

2 for 2 Foundation

BY-LAWS

BY-LAWS

OF

2 for 2 Foundation, INC

1.ARTICLE DEFINITIONS

- 1.1. Agreement. "Agreement" shall mean each and every contract, agreement, letter agreement or other document between the corporation and any third party, including, but not limited to documents regarding the use of the corporation, 2 for 2 Foundation, INC or third parties' names, trademarks, logos or other intellectual property. "Agreement" shall also include any document including letters signed only on behalf of the corporation and not the third party that could in any manner bind the corporation or that grants to any third party permission to do anything for or on behalf of the corporation.
- 1.2. Articles. "Articles" shall mean the group's Articles of Incorporation filed with the Commonwealth of Virginia's State Corporation Commission on September 29, 2021.
- 1.3. Board Committee. "Board Committee" shall mean a body created by these by-laws or by resolution of the Board, the membership of which body shall consist of directors of the group and such other persons as the Chairperson may appoint to serve thereon.
- 1.4. Board of Directors or Board. "Board of Directors" or "Board" shall mean the governing body of the corporation.
- 1.5. Executive Director. "Executive Director" shall mean the individual that works with the Board and serves as the Executive Director of the corporation to oversee all business operations, functions and policies.
- 1.6. Foundation. "Foundation" shall mean the 2 for 2 Foundation, Inc., the principal offices of which are located at 253 Macbeth Lane Clearbrook, Va 22624.
- 1.7. Internal Revenue Code. "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, or the successor version thereof then in effect.
- 1.8. Chairperson. "Chairperson" shall mean the individual elected by the Board to serve as the principal presiding officer of the corporation's board.
- 1.9. State. "State" shall mean the State of Virginia.

- a. Registered Office. The corporation shall have and continuously maintain a registered office in this State. The current location of the corporation's registered office 253 Macbeth Lane Clearbrook, VA 22624.

2.2. Purposes. The purposes of the corporation:

2.2(1) The 2 for 2 Foundation's mission is to develop and maintain swim and ice skating facilities to provide athletic, educational and recreational centers in the community

2.2(2) to operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of the Articles or these By-laws, the corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and

2.2(3) to engage in any and all activities necessary, suitable, convenient or proper for, in connection with, incident to, or in furtherance of the foregoing specific purposes.

3.1. No Stock to be Issued. The corporation shall be organized on a non-stock basis.

3.2. No Members. The corporation shall have no members. Any provision of law which requires notice to, the presence of, or the vote, consent or other action of members of a corporation in connection with any matter shall be satisfied by notice to, or the presence of, or the vote, consent or other action of the Board.

ARTICLE 4) BOARD OF DIRECTORS

4.1. Powers. Except as otherwise provided by law, the Articles or these By-laws, all powers of the corporation shall reside in and be exercised by and under the

authority of the Board of Directors. The Board shall have and exercise full power and authority to do all things deemed necessary or appropriate in the governance, management and control of the property, business and affairs of the corporation, including, without limitation, the establishment of policies to guide the operation of the corporation.

These By-laws provide that various Board's duties and responsibilities shall be delegated to Board Committees and officers and employees of the corporation, subject to the overall supervision and review of the Board. Such delegation shall not serve to deprive the Board of authority over such matters, and the taking of any action by the Board without compliance with the delegation provisions contained herein shall not serve to invalidate such action, and such action shall be legal, valid and binding.

4.2. Number and Qualification. The Board shall consist of not less than three (3) nor more than fifteen (15) directors. The exact number of members of the Board at any given time shall be that number within the aforementioned range as is fixed from time to time by resolution of the Board. Each division of the corporation shall be represented by a Director on the Board. Directors shall be at least eighteen years of age and shall be selected for their experience, relevant areas of interest and expertise and ability and willingness to participate effectively in fulfilling the Board's responsibilities. Election to the Board shall carry with it the obligation to serve on and participate actively in the affairs of Board Committees.

