



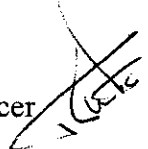
# FAIRFAX COUNTY PARK AUTHORITY

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# M E M O R A N D U M



**TO:** Chairman and Members  
Park Authority Board

**VIA:** Timothy K. White, Chief Operating Officer 

**FROM:** Miriam Morrison, Chief Financial Officer

**DATE:** October 5, 2006

## *Agenda*

**Administration, Management, and Budget Committee**  
**Wednesday, October 11, 2006 - 4:30 p.m.**  
**Board Room – Herrity Building**  
**Chairman: Kenneth G. Feng**

1. Approval - Revised Bylaws - Fairfax County Park Foundation - Action\*

\*Enclosures

cc: Leadership Team

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Board Agenda Item  
October 25, 2006

**ACTION -**

Approval - Revised Bylaws - Fairfax County Park Foundation

ISSUE:

Approval of the Park Foundation Revised Bylaws.

RECOMMENDATION:

The Park Authority Director recommends that the Park Authority Board approve the revised Bylaws for the Fairfax County Park Foundation.

TIMING:

Board action is requested on October 25, 2006.

BACKGROUND:

The Park Foundation Board has reviewed the Bylaws, made revisions and approved these revisions.

FISCAL IMPACT:

None

ENCLOSED DOCUMENTS:

Attachment 1: Park Foundation Bylaws with marked up revisions

Attachment 2: Final draft of Park Foundation Bylaws

STAFF:

Michael A. Kane, Director

Timothy K. White, Chief Operating Officer

Robert J. Brennan, Executive Director, Park Foundation

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Bylaws of

**THE FAIRFAX COUNTY PARK FOUNDATION, Inc.**

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**ARTICLE I - NAME, PURPOSE**

**Section 1. Name**

The name of the organization is "The Fairfax County Park Foundation, Inc."

**Section 2. Purpose**

The Fairfax County Park Foundation is organized exclusively for charitable, educational, scientific and literary purposes as a nonprofit tax-exempt foundation, within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The purpose of the foundation is to develop and administer a program of public support which will provide supplemental funding for the Fairfax County Park Authority programs, activities and facilities, but not to provide funds which can be substituted for the traditional tax base funding.

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**ARTICLE II - POWERS**

The foundation shall have all the powers, provided to nonprofit corporations by the Commonwealth of Virginia, necessary to carry out the purposes for which it is formed, subject to the limitations, duties and restriction pertaining to a nonprofit corporation existing under the provisions of Chapter 10 of Title 13.1 of Virginia Statutes, and under applicable provisions of Section 501 (c) (3) of the Internal Revenue Code. Subject in all events to the foregoing limitation, and without limiting in any way the scope of its power, the foundation shall also have the following specific powers:

1. To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this foundation, provided that gifts without conditions shall be accepted consistent with the mission and purpose of the Fairfax County Park Authority. Gifts with conditions must be approved by the board of directors and the governing members;(approval of a project per Article VII,

Section 1 of these Bylaws shall constitute an approval for all conditional gifts relating to that project).

2. To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
3. To enter into, make, perform and carry out contracts with any individual, entity, firm, association or corporation, private, public or municipal; or with any government, municipal or public authority, domestic or foreign;
4. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will, and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, agreement or will;
5. To act in appropriate ways toward the accomplishment of the purposes of this foundation to promote the welfare or interests of the foundation and the Fairfax County Park Authority.

The governing members of the corporation shall have the power, in addition to that of appointing the initial directors of the corporation:

- To approve and amend the foundation articles of incorporation and bylaws and to dissolve the foundation at-will.

Other powers specific to the board of directors of the foundation and the governing members are set forth in these bylaws.

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## **ARTICLE III - MEMBERSHIP**

### **Section 1. Definitions**

The corporation is to have one class of members, known as the governing members. The governing members are the individuals occupying the seats on the Fairfax County Park Authority Board. The governing members shall appoint the initial directors of the corporation, that is, the directors appointed by July 1, 2001. Thereafter, the corporation board of directors shall appoint subsequent directors at its annual meeting, or at a meeting other than the annual meeting should a vacancy occur. Appointments will be effective following concurrence by the governing members. A Park Authority Board member may not serve simultaneously on the Foundation Board and the Park Authority Board.

