

**BYLAWS
OF
RVA4LEBANON**

Article I – Name and Location

- 1.1 The name of the Corporation shall be RVA4Lebanon.
- 1.2 The principal office of the Corporation shall be located at:

2910 Parkwood Ave, Richmond, VA 23221.

Article II – Purposes

- 2.1 The purpose for which the Corporation is formed is to:

Raise funds, supplies, and awareness to support Lebanese organizations who provide relief to the Lebanese people by uniting and mobilizing USA-based Lebanese expats and their USA communities.

Article III – Board of Directors

3.1 Powers & Duties

3.1.1 General Powers

The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of, the Corporations' properties and funds shall be vested in its Board of Directors, except as otherwise provided in the nonprofit corporation law of the Commonwealth of Virginia, the Corporation's Articles of Incorporation, or these Bylaws.

3.1.2 Duties

The Board of Directors is charged with (2) two primary duties: The Duty of Care and the Duty of Loyalty.¹²⁸

Duty of Care requires board members to act (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the Corporation.

Duty of Loyalty requires board members to pursue the Corporation's best interest. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the board and the transaction is clearly in the corporation's best interest.

¹²⁸ Futter, Victor, Nonprofit Governance & Management, "Chapter 8: Duties and Potential Liabilities of Officers and Directors of Nonprofit Organizations", 2002, pp. 84-87)

3.2 Number, Election, Term, and Qualifications

3.2.1 Number

There shall be no fewer than 3 and no more than 5 members of the Board.

3.2.2 Terms and Term Limits

Each board member shall be elected at an annual meeting by the full board to serve a one-year term. The term is thrice renewable such that a board member may serve three consecutive one-year terms. Board members shall be divided into three classes to achieve a staggered rotation of terms.

3.2.3 Eligibility for Renewal

A board member who has completed three consecutive terms can be considered for board membership again through a Special meeting of the board.

3.2.3 Qualifications

The Nominating/Board Development Committee shall propose a slate of members at the annual meeting of the Board upon giving due consideration the recommendations of such persons. The Board shall be comprised of members with consideration of, but not limited to, the following skills: business, development, finance, healthcare, human resources, legal, public relations and communications, and/or a general interest in Lebanon.

3.3 Attendance

3.3.1 In order to uphold the Duty of Care, it is expected that board members attend all regularly scheduled board meetings.

3.3.2 A board member who misses three consecutive meetings, unless excused, shall be deemed to have resigned. The office shall become vacant for the remainder of the term. The minutes should note any excused absences.

3.3.3 A board member may take a “leave of absence” for up to six months with approval from the board. The board member must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include but are not limited to: maternity, care for family members, personal health.

3.4 Nominating/Board Development

3.4.1 Board members may be reviewed and proposed by a Nominating/Board Development Committee appointed by the Executive Director/Chairman of the Board. The Nominating/Board Development Committee shall interview all board candidates and request a resume and/or application. When selecting candidates for presentation to the board, the Nominating/Board Development Committee shall give consideration to expertise, needs of the committees, demographics of the board, and other factors as deemed appropriate in addition to the candidate’s commitment to the mission of the Corporation.

3.4.2 To ensure that prospective board members are fully prepared to assume their duties, board members shall receive copies of the following materials:

(1) the mission statement of the Corporation, (2) the Articles of Incorporation, (3) the Bylaws, (4) the most recent annual report, (5) financial statements including the budget and tax filings of form 990, (6) policies, (7) expectations for meeting attendance and committee work, and (8) a list of current board members with complete contact information and committee designations.

3.4.3 Upon election to the Board, new members shall have the opportunity to participate in a board member orientation.

3.4.4 The Nominating/Board Development Committee shall be responsible for the ongoing training and development of the Board including an annual assessment of board performance. As such, the committee shall give consideration to board structure (board size, committees, etc.), inputs (board member skills and time), and processes (common vision, clear roles, and meeting practices).

3.5 Resignation and Vacancies

3.5.1 Resignations

A board member may resign at any time by providing written notice to the Board Chair, Secretary, or Executive Director.