4.3. Election and Tenure.

4.3(1) Directors. Members of the Board shall be elected by action of the Board. Such candidates for election to the Board shall be proposed by the Nominating Committee which shall submit a slate for election to each Board member in July of each fiscal year. At its annual meeting or special meeting, the Board shall elect individuals to fill the vacancies created by the expired or expiring terms of office. Each elected director shall hold office beginning September 1 of said year for a term of two (2) years and until his or her successor is duly elected and qualified, unless he or she sooner resigns or is removed from office. Notwithstanding the forgoing, new appointments of directors, for a term of one or two years as may be set by the Board at the time of appointment, may, in the discretion of the Board, be made at any time throughout the year. The Board may by resolution provide for staggered terms. Directors may not serve for more than 6 years of uninterrupted service. Board members shall observe a one year break in service following six consecutive years of service.

4.3(2) Transition. Newly elected officers will have a one month period between the August and September Board meetings to properly transition into the new position. Transition will include, but will not be limited to, meetings with the incumbent officer, and/or other officers of the corporation to learn the background and reasoning behind all policies, procedures, and

precedents which have been set pertaining to the business of the chapter and the respective officer position. Incumbent officers will provide the officer-elect with all files, memorandum, books, and any other information pertaining to the position, duties and responsibilities of the officer position to ensure a smooth transition.

4.4. Resignation and Removal.

4.4(1) Resignation. Any director may resign at any time by giving written notice to the Chairperson or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation itself.

4.4(2) Removal. Any director may be removed from office at any time, with or without cause, by a vote of two-thirds of the members of the entire Board.

4.5. Vacancies. Vacancies in elected directorships due to the death, removal or resignation of a director, or an increase in the authorized number of directors, may be, but are not required to be, filled by election by the remaining number of directors, even if the number so remaining is less than a quorum. If a vacancy is to be filled, the Nominating Committee shall submit its candidates for election by the Board at the next regularly scheduled meeting of the Board, or earlier if appropriate. Any director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of the director's predecessor in office. Any director elected or appointed, as the case may be, by reason of an increase in the number of directors shall hold office until the next election of directors or until his or her successor is duly elected and qualified.

4.6. Additional Advisors. The Board may invite additional individuals, including corporation staff persons, with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum, and may address the Board with the consent of the Chairperson.

4.7. Attendance at Meetings. Directors are required to attend a minimum of three (3) regular Board meetings. If a Director misses two (2) consecutive regular Board meetings without contacting the Secretary and/or without good cause, that Director may be contacted by the Secretary after Board resolution covering the matter that the director shall be deemed to have tendered a resignation, and, the resignation shall be deemed effective without any further action required. The Secretary of the Corporation shall maintain a written record of attendance at all Board meetings, and shall notify the Chairperson if any Board member has failed to fulfill the attendance requirements set forth herein.

4.8. Meetings of Directors.

- 4.8(1) Regular Meetings. Regular meetings of the Board shall be held on the first Tuesday of a month, or at such other regular monthly intervals as the Board shall by resolution provide; provided however, that the Board shall only be required to hold regular meetings (4) times per year. Except as is otherwise required by law, the Articles or these By-laws, no notice shall be required for the convening of the Board's regular monthly meetings.
- 4.8(2) Annual Organizational Meeting. The August regular monthly meeting of the Board shall be its annual organizational meeting bringing together the members of the Advisory Board to elect new directors. The Board shall also conduct such other business as may properly come before the meeting. Additionally, at such time, or as soon as reasonably possible thereafter, the Chairperson shall appoint chairs of Board Committees, and new members and chairs of the Advisory Board when appropriate.
- 4.8(3) Special Meetings. Special meetings of the Board may be called by the Chairperson or shall be called upon the written request of three directors, which written request shall be delivered to the Secretary. No business shall be conducted at a special meeting other than that which is specifically stated in the notice of the meeting.
- 4.8(4) Time and Place of Meetings. All meetings of the Board shall be held at the either at the principal office of the corporation or at such other place as the Board shall by resolution provide, and at such time as the Board shall determine.
- 4.8(5) Notice. Written notice of the time and place of any meeting of the Board, except scheduled regular meetings, shall be given to each director personally, in the manner set forth in Section 8.8(A) hereof, not less than three (3) business days before such meeting. Each director shall be responsible for providing his or her current address (mail and electronic) to the Secretary of the Corporation and for apprizing the Secretary of any change of address. In the case of a special meeting or when required by law, the Articles or these By-laws, the notice shall also state the purpose for which the meeting is called.
- 4.8(6) Adjournment. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at any adjourned meeting other than by motion adopted at the meeting at which such adjournment is taken.
- 4.8(7) Quorum. Unless a greater or lesser number is required by law, the Articles or these By-laws, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that the attendance of any director at a meeting solely to object to the call or convening of such meeting shall not count towards the determination of a quorum. If a quorum is not present at any meeting,

a majority of the directors present may adjourn the meeting from time to time without further notice. The Directors present at a duly organized meeting at which a quorum is established can continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