### **Section 2. General Powers of the Foundation Board of Directors**

The foundation board of directors is responsible for overall policy and direction of the foundation, and delegates responsibility for day-to-day operations to the Executive Director of the Park Foundation and his/her staff. ~~foundation committees and park authority staff.~~

### **Section 3. Number, Qualification**

The number of voting directors shall be not less than three nor more than twenty-five. In addition, the Chair of the Fairfax County Park Authority Board, the Fairfax County Park Authority Board liason to the Park Foundation and the Director of the Fairfax County Park Authority ~~and the Fairfax County Park Authority Executive Director of Foundation Relations~~ shall serve as an advisory committee to the foundation board. Candidates for the foundation board of directors shall be appointed based on the needs of the foundation and the commitment of the candidate. The board of directors may recommend amendments to these bylaws to the governing members to increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to no less than three. ~~Upon the first annual appointment of directors, the directors shall be divided into three classes in a manner to be determined by the board, the first class to serve a term of one year, the second class to serve a term of two years and the third class to serve a term of three years.~~

### **Section 4. Officers and Duties**

The officers of the foundation board of directors shall consist of a chair, vice chair, a secretary, a treasurer and such additional officers as the board of directors may from time to time prescribe or be required by law. All officers shall serve for two years as officers, commencing at an annual meeting of the directors; provided however, that the officer's term shall not expire until their successors are appointed. At each annual meeting of directors, the directors shall appoint officers to fill vacancies occurring at the time of that meeting.

- Chair: The chair shall convene the annual meeting and other scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary and treasurer. The chair shall have general supervision and direction of and over the affairs of the foundation; and serve as the primary representative of the foundation to the general public. The chair shall be an ex-officio member of all committees; ~~shall appoint the chairs of all committees,~~ and shall perform all such other duties as are incident to the office or are properly required of the chair by the board of directors. After completing his or her term as chair, the chair shall continue to serve as an ex-officio, non-voting member of the executive committee for a period of one year.

- ~~Vice-Chair: The vice chair will chair committees on special subjects as designated by the board.~~ The vice-chair shall perform the duties of the board chair in the absence or upon the disability of the board chair, and shall perform the usual duties of the office of vice-chair and shall have such special authority as may from time to time be conferred upon him/her by the board of directors.
- Secretary: The secretary shall be responsible for ensuring that proper notice is given ~~giving notice~~ of any meetings of the board of directors to the board and the governing members, keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes and the agenda to each board member ~~and governing members~~, and assuring that corporate records are maintained in good order and located at the principal office of the foundation. The secretary shall certify the actions of the board of directors when necessary and have such other powers and duties as may be prescribed by the board of directors from time to time.
- Treasurer: The treasurer shall ~~have custody of all operating funds of the foundation and shall make a financial report at each quarterly meeting of the board of directors. He/she shall see to it that a true and accurate accounting of the financial transactions of the foundation is made; that reports of such transactions are presented promptly to the executive committee and to the board of directors, and, that financial records are kept at the principal office of the foundation. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public as needed.~~ The treasurer shall ~~serve as an ex-officio member of the finance committee and~~ have such special authority as may from time to time be conferred upon he or she by the bylaws or the board of directors.

## Section 5. Elections/Appointments

The governing members shall appoint initial directors. Subsequently, directors will be elected by a majority vote of the foundation board of directors and subject to concurrence of the governing members.

~~Upon the first appointment of directors, the directors shall be divided into three classes in a manner determined by the board, the first class to serve a term of one year, the second class to serve a term of two years, and the third class to serve a term of three years. Thereafter, directors shall be appointed to serve for terms of three years, except that directors appointed to fill new seats on the board shall be appointed for terms of one year, two years, or three years, the number appointed for each term being that number which will result in the terms of one-third of the appointed directors expiring each year. After the first meeting, nomination of new directors or nomination of current directors to a second term will occur as the first item of business at the annual or other meeting of the foundation board of directors.~~

## **Section 6. Term Limitations**

Directors shall be eligible for appointment to a ~~second full term~~ three terms, after which a director is ineligible for appointment to the foundation board of directors for a period of one year.

