation to the Nominating Committee at least one week before the annual meeting. The Nominating Committee shall advise members at the annual meeting of nominations presented by the members.

SECTION 4. Election of Directors. Election of Directors shall be by secret ballot, unless waived by unanimous consent of all members present. The candidates receiving the plurality of votes cast shall be elected.

ARTICLE 9 Budget and Finance

SECTION 1. Fiscal Year. The Fiscal Year for the Foundation shall be from January 1 through December 31.

SECTION 2. Budget. The Board of Directors shall prepare the budget and present it at the meeting of the Board next preceding the annual meeting. The Budget, as approved and/or amended, shall authorize the Treasurer to make expenditures upon receipt of appropriate vouchers. No expenditure or obligation may be incurred that is not specified in the Budget or approved in advance by the President. The budget may be amended or updated by the Board of Directors at any time during the fiscal year

ARTICLE 10 Authority and Public Statements

SECTION 1. Limitation of Authority. No action of any member, committee, director or officer shall be binding upon or constitute an expression of the policy of the Foundation unless it has prior approval of the Board of Directors.

SECTION 2. Public Statements. Except in the context of an approved policy statement, no member, director or officer shall make a formal public statement as a spokesperson for the Foundation, without prior clearance by the President or Chairman of the Board.

ARTICLE 11 Parliamentary Authority

SECTION 1. Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final authority on all questions of parliamentary procedure when not inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE 12 Amendments

SECTION 1. Amendments. Amendments to these Bylaws may be made at any regular or special meeting of the Board of Directors by majority vote of Directors present. Proposed amendments shall be presented to the Directors in advance of the meeting.

ARTICLE 13 Dissolution

SECTION 1. Disposition of Assets. Upon the dissolution of the Foundation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Effective January 2020