4.8(8) Voting. Each director with voting rights shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted; provided, however, a director shall be allowed to participate via the telephone /zoom and shall be allowed to vote on a specific topic to come before the Board by letter which shall include an email or text message directed to the Chairperson and Secretary of the Board and received no later than 1 hour prior to the start of the Board meeting. The Board may also vote on matters of an emergency or expedited nature when the Board is not in session by email sent by the Chairperson to each Board member provided that the votes are not tallied until the end of business on the second full business day following the Chairperson's request for a vote.

4.8(9) Manner of Acting. Unless otherwise required by law, the Articles or these By-laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. In addition to those directors who are physically present at the meeting, directors shall be deemed present at a meeting if a telephone or similar communications device by which all persons participating in the meeting can hear each other at the same time is used. Any action required or permitted to be taken by the Board under any provision of law, the Articles or these By-laws may be taken without a meeting by the unanimous consent of all of the directors, in writing, setting forth the action so taken. Such written consent shall be filed with the proceedings of the Board. Any such action by unanimous written consent shall have the same force and effect as a unanimous vote of the directors.

4.8(10) Minutes of Proceedings. Minutes of all meetings of the Board shall be taken and disseminated to each director as soon as possible and in all events prior to the convening of the next meeting of the Board, at which time the minutes shall be approved.

4.9. Advisory Board. The Board may appoint individuals to serve as members of an Advisory Board to the Foundation. The purpose of the Advisory Board shall be to advise the Board on any aspect of the operation and/or purposes of the corporation. Members of the Advisory Board may adopt and from time to time amend rules and regulations for the conduct of their meetings and shall keep minutes which shall be submitted to the Secretary and the Board. Members of the Advisory Board shall serve at the pleasure of the Board. The chairperson of the Advisory Board shall be appointed by the Chairperson and the chairperson or his or her designee shall attend meetings of the Board and render the advice of the Advisory Board. The Advisory Board shall meet regularly and shall participate in

the Board's annual organizational meeting to be held prior to the end of each fiscal year and shall present to the Board its recommendations for the continued growth of the corporation. A member of the Advisory Board may resign at any time by giving written notice to the Chairperson of the corporation and will take effect upon receipt unless otherwise specified.

Board's Fiduciary Duty.

4.9(1) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:

- (i) in good faith;
- (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (iii) in a manner he or she reasonably believes to be in the best interests of the corporation.

4.9(2) In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (ii) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (iii) a committee of the Board of which he or she is not a member if the director reasonably believes the committee merits confidence.

4.9(3) A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (B) unwarranted.

4.9(4) A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

4.10. No Compensation. Members of the Board shall receive no compensation (other than reimbursement of reasonable expenses) for service on the Board or any Board Committees.

4.11. National Emergency

4.11(1) The Board may adopt emergency By-laws, which shall, notwithstanding any different provision elsewhere in the Virginia Nonprofit Corporation Act or in the Articles or these By-laws, be operative during any emergency in the conduct of the affairs of the Foundation resulting from an attack on the United States or any nuclear or atomic disaster. The emergency By-laws may make any provision that may be practical and necessary for the circumstances of the emergency, including provisions that:

- (i) A meeting of the Board may be called by any officer or director in such manner and under such conditions as shall be prescribed in the emergency By-laws;
- (ii) The director or directors in attendance at the meeting, or any greater number fixed by the emergency By-laws, shall constitute a quorum; and
- (iii) The officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the emergency By-laws or in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board, be deemed directors for such meeting.

4.11(2) The Board either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during any such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

4.11(3) The Board, either before or during any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers so to do.