The board may, at its discretion, confer the status of director-emeritus upon a director whose ~~second~~ third full term is expiring. A director-emeritus shall serve as a non-voting director.

## **Section 7. Vacancies**

Vacancies on the board shall be filled by majority vote at the annual meeting, except that vacancies occurring in the interval between annual meetings may be filled by the board before the next annual meeting. Nominations to fill a vacancy may be received from the current foundation board of directors by the secretary two weeks in advance of a foundation board meeting. These nominations shall be sent out to the foundation board of directors with the regular board meeting announcement, to be voted upon at the next board meeting. The name of director-elect is then forwarded on to the governing members for concurrence. Following concurrence of the governing members, the director nominated to fill a vacancy shall be ~~appointed for the un-expired term of his/her predecessor.~~ commence his/her three year term.

## **Section 8. Terms of Office**

All foundation board of directors shall be appointed to serve for terms of three years, ~~except that directors appointed to fill vacancies resulting from an increase in the number of directors shall be appointed for terms of one year, two years, or three years, the number appointed for each term being that number which will result in the terms of one-third of the appointed directors expiring each year.~~ Directors appointed to fill a vacancy shall be appointed to fill the ~~un-expired term of his/her predecessor.~~ No director may serve continuously for more than ~~two~~ three consecutive terms.

## **Section 9. Resignations, Terminations and Absences**

Resignation from the foundation board of directors must be in writing and received by the secretary. A director shall be dropped from the board for excess absences if he or she has three consecutive unexcused absences from board meetings within a twelve-month period. A board member may be recommended by either the board of directors or the governing members for removal for other reasons--removal is subject to a three-fourths vote of the remaining directors.

## **Section 10. Compensation**

Board members shall serve without remuneration; however, reasonable and necessary expenses will be reimbursed when pre-approved by the foundation board of directors.

### **Section 11. Conflict of Interest**

Any director shall abstain from vote and discussion on any matter in which said director or officer may be considered to have a conflict of interest. An abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any director participating in any committee action or vote.

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## **ARTICLE IV - MEETINGS**

### **Section 1. Annual and Regular Meetings**

An annual meeting of the board of directors shall be held each spring, prior to June 30. At the annual meeting, the date, time and location of the ~~summer, fall and winter~~ regular meetings for the next fiscal year will be announced and approved.

Elections of directors and officers along with other business as appropriate will take place at the annual meeting.

### **Section 2. Special Meetings**

Special meetings of the board may be called for any purpose at anytime by the chair, by the executive committee, or by the majority of directors pursuant to the notice provisions set forth in the bylaws. The purpose of the meeting must be stated in the call notice.

### **Section 3. Quorum**

There must be a quorum present at a board meeting before business can be transacted or motions made or passed. A quorum is defined as more than ~~at least fifty~~ percent of the voting members of the foundation board of directors. 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 of directors.

### **Section 4. Notice of Meeting**

Notice of any meeting of the board of directors must be given to all directors ~~and to the governing members~~; each notice shall state the time and place of the meeting and the purposes thereof. The secretary or other officers performing

such notification duties shall give 48 hours notice either personally or by telephone or otherwise, or by mail or telegraph or facsimile or e-mail of such meeting; provided however that any meeting may be held without such notice if all directors are present or if those not present shall have waived notice prior to the time of such meeting.

#### **Section 5. Location of Meeting**

All meetings of the board of directors shall be held at the registered office of the foundation or at such other place as may be fixed in the notice or waiver of notice of such meeting.

#### **Section 6. Attendance**

Members of the board of directors must notify the foundation board chair or staff liaison for excused absences. A director shall be dropped from the board for excess absences if he or she has three consecutive unexcused absences from Board meetings within a twelve-month period.

#### **Section 7. Telephonic/Electronic Meetings**

Members of the board of directors or any committee designated by the board of directors may participate in a meeting of the board of directors or such committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear or communicate simultaneously with each other. The participation in such a meeting shall constitute presence in person at such meeting for all purposes.

#### **Section 8. Action Without Meeting**

Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if a written consent, electronic or otherwise, is signed by all members of the board of directors or of such committee, as the case may be, whether before or after the action taken. Such written consent must be filed with the corporate records. Any action so taken shall be effective when the last director signs unless a different effective date is specified in the consent and the consent states the date of execution by each director.