3.5.2 Board Vacancies

A director elected to fill a vacancy due to resignation shall be elected for the unexpired term of the predecessor. Vacancies may be filled at any time by the affirmative vote of a majority of the remaining directors then in office, even if it is less than a quorum.

3.6 Meetings

3.6.1 Regular meetings

The Board of Directors shall meet no fewer than (9) nine times, including an annual meeting.

3.6.2 Definition of Annual Meeting

The annual meeting of the Board shall be the regular board meeting which occurs in August. The purpose of the meeting shall be to elect officers, board members, set the budget and calendar of meetings for the coming year, and any other business as set forth before the Board.

3.6.3 Special Meetings

The Board Chair may call a special meeting of the Board whenever deemed necessary or when requested to do so by (2) two or more directors or by the Executive Director. Notice of a special meeting shall be provided in writing to each board member at least (5) five days in advance of the meeting.

3.6.4 Meeting Notification

The Board of Directors shall set the schedule of meetings for the coming year at the annual meeting. The schedule of meetings shall serve as proper notice. Meeting materials shall be prepared and distributed not later than the Friday before the meeting.

3.6.5 Rules of Order

Meetings shall be guided by specific parliamentary procedure as adopted by the Board of Directors.

3.7 Quorum and Voting

3.7.1 Meeting quorum

A quorum exists if 2/3 of the members of the board are present for a meeting.

3.7.2 Voting

Each member of the Board shall have (1) one vote. An action may be passed by the Board at a meeting through an affirmative vote by the majority of those present.

3.7.3 Proxies

No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three years from its date or until sooner revoked. A board member may serve as proxy to another, but does not receive an additional vote. In the effect of an absence of a member of the Board, an external proxy must be set.

3.7.4 Amendment to Bylaws

The bylaws may be amended with vote of a super majority of the Board. Proposed amendments must be submitted in writing to the Board prior to the meeting in which the vote is to be held.

Article IV – Officers and Agents

4.1 Number and qualifications

The business, property, and affairs of this corporation shall be managed by a Board of Directors composed of at least three persons who shall be members of this corporation. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

4.2 Election and Term of Office

The Nominating/Board Development Committee shall present a slate of officers for the coming year for vote by the full board at the annual fall meeting.

4.3 Power to Make Bylaws.

The Board of Directors shall have power to make and alter any bylaws, including the fixing and altering of the number of the directors, provided, that the board shall not make or alter any bylaws fixing the qualifications, classifications or term of office of any member of the then existing board.

4.4 Power to Elect Officers.

The Board of Directors shall select an Executive Director, Deputy Directors, a Secretary, and a Treasurer. No officer except the Executive Director and Treasurer need be a member of the board.

4.5 Authority and Duties of Officers

4.5.1 Executive Director

The Executive Director of the Board shall serve a one-year term. The Executive Director is responsible for convening meetings and general oversight of board activities. The Executive Director appoints the Nominating/Board Development Committee and serves on the Personnel Committee.

4.5.2 Deputy Director

At least one Deputy Director shall be chosen from the membership of the board. The Deputy Directors that are board members, in the order of their seniority, shall perform the duties and exercise the powers of the Executive Director during the absence or disability of the Executive Director.

4.5.3 Secretary

The Secretary shall attend all meetings of the members and of the Board of Directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He or she shall keep in his or her custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. The Secretary shall give all notices required by statute, bylaw or resolution. He or she shall perform such other duties as may be delegated to his or her by the Board of Directors or by the executive committee.

4.5.4 Treasurer

The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in depositaries designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for the disbursements, and shall render to the Executive Director and directors at the regular meetings of the board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the board, the Treasurer shall deliver to the Executive Director of the corporation, and shall keep in force, a bond in form, amount and with surety satisfactory to the board, conditioned for faithful

performance of the duties of his or her office, and for restoration to the corporation in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his or her possession or under his or her control belonging to the corporation.