4.11(4) To the extent not inconsistent with any emergency By-laws so adopted, the By-laws of the corporation shall remain in effect during any such emergency and upon its termination the emergency By-laws shall cease to be operative.

4.11(5) Unless otherwise provided in emergency By-laws, notice of any meeting of the Board during any such emergency may be given only to such of the directors as it may be feasible to reach at the time and by such

means as may be feasible at the time, including publication or radio or text.

4.11(6) To the extent required to constitute a quorum at any meeting of the Board during any such emergency, the officers of the corporation who are present shall, unless otherwise provided in emergency By-laws, be deemed, in order of rank and within the same rank in order of seniority, directors for such meeting.

4.11(7) No officer, director or employee acting in accordance with any emergency By-laws shall be liable except for willful misconduct. No officer, director or employee shall be liable for any action taken by him or her in good faith in any such emergency in furtherance of the ordinary affairs of the corporation even though not authorized by the By-laws then in effect.

ARTICLE 5) LEADERSHIP OF THE FOUNDATION

- 5.1. Officers. The officers of the Corporation shall be an Executive Director, Chairperson, a Vice Chairperson, a Secretary and a Treasurer, and such other officers and assistant officers as the Board shall deem necessary and elect, including, without limitation.
- 5.2. Executive Director: The Executive Director shall be the administrator of the corporation. The Executive Director shall supervise and control the business and affairs of the corporation. The Executive Director shall be selected by the Board through the Executive Committee.
- 5.3. Election and Tenure. The Board shall elect the officers of the corporation at its annual organizational meeting. Each officer shall hold office for a four (4) term and until his or her successor is elected. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be selected from among the board members of the corporation. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary. A Chairperson shall be ineligible to serve as Chairperson if he or she has served in the capacity of Chairperson for a term of four (4) consecutive one-year terms; provided, however, that such person shall again be eligible for election as Chairperson after a one year absence from that position.
- 5.4. Resignation and Removal.
 - 5.4(1) Resignation. Any officer may resign at any time by giving written notice to the Chairperson or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

5.4(2) Removal. Any officer may be removed by action of a majority of the entire Board whenever in the Board's judgment the best interests of the corporation will be served thereby.

5.5. Vacancies. A vacancy in the offices of Chairperson, Vice Chairperson, Secretary or Treasurer shall be filled by the Board for the unexpired portion of the term. A vacancy in any other office may be, but is not required to be, filled by the Board for the unexpired portion of the term.

5.6. Duties of Officers.

5.6(1) Chairperson. The Chairperson shall be the principal presiding officer of the Directors. The Chairperson shall preside at all meetings of the Board and the Executive Committee. Except as otherwise specified, the Chairperson shall, with the advice and consent of the Board, appoint the chairpersons of each Board Committee and the chairpersons so appointed, shall appoint the members of said committee. He or she shall sign on behalf of the corporation any documents or instruments which the Board has authorized to be executed, except where the signing and execution thereof is expressly delegated by the Board or by these By-laws to some other officer or agent, or is required by law to be otherwise signed or executed Board. He or she shall also perform all duties as may be prescribed by the Board from time to time.

5.6(2) Vice Chairperson. The Vice Chairperson shall perform such duties as may be assigned to him or her by the Board or the Chairperson. In the absence of the Chairperson or when, for any reason, the Chairperson is unable or refuses to perform his or her duties, the Vice Chairperson shall perform those duties with the full powers of, and subject to the restrictions on, the Chairperson.

5.6(3) Treasurer. The Treasurer shall be charged with custody of the books belonging to or held in trust by the corporation. The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the corporation and in general perform all duties incident to the office and such other duties as may be assigned to him or her from time to time by the Chairperson or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine. The expense of any such bond shall be borne by the corporation. The Treasurer may delegate any of his or her duties to any duly elected or appointed Assistant Treasurers.

5.6(4) Secretary. The Secretary shall provide for the keeping of minutes of all meetings of the Board and shall assure that such minutes are filed with the records of the corporation. He or she shall give or cause to be given appropriate notices in accordance with the Articles or these By-laws or as

required by law, and shall act as custodian of all corporate records and reports and of the corporate seal, assuring that it is affixed, when required by law, to documents executed on behalf of the corporation. He or she shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chairperson or the Board. The Secretary may delegate any of his duties to any duly elected or appointed Assistant Secretaries.