#### **Section 9. Roberts Rules of Order**

Meetings of the foundation board of directors will be conducted in accordance with the most recent edition of Roberts Rules of Order.

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### **ARTICLE V - COMMITTEES**

## **Section 1. Executive Committee**

The executive committee shall be the administrative body of the foundation ~~which will be composed of six or more directors who~~, to the extent provided in rules and regulations approved by the board, shall have and exercise the authority of the board in the management of the foundation's business between meetings of the board, and may call special meetings of the board.

The executive committee shall consist of the four officers (chair, vice chair, secretary, and treasurer), the immediate past chair of the foundation, and such other directors as the foundation board shall approve.~~the chair of the administrative committees (finance, development)~~. The chair of the Fairfax County Park Authority Board shall serve as an advisor to the executive committee.

The executive committee shall be responsible to the board of directors.

Except for the power to recommend amendments to the articles of incorporation and bylaws to the governing members, the executive committee shall have all of the powers and authority of the foundation board of directors in the intervals between meetings of the foundation board of directors, subject to the direction and control of the foundation board of directors.

## **~~Section 2. Finance Committee~~**

~~The finance committee shall be composed of the foundation treasurer as chair (who also serves on the executive committee), and a minimum of three other directors appointed by the foundation chair. The chair of the Fairfax County Park Authority Board Budget Committee shall serve as an advisor to the finance committee. The finance committee is responsible for developing and reviewing fiscal procedures, developing a fundraising plan in conjunction with the development committee, and developing the annual budget with staff and other board directors.~~

~~The foundation board of directors must approve its budget, which is then forwarded to the governing members for review. In addition, as part of its annual budget process, the Park Authority Board members must approve all Foundation budget requests. All expenditures must be within the budget. The board of directors or the executive committee must approve any major change in the budget. The fiscal year shall be July 1 to June 30. Annual reports must be submitted to the governing members and the board of directors showing income, expenditures, pending income, and foundation holdings. As required by law, the financial records of the organization shall be made available to the governing members, foundation board of directors and the public.~~

## **~~Section 3. Development Committee~~**

~~The chair shall appoint a development committee of five or more persons, including others that are on the board of directors; but the chairman of the development committee shall be a director and serve on the executive committee. The committee shall devise and recommend to the board plans and means for director involvement in fund-raising and planned giving activities and promotion and shall assist in the execution of fund-raising activities.~~

~~The development committee shall recommend fund development policies, and shall develop and implement a fund raising plan in conjunction with the finance committee.~~

#### **Section 2.4. Other Committees**

The foundation board of directors may create other committees as needed. The board of directors shall appoint ~~chair appoints~~ committee members and designate ~~designates~~ the chairs of each. The foundation chair shall be an ex-officio member of all of these committees.

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### **ARTICLE VI — FINANCIAL POLICIES ~~CONTRACTS, CHECKS, DEPOSITS,~~ GIFTS AND TRANSFER OF RESOURCES**

#### **Section 1. Financial Policies ~~Signing of Written Obligations~~**

~~Contracts, checks, drafts, notes, deeds or other written obligations shall be signed in the name of the foundation by two of the three officers specifically authorized to do so by the board of directors of the foundation. The Board of Directors shall adopt financial policies which inter alia cover authorization to sign obligations of the foundation and the depositing, maintenance and transfer of funds.~~

#### **Section 2. ~~Deposits~~**

~~All funds of the foundation shall be recorded and deposited upon receipt to the credit of the foundation in such banks, trust companies or other depositories as the board of directors may select.~~

#### **Section 2. 3. Gifts**

The board of directors, or any officer of the foundation, may accept on behalf of the foundation, any unconditional contribution, gift, bequest or device consistent with the mission and purpose of the Park Authority. All gifts to the foundation or other revenues not otherwise designated by the donor shall go into the general fund of the foundation and shall be used exclusively for the use and benefit of the

Fairfax County Park Authority in accordance with the general purpose of the foundation.

The foundation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive use and benefit of the Fairfax County Park Authority. Any conditional gift, device or bequest must be approved by the board of directors and the governing members before final acceptance.