Article V – Committees of the Board

5.3 Committees in addition to those listed below may include: program committee, resource development, public relations, and others as deemed necessary by the Board. The Executive Director of the Board may appoint committee chairs. The Executive Director of the Board may designate an ad hoc committee to carry out special projects within certain time parameters. For example, an anniversary planning committee or a long-range plans committee.

5.3.1 Executive Committee

The Executive Committee shall be comprised of the officers of the Board and the chairmen of committees. The Executive Committee has authority to exercise all the powers and functions of the board in the management and direction of the affairs of the Corporation. The Executive Committee of the Board shall hold a minimum of (4) four meetings per year outside of the regular board meetings and shall report on such meetings at the next regular meeting of the full Board.

5.3.2 Committee Chairs

The committee chair holds the responsibility for convening meetings and ensuring that communication is upheld with the Board. The committee chair shall be appointed by the Executive Director of the Board.

5.3.3 Nominating/Board Development Committee

The Nominating/Board Development Committee shall be appointed by the Executive Director of the Board. The Nominating/Board Development Committee shall recruit, interview, and present candidates for election to the Board at the annual spring meeting of the Board. The Nominating/Board Development Committee shall be responsible for maintaining a pool of potential board members, annual assessment of board performance, and board training.

5.3.4 Audit Committee

The Audit Committee shall ensure that the financial reporting is in compliance with current statutes. The Audit Committee shall ensure that an annual audit is completed and that all tax forms are filed. Reports of the auditors and copies of tax forms shall be readily available to board members.

5.3.5 Personnel Committee

At the point in time that the Corporation shall employ an executive director and/or other staff, the Personnel Committee shall set human resources policies. The Personnel Committee shall be responsible for the hiring and annual review of the Executive Director and serves as the last point of appeal in the grievance process.

Article VI – Advisory Council

- 6.1** An Advisory Council may be appointed at the discretion of the Board of Directors, the Executive Director, and the Executive Director to offer special expertise in the business, legal, or health aspects of dealing with cancer. The Advisory Council has no governing authority but represents interested parties who have demonstrated expertise or knowledge of the community but who may not be able to serve on a governing board for various reasons. The Advisory Council members may be available for consultation on an individual basis.

Article VII – Indemnity of Officers and Directors

- 7.1** Each person now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia (See Va. Code Ann. § 13.1-702) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.
- 7.2** Under Va. Code Ann. §13.1-697, the Corporation has the authority to indemnify an officer or director if 1) he conducted himself in good faith, and 2) he believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the Corporation.

Article VIII – Conflicts of Interest

8.1 Conflict Defined

A conflict of interest exists when the interests or activities of any director, officer, or staff member may be seen as competing with the interests or activities of the Corporation; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

8.2 Disclosure

Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

Article IX – Account Books and Minutes

- 9.1** The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The minutes will be entrusted to Gabriella Melki and will be kept at the primary address. In accordance with the IRS laws, the minutes will be made available to the public upon request. Additionally, the minutes will be emailed to all the Board of Directors to go over, so at the next meeting, the Board can agree to their accuracy.

Article X – Fiscal Year and Audit

- 10.1** The fiscal year of the Corporation shall be September 1 through August 31, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be reviewed by certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety days after the close of the fiscal year.

Article XI – Loans to Directors and Officers

- 11.1** The law of the Commonwealth of Virginia prohibits any loans or advances, other than customary travel advances, to be made by the Corporation to any of its directors or officers.

Article XII – Amendment to Bylaws

- 12.1** These Bylaws may be amended or repealed in whole or in part by a supermajority vote (over two thirds) of the active members present and voting at any special or regular meeting of the Corporation, provided that 14 days' notice of the proposed amendment or repeal be given in the call for such meeting.

Bylaws Certificate

The undersigned certifies that he/she is the Secretary of RVA4Lebanon, a Virginia nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of nine (9) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the directors of the Corporation at their August 25th special meeting, as amended from time to time prior to the date hereof.

Dated: 8/10/2020,

Modified: 10/07/2020

X

Secretary