5.7(5) Duties of the Executive Director. The Executive Director shall have the authority and responsibility to direct and administer all activities, departments and programs of the corporation, subject to such policies that may be adopted by the Board or any committee which the Board has delegated authority and responsibility for such policies. The Executive Director shall have the authority to sign, execute and acknowledge, on behalf of the corporation, all, contracts, reports and all other documents or to instruments necessary or proper to be executed in the ordinary course of the corporation's regular business, or which shall be authorized by resolution of the Board; provided, however that an aggregate value is not over 5,000 or if it is not deemed as ordinary business. In general, the Executive Director shall perform all the duties incident to the office as a chief operating administrator and officer of a nonprofit organization. The Executive Director will serve as a board member.

ARTICLE 6) BOARD COMMITTEES

6.1. Principles Governing Board Committees.

6.1(1) Creation of Committees; Limitations on Authority. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board, except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles, restating Articles, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it, him or her by law.

- 6.1(2) Standing Board Committees. The Foundation shall have the following standing Board Committees: Executive; Finance; and Nominating-
- 6.1(3) Creation and Combination of Committees and Reassignment of Functions. The Board shall have the power to create such other Committees as it deems appropriate. The continued utilization of Board Committees, other than those set forth in Section 6.1(B) above, shall be discretionary with the Board. If the Board determines that any one or more of such Committees (other than those specified in the preceding section) should not exist, it shall assign the functions of such Committees to a new or existing Committee of the Board, to the Board acting as a committee of the whole, or to an individual officer or agent of the corporation. If a new Board Committee is established, the resolution creating it must designate the number of directors who are to serve as its voting members, the authority of the Board which the Committee shall have and any limitations thereon, and the functions which the Committee shall discharge. The Board shall by resolution disband any Committee.
- 6.1(4) Powers and Reporting. Each Board Committee shall have and exercise the powers and authority of the Board granted to it in the resolution creating it or in these By-laws. Each Board Committee shall have the responsibility to investigate, consider and formulate recommendations to the Board on all matters within the scope of the functions assigned to it. Any Board Committee may elect to perform any of its specifically designated functions by constituting any number of its members as a subcommittee for that purpose, and such subcommittee shall have all of the powers and authority of the Board Committee itself, unless otherwise specifically limited. Each Board Committee shall designate a Secretary who shall keep minutes of its proceedings. Each Board Committee shall report its actions to the Board. Actions of a Board Committee shall be effective when taken or at such later date as the Committee shall specify, but shall be subject to Board rescission. Board rescission of any action taken by a Board Committee shall not affect the rights of third parties accruing prior to such rescission.
- 6.1(5) Appointment and Tenure. Except as is otherwise provided herein, the Chairperson shall appoint all Board Committee chairpersons for a term of 1 year. The President may make recommendations to the Chairperson regarding the appointment of committee chairpersons.

Members of the Board Committees shall be appointed by the chairperson of the committee with the advice of the Executive Committee.

- 6.1(6) Non-Directors Permitted to Serve on Committees. Persons who are not directors of the corporation but are corporation volunteers shall be permitted to serve on Board Committees (other than the Executive Committee) in cases where the Chairperson determines that the special expertise of such non-directors would assist the Board Committee in performing its assigned tasks. Any corporation Committee, such as the Natatorium/Skating Centers Committee, on which non-directors are serving as voting members shall act in an advisory capacity to the Board and shall have no authority to bind the Board or the corporation with its actions.
- 6.1(7) Additional Advisors. The chairperson of any Board Committee, with the concurrence of the Chairperson, may invite additional individuals with expertise in that Committee's pertinent area to meet with and assist the Committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Committee by a majority vote of the Committee members present. Such advisors shall not be considered Ex Officio members of any committee.
- 6.1(8) Resignation and Removal.
- (i) Resignation: Any member of a Board Committee may resign at any time by giving written notice to the Chairperson or to the Secretary of the corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in the resignation itself.
 - (ii) Removal: Any member of a Board Committee or corporation Committee, may be removed for cause at any time by a majority vote of the Executive Committee.
- 6.1(9) Vacancies: Any vacancy on any Board Committee may be, but is not required to be, filled for the unexpired portion of the term by the Chairperson; provided, however, that any vacancy which results in any Board Committee having less than two Directors shall be filled for the unexpired portion of the term by the Chairperson.
- 6.1(10) Meetings and Notice. Meetings of a Board Committee may be called by the Chairperson, the chairperson of the Committee or any two of the Committee's voting members. Unless otherwise specified herein, each Committee shall meet as often as is necessary to perform its