#### **Section 3.4. Transfer of Resources**

The purpose of the foundation is to develop and administer a program of public support which will provide supplemental funding for the Fairfax County Park Authority programs, activities and facilities. To that end, the foundation will transfer gifts to the Fairfax County Park Authority through the Fairfax County Park Authority Board.

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### **ARTICLE VII - MISCELLANEOUS**

#### **Section 1. Project Selection**

The foundation will develop an annual list of projects to support the Fairfax County Park Authority. The foundation will present that list to the governing members for concurrence. As projects arise during the year, the executive committee shall ensure that those projects are coordinated with and have the concurrence of the governing members.

#### **Section 2. Books and Records**

The foundation shall keep correct and complete books of accounts and shall keep minutes of the proceedings of the board of directors and its committees. Books and records shall be kept at the principal office of the foundation.

#### **Section 3. Fiscal Year**

The fiscal year of the foundation shall begin on July 1 and end on June 30, annually.

#### **Section 4. Audit**

The board of directors will provide for an annual independent review of the records of the foundation.

#### **Section 5. ~~Agreement of Operation~~**

~~At the inception of the foundation, Park Authority Board members and the foundation board will approve an "agreement of operation". The agreement will be refined, updated and approved by both boards each year and will set forth operational issues to guarantee the smooth transition between the operations of the foundation and the Park Authority and in accordance with the articles of incorporation and the bylaws.~~

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### **ARTICLE VIII - AMENDMENTS**

The governing members have the power to approve and amend the articles of incorporation and bylaws. In addition, the foundation board, by the affirmative vote of a majority of its memberships, may recommend to the governing members amendments to these bylaws, as well as to the articles of incorporation. However, no alteration may be recommended unless proposed at an annual or regular meeting or at a special meeting of the foundation board called for such purpose. Written notice of such proposed amendment must be given by mail, electronically or in person to all directors. Recommendation for amendments must be adopted at a meeting of the foundation board at which a majority of membership shall vote for such an amendment. Amendments will go into effect following the approval of the governing members.

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### **ARTICLE IX - DISSOLUTION**

The governing members may vote to dissolve the corporation at-will. Upon dissolution, the corporation board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer the funds or other assets then remaining in its possession for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Fairfax County Park Authority, for a public purpose. Should the Fairfax County Park Authority Board members not wish to accept such asset, the asset shall be distributed to organizations with similar purposes which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code. Any remaining assets not so disposed of shall be disposed of by the Circuit Court of Fairfax County, or by the Circuit Court for the county in which the principal office of the corporation is then located, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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These Bylaws were originally approved at a meeting of the corporation governing members on December 13, 2000 by Frank A. de la Fe, Chairman, Fairfax County Park Authority.

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Frank A. de la Fe, Chairman  
Fairfax County Park Authority

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Date

These Bylaws with revisions were approved at a meeting of the corporation governing members on October 11, 2006.

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Harold L. Strickland, Chairman  
Fairfax County Park Authority

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Date

Bylaws of

**THE FAIRFAX COUNTY PARK FOUNDATION, Inc.**

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**ARTICLE I - NAME, PURPOSE**

**Section 1. Name**

The name of the organization is "The Fairfax County Park Foundation, Inc."

**Section 2. Purpose**

The Fairfax County Park Foundation is organized exclusively for charitable, educational, scientific and literary purposes as a nonprofit tax-exempt foundation, within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The purpose of the foundation is to develop and administer a program of public support which will provide supplemental funding for the Fairfax County Park Authority programs, activities and facilities, but not to provide funds which can be substituted for the traditional tax base funding.

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**ARTICLE II - POWERS**

The foundation shall have all the powers, provided to nonprofit corporations by the Commonwealth of Virginia, necessary to carry out the purposes for which it is formed, subject to the limitations, duties and restriction pertaining to a nonprofit corporation existing under the provisions of Chapter 10 of Title 13.1 of Virginia Statutes, and under applicable provisions of Section 501 (c) (3) of the Internal Revenue Code. Subject in all events to the foregoing limitation, and without limiting in any way the scope of its power, the foundation shall also have the following specific powers:

1. To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this foundation, provided that gifts without conditions shall be accepted consistent with the mission and purpose of the Fairfax County Park Authority. Gifts with conditions must be approved by the board of directors and the governing members;(approval of a project per Article VII,

Section 1 of these Bylaws shall constitute an approval for all conditional gifts relating to that project).

2. To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
3. To enter into, make, perform and carry out contracts with any individual, entity, firm, association or corporation, private, public or municipal; or with any government, municipal or public authority, domestic or foreign;
4. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will, and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, agreement or will;
5. To act in appropriate ways toward the accomplishment of the purposes of this foundation to promote the welfare or interests of the foundation and the Fairfax County Park Authority.

The governing members of the corporation shall have the power, in addition to that of appointing the initial directors of the corporation:

- To approve and amend the foundation articles of incorporation and bylaws and to dissolve the foundation at-will.

Other powers specific to the board of directors of the foundation and the governing members are set forth in these bylaws.

---

## **ARTICLE III - MEMBERSHIP**

### **Section 1. Definitions**

The corporation is to have one class of members, known as the governing members. The governing members are the individuals occupying the seats on the Fairfax County Park Authority Board. The governing members shall appoint the initial directors of the corporation, that is, the directors appointed by July 1, 2001. Thereafter, the corporation board of directors shall appoint subsequent directors at its annual meeting, or at a meeting other than the annual meeting should a vacancy occur. Appointments will be effective following concurrence by the governing members. A Park Authority Board member may not serve simultaneously on the Foundation Board and the Park Authority Board.

### **Section 2. General Powers of the Foundation Board of Directors**

The foundation board of directors is responsible for overall policy and direction of the foundation, and delegates responsibility for day-to-day operations to the Executive Director of the Park Foundation and his/her staff.

### **Section 3. Number, Qualification**

The number of voting directors shall be not less than three nor more than twenty-five. In addition, the Chair of the Fairfax County Park Authority Board, the Fairfax County Park Authority Board liaison to the Park Foundation and the Director of the Fairfax County Park Authority shall serve as an advisory committee to the foundation board. Candidates for the foundation board of directors shall be appointed based on the needs of the foundation and the commitment of the candidate. The board of directors may recommend amendments to these bylaws to the governing members to increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to no less than three.

### **Section 4. Officers and Duties**

The officers of the foundation board of directors shall consist of a chair, vice chair, a secretary, a treasurer and such additional officers as the board of directors may from time to time prescribe or be required by law. All officers shall serve for two years as officers, commencing at an annual meeting of the directors; provided however, that the officer's term shall not expire until their successors are appointed. At each annual meeting of directors, the directors shall appoint officers to fill vacancies occurring at the time of that meeting.

- **Chair:** The chair shall convene the annual meeting and other scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary and treasurer. The chair shall have general supervision and direction of and over the affairs of the foundation; and serve as the primary representative of the foundation to the general public. The chair shall be an ex-officio member of all committees; and shall perform all such other duties as are incident to the office or are properly required of the chair by the board of directors. After completing his or her term as chair, the chair shall continue to serve as an ex-officio, non-voting member of the executive committee for a period of one year.
- **Vice-Chair:** The vice-chair shall perform the duties of the board chair in the absence or upon the disability of the board chair, and shall perform the usual duties of the office of vice-chair and shall have such special authority as may from time to time be conferred upon him/her by the board of directors.
- **Secretary:** The secretary shall be responsible for ensuring that proper notice is given of any meetings of the board of directors to the board and the governing members, keeping records of board actions, including overseeing

the taking of minutes at all board meetings, distributing copies of minutes and the agenda to each board member and assuring that corporate records are maintained in good order and located at the principal office of the foundation. The secretary shall certify the actions of the board of directors when necessary and have such other powers and duties as may be prescribed by the board of directors from time to time.

- **Treasurer:** The treasurer shall see to it that a true and accurate accounting of the financial transactions of the foundation is made; that reports of such transactions are presented promptly to the executive committee and to the board of directors, and, that financial records are kept at the principal office of the foundation. The treasurer shall have such special authority as may from time to time be conferred upon he or she by the bylaws or the board of directors.

### **Section 5. Elections/Appointments**

The governing members shall appoint initial directors. Subsequently, directors will be elected by a majority vote of the foundation board of directors and subject to concurrence of the governing members.

### **Section 6. Term Limitations**

Directors shall be eligible for appointment to three terms, after which a director is ineligible for appointment to the foundation board of directors for a period of one year.