duties. Oral or written notice of the time and place of any meeting of a Board Committee shall be given at least five days prior to the meeting; provided, however, that if the Committee schedules meetings at a regular recurring interval, no notice of such meetings shall be required.

- 6.1(11) Quorum. Unless otherwise specified by Board resolution, there shall be no mandatory quorum requirement for the transaction of business at any meeting of Board Committees other than the Executive Committee or the Nominating Committee. However, in the event that less than one-third of a Committee's members are present at a meeting, the chairperson of the Committee, in his or her sole discretion, may elect to adjourn the meeting until such time as more than one-third of the Committee members are in attendance.
- 6.1(12) Voting. Each Committee member with voting rights shall be entitled to one vote on any matter before the Committee. Voting by proxy shall not be permitted.
- 6.1(13) Manner of Acting. The act of a majority of the members of a Board Committee present at a meeting shall be the act of the Committee so meeting. Action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the Committee entitled to vote thereat.
- 6.1(14) Overlap of Responsibilities. Where the responsibilities of two or more Board Committees overlap on any particular matter, the chairpersons of the respective Committees shall meet and discuss the allocation of such responsibilities between the Committees. If the Committee chairpersons are unable to agree on such allocation, the matter shall be brought before the Chairperson for resolution. Either chairperson shall have the right to appeal the Chairperson's decision to the Executive Committee.

6.2. Executive Committee.

- 6.2(1) Election and Composition. The Executive Committee shall be composed of the Executive Director, Chairperson, the Vice Chairperson, the Secretary, the Treasurer and one (1) at-large member. The term of office for the at-large members will be one (1) year with at-large members serving no more than three consecutive one-year terms. The Chairperson shall serve as the chairperson of the Executive Committee.
- 6.2(2) Functions. When the Board is not in session, the Executive Committee shall have and exercise the power and authority of the Board to transact all regular business of the corporation, subject to

any prior limitations imposed by the Board, by the Articles or these By-laws or by statute. The Executive Committee shall also coordinate the recommendations between the other Board Committees. The Executive Committee shall review and organize information pertinent to matters to be presented at future meetings of the Board in order to utilize more effectively the discussion time at such future meetings.

The Executive Committee shall also perform such other duties related to its functions as may be assigned to it by the Chairperson, President or the Board.

- 6.2(3) Meetings. The Executive Committee shall meet upon the call of the Chairperson for emergency action or other matters in the interim between regular Board meetings, and to discuss concerns of the Foundation. A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than a majority of its members. The Chairperson shall promptly call a meeting of the Executive Committee at the request of two (2) members of the Executive Committee.

6.3. Finance Committee.

- 6.3(1) Composition. The Finance Committee shall consist of the Treasurer, Director and two or more directors who are not officers of the corporation, and such other non-directors deemed advisable to properly discharge its functions. The Treasurer shall serve as the chairperson of the Finance Committee.

- 6.3(2) Functions. The Finance Committee shall have general responsibility for oversight of the financial condition of the corporation, for the investment of all endowment and other capital funds of the corporation, for the financial planning for the corporation or financial condition of the corporation. Specifically, the Finance Committee shall:

- (i) review and approve the annual operating budget and the capital expenditure plan and advise the Financial Development Committee as to the anticipated needs of the corporation;
- (ii) review and make recommendations on all proposed capital expenditures, all proposed borrowings by the corporation all deposits to and withdrawals from endowment funds, and all purchases and sales of investment securities and other capital assets of the corporation;

- (iii) review the financial feasibility of corporation projects, acts and undertakings involving major expenditures, as defined from time to time by the Board, and make recommendations thereon to the Board;
- (iv) receive, review and evaluate the findings and final reports of the annual audit of the corporation's financial records, and based thereon, make recommendations to the Board concerning the financial operation of and services required by and provided to the corporation;
- (v) consider and recommend plans for securing capital and operating funds for the corporation; and
- (vi) perform such other duties related to its functions as may be assigned to it by the Chairperson or the Board.