The board may, at its discretion, confer the status of director-emeritus upon a director whose third full term is expiring. A director-emeritus shall serve as a non-voting director.

### **Section 7. Vacancies**

Vacancies on the board shall be filled by majority vote at the annual meeting, except that vacancies occurring in the interval between annual meetings may be filled by the board before the next annual meeting. Nominations to fill a vacancy may be received from the current foundation board of directors by the secretary two weeks in advance of a foundation board meeting. These nominations shall be sent out to the foundation board of directors with the regular board meeting announcement, to be voted upon at the next board meeting. The name of director-elect is then forwarded on to the governing members for concurrence. Following concurrence of the governing members, the director nominated to fill a vacancy shall commence his/her three year term.

### **Section 8. Terms of Office**

All foundation board of directors shall be appointed to serve for terms of three years. No director may serve continuously for more than three consecutive terms.

### **Section 9. Resignations, Terminations and Absences**

Resignation from the foundation board of directors must be in writing and received by the secretary. A director shall be dropped from the board for excess absences if he or she has three consecutive unexcused absences from board meetings within a twelve-month period. A board member may be recommended by either the board of directors or the governing members for removal for other reasons--removal is subject to a three-fourths vote of the remaining directors.

### **Section 10. Compensation**

Board members shall serve without remuneration; however, reasonable and necessary expenses will be reimbursed when pre-approved by the foundation board of directors.

### **Section 11. Conflict of Interest**

Any director shall abstain from vote and discussion on any matter in which said director or officer may be considered to have a conflict of interest. An abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any director participating in any committee action or vote.

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## **ARTICLE IV - MEETINGS**

### **Section 1. Annual and Regular Meetings**

An annual meeting of the board of directors shall be held each spring, prior to June 30. At the annual meeting, the date, time and location of the regular meetings for the next fiscal year will be announced and approved.

Elections of directors and officers along with other business as appropriate will take place at the annual meeting.

### **Section 2. Special Meetings**

Special meetings of the board may be called for any purpose at anytime by the chair, by the executive committee, or by the majority of directors pursuant to the notice provisions set forth in the bylaws. The purpose of the meeting must be stated in the call notice.

### **Section 3. Quorum**

There must be a quorum present at a board meeting before business can be transacted or motions made or passed. A quorum is defined as more than fifty percent of the voting members of the foundation board of directors. 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 of directors.

### **Section 4. Notice of Meeting**

Notice of any meeting of the board of directors must be given to all directors each notice shall state the time and place of the meeting and the purposes thereof. The secretary or other officers performing such notification duties shall give 48 hours notice either personally or by telephone or otherwise, or by mail or telegraph or facsimile or e-mail of such meeting; provided however that any meeting may be held without such notice if all directors are present or if those not present shall have waived notice prior to the time of such meeting.

### **Section 5. Location of Meeting**

All meetings of the board of directors shall be held at the registered office of the foundation or at such other place as may be fixed in the notice or waiver of notice of such meeting.

### **Section 6. Attendance**

Members of the board of directors must notify the foundation board chair or staff liaison for excused absences. A director shall be dropped from the board for excess absences if he or she has three consecutive unexcused absences from Board meetings within a twelve-month period.

### **Section 7. Telephonic/Electronic Meetings**

Members of the board of directors or any committee designated by the board of directors may participate in a meeting of the board of directors or such committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear or communicate simultaneously with each other. The participation in such a meeting shall constitute presence in person at such meeting for all purposes.

### **Section 8. Action Without Meeting**

Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if a written consent, electronic or otherwise, is signed by all members of the board of directors or of such committee, as the case may be, whether before or after the action taken. Such written consent must be filed with the corporate records. Any

action so taken shall be effective when the last director signs unless a different effective date is specified in the consent and the consent states the date of execution by each director.

## **Section 9. Roberts Rules of Order**

Meetings of the foundation board of directors will be conducted in accordance with the most recent edition of Roberts Rules of Order.

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# **ARTICLE V - COMMITTEES**

## **Section 1. Executive Committee**

The executive committee shall be the administrative body of the foundation who, to the extent provided in rules and regulations approved by the board, shall have and exercise the authority of the board in the management of the foundation's business between meetings of the board, and may call special meetings of the board.