6.4. Nominating Committee.

6.4(1) Composition. The Nominating Committee shall consist of three or more directors, one of whom shall be the Vice-Chairperson who shall also be the chairperson of said committee.

6.4(2) Functions. The Nominating Committee shall have the authority and responsibility to:

- (i) set standards for and review the performance of the individual directors, and report thereon to the Board;
- (ii) accept letters of intent, interview Board applicants and recommend to the members of the Board at the July Board Meeting prior to their annual organizational meeting nominees for election as directors and officers and at-large members of the Executive Committee and also recommend to the Board nominees to fill vacancies in directorships or offices;
- (iii) make recommendations to the Board concerning the make-up of the Advisory Board; and
- (iv) perform such other duties related to its functions as may be assigned to it by the Chairperson or the Board.

ARTICLE 7) INDEMNIFICATION AND INSURANCE

7.1. Indemnification.

7.1(1) Definitions. As used in this section:

- (i) "Expenses" include all expenses including attorneys' fees.
- (ii) "Party" includes a person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding.
- (iii) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

7.1(2) Conditions for Indemnification.

- (i) The Corporation shall indemnify any person made a party to any proceeding by reason of the fact that that person is or was a director, president, officer, employee or agent, if:
 - (a) He or she conducted himself or herself in good faith; and
 - (b) He or she reasonably believed:
 - (i) In the case of conduct in his or her official capacity with the corporation that his or her conduct was in its best interests; and
 - (ii) In all other cases, that his or her conduct was at least not opposed to its best interests; and
 - (c) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.
- (ii) Indemnification shall be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of the corporation, indemnification may be made only against such reasonable expenses and shall not be made in respect of any proceeding in which the person shall have been adjudged to be liable to the corporation. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not meet the requisite standard of conduct set forth in this subsection 7.1(B).

7.1(3) No Indemnification if Personal Benefit. A director, officer, employee or agent shall not be indemnified under subsection 7.1(B) in respect of any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in

which he or she shall have been adjudged to be liable on the basis that personal benefit was improperly received by him or her.

7.1(4) Indemnification for Reasonable Expenses. A director, officer, employee or agent who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in subsection 7.1(B) shall be indemnified against reasonable expenses incurred by the director, officer, employee or agent in connection with the proceeding.

7.1(5) Determination that Indemnification is Permissible.

(i) No indemnification under subsection 7.1(B) shall be made by the corporation unless authorized in the specific case after a determination has been made that indemnification of the director, officer, employee or agent is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth in subsection 7.1(B). Such determination shall be made:

(a) By the Board by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or

(b) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding; or

(c) By special legal counsel, selected by the Board or a committee thereof by vote as set forth in items (a) or (b) of this subdivision, or, if the requisite quorum of the full Board cannot be obtained therefore and such committee cannot be established, by a majority vote of the full Board (in which selection directors who are parties may participate).

(ii) Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in item (C) for the selection of such counsel.

7.1(6) Payment or Reimbursement of Reasonable Expenses. Reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceedings upon receipt by the corporation of:

- (i) A written affirmation by the director, officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation as authorized in this section; and
- (ii) A written undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she has not met such standard of conduct, and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The undertaking required by this subdivision (ii) shall be an unlimited general obligation of the director, officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this subsection 7.1(F) shall be made in the manner specified in subsection 7.1(E).

7.1(7) Non exclusivity. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of these By-laws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this section shall limit the corporation's power to pay or reimburse expenses incurred by a director, officer, employee or agent in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

7.1(8) Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against the director, officer, employee or agent and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this section.

7.1(9) Reporting Requirement. Any indemnification of, or advance of expenses to, a director, officer, employee or agent in accordance with

this section, if arising out of a proceeding by or in the right of the corporation, shall be reported in writing to the Board with or before the notice of the next Board meeting.

7.2. Exemption from Liability. Notwithstanding any contrary provision in the Articles, these By-laws or the Rhode Island Non Profit Corporation Act:

7.2(1) No Liability if not Compensated. No person serving without compensation as a volunteer, director or officer of the corporation shall be liable to any person based solely on his or her conduct in the execution of such office or duty unless the conduct of such director, officer or volunteer with respect to the person asserting such liability constituted malicious, willful or wanton misconduct. As used in the section "compensation" does not include a per diem or per meeting allowance, health insurance benefits or reimbursement for out of pocket costs and expenses incurred in such service. Nothing herein shall be construed to exempt a volunteer from liability based upon his or her ownership and/or operation of a motor vehicle.

7.2(2) No Liability for Bodily Injury in Contest or Exhibition. Officers, directors, agents and volunteers of the corporation shall not be liable for bodily injury to any person incurred while such person is practicing for, or participating in, any contest or exhibition of an athletic or sports nature sponsored by the corporation; provided such person has, or in the case of a minor, a parent or guardian of such minor has, signed a written waiver of liability of the corporation and acknowledgment of assumption of risk with respect to such practicing for, or participating in, any contest or exhibition of an athletic or sports nature sponsored by the corporation.

ARTICLE 8) GENERAL PROVISIONS

8.1. Annual Report. At the annual organizational meeting of the Board, the Treasurer and the Director, if any, shall cause to be prepared and shall submit to the Board a proposed budget for the upcoming year containing, without limitation, financial statements for the corporation's immediately preceding fiscal year.

8.2. Employment of Auditors. The Board may employ certified outside auditors to audit the books of the corporation and submit periodic reports, including such reports as may be required to enable the President and the Treasurer to deliver the annual report or proposed budget referred to in Section 8.1 hereof.

8.3. Fiscal Year. The fiscal year shall begin on July 1 and shall end on June 30.

- 8.4. Corporate Seal. The Board may provide for a corporate seal in such form and with such inscription as it shall determine.
- 8.5. Limitations on Disbursements. Limitations on disbursements and check signing procedures shall be determined by resolution of the Board.
- 8.6. Loans; Real Estate. Loans and guarantees shall be contracted on behalf of the Foundation only if authorized by the Board. Any sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of a corporation shall be authorized upon receiving the vote of a majority of the directors in office.
- 8.7. Conflicts of Interest. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable, nor shall such directors or officers be liable with respect to such contract or transaction solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if:
- (i) The material facts as to his, her or their interest or relationship are disclosed or are known to the Board or the committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;
 - (ii) The material facts as to his, her or their interest or relationship are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified by vote of the members; or
 - (iii) The contract or transaction is fair and reasonable as to the corporation.

Common or interested directors shall not be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

- 8.8. Notice of Meetings.
- 8.8(1) Manner. Whenever written notice is required to be given to any person by law, the Articles or these By-laws, such notice shall be given to such person, either in person or by sending a copy thereof by first class mail, electronic methods, postage prepaid, or by telegram,

charges prepaid, to the address of that person appearing on the books of the corporation. If the notice is sent by mail or by telegram, it shall be deemed to have been given when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall contain any other information required by any other provision of law, the Articles or these By-laws.

8.8(2) Waiver.

- (i) In Writing: Whenever any notice is required, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- (ii) By Attendance: Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

8.9. Procedure. The Board and all Board Committees may adopt rules of procedure which shall not be inconsistent with these By-laws.

8.10. Distribution on Dissolution. No director, officer or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon the dissolution the corporation, its assets remaining after payment of or provision for payment of all obligations, debts and liabilities of the corporation shall be distributed to for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the State of Rhode Island for a public purpose as the Board of Directors of the Corporation shall determine.

8.11. Construction of Terms and Headings. Words used in these By-laws shall be read as the singular or plural, as the context requires. The captions or headings in these By-laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-laws.

ARTICLE 9) AMENDMENT TO BY-LAWS

9.1. Procedure. These By-laws may be amended or repealed and new By-laws adopted by a majority vote of the entire Board of Directors then in office at any regular or special meeting.