The executive committee shall consist of the four officers (chair, vice chair, secretary, and treasurer), the immediate past chair of the foundation, and such other directors as the foundation board shall approve. The chair of the Fairfax County Park Authority Board shall serve as an advisor to the executive committee.

The executive committee shall be responsible to the board of directors.

Except for the power to recommend amendments to the articles of incorporation and bylaws to the governing members, the executive committee shall have all of the powers and authority of the foundation board of directors in the intervals between meetings of the foundation board of directors, subject to the direction and control of the foundation board of directors.

## **Section 2. Other Committees**

The foundation board of directors may create other committees as needed. The board of directors shall appoint committee members and designate the chairs of each. The foundation chair shall be an ex-officio member of all of these committees.

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## **ARTICLE VI – FINANCIAL POLICIES, GIFTS AND TRANSFER OF RESOURCES**

### **Section 1. Financial Policies**

The Board of Directors shall adopt financial policies which inter alia cover authorization to sign obligations of the foundation and the depositing, maintenance and transfer of funds.

### **Section 2. Gifts**

The board of directors, or any officer of the foundation, may accept on behalf of the foundation, any unconditional contribution, gift, bequest or device consistent with the mission and purpose of the Park Authority. All gifts to the foundation or other revenues not otherwise designated by the donor shall go into the general fund of the foundation and shall be used exclusively for the benefit of the Fairfax County Park Authority in accordance with the general purpose of the foundation.

The foundation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive use and benefit of the Fairfax County Park Authority. Any conditional gift, device or bequest must be approved by the board of directors and the governing members before final acceptance.

### **Section 3. Transfer of Resources**

The purpose of the foundation is to develop and administer a program of public support which will provide supplemental funding for the Fairfax County Park Authority programs, activities and facilities. To that end, the foundation will transfer gifts to the Fairfax County Park Authority through the Fairfax County Park Authority Board.

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## **ARTICLE VII - MISCELLANEOUS**

### **Section 1. Project Selection**

The foundation will develop an annual list of projects to support the Fairfax County Park Authority. The foundation will present that list to the governing members for concurrence. As projects arise during the year, the executive committee shall ensure that those projects are coordinated with and have the concurrence of the governing members.

## **Section 2. Books and Records**

The foundation shall keep correct and complete books of accounts and shall keep minutes of the proceedings of the board of directors and its committees. Books and records shall be kept at the principal office of the foundation.

## **Section 3. Fiscal Year**

The fiscal year of the foundation shall begin on July 1 and end on June 30, annually.

## **Section 4. Audit**

The board of directors will provide for an annual independent review of the records of the foundation.

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## **ARTICLE VIII - AMENDMENTS**

The governing members have the power to approve and amend the articles of incorporation and bylaws. In addition, the foundation board, by the affirmative vote of a majority of its memberships, may recommend to the governing members amendments to these bylaws, as well as to the articles of incorporation. However, no alteration may be recommended unless proposed at an annual or regular meeting or at a special meeting of the foundation board called for such purpose. Written notice of such proposed amendment must be given by mail, electronically or in person to all directors. Recommendation for amendments must be adopted at a meeting of the foundation board at which a majority of membership shall vote for such an amendment. Amendments will go into effect following the approval of the governing members.

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## **ARTICLE IX - DISSOLUTION**

The governing members may vote to dissolve the corporation at-will. Upon dissolution, the corporation board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer the funds or other assets then remaining in its possession for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Fairfax County Park Authority, for a public purpose. Should the Fairfax County Park Authority Board members not wish to accept such asset, the asset shall be distributed to organizations with similar purposes which have qualified for exemption under Section 501 (c) ( 3 ) of the Internal Revenue Code. Any remaining

assets not so disposed of shall be disposed of by the Circuit Court of Fairfax County, or by the Circuit Court for the county in which the principal office of the corporation is then located, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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These Bylaws were originally approved at a meeting of the corporation governing members on December 13, 2000 by Frank A. de la Fe, Chairman, Fairfax County Park Authority.

These Bylaws with revisions were approved at a meeting of the corporation governing members on October 11, 2006.

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Harold L. Strickland, Chairman  
Fairfax County Park Authority

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Date