

BYLAWS

OF

[_____]

(a Virginia non-stock corporation)

Adopted _____, 2023

TABLE OF CONTENTS

	Page
ARTICLE I PURPOSE AND NAME; OFFICES	1
1.1 Name.....	1
1.2 Purpose.....	1
1.3 Registered Office; Registered Agent.....	1
1.4 Other Offices.....	1
ARTICLE II BOARD OF DIRECTORS.....	1
2.1 General Powers.....	1
2.2 Number of Directors.....	1
2.3 Composition.....	2
2.4 Appointment of the Initial Directors.....	2
2.5 Subsequent Composition and Terms of Voting Directors.....	2
2.6 Vacancy.....	2
2.7 Board Membership; Resignations.....	2
2.8 Attendance and Participation.....	3
2.9 Removal of Directors.....	3
2.10 Chair, Vice Chair, Secretary and Treasurer of the Board of Directors.....	3
2.11 Compensation and Expenses.....	4
2.12 Dissenting Directors.....	4
ARTICLE III COMMITTEES.....	4
3.1 Committees.....	4
3.2 Committee Presiding Officer.....	5
3.3 Meeting.....	5
3.4 Report of Committee Actions.....	5
3.5 Resignation.....	5
3.6 Vacancies.....	5
3.7 Quorum and Manner of Action.....	5
ARTICLE IV OFFICERS AND EMPLOYEES.....	6
4.1 Executive Director.....	6
4.2 Personnel Guidelines.....	6
4.3 Acting Executive Director.....	6
ARTICLE V MEETINGS.....	6
5.1 VFOIA.....	6
5.2 Notice and Agenda.....	6
5.3 Frequency.....	7
5.4 Quorum and Manner of Action.....	7
5.5 Conduct.....	7
5.6 Public Access.....	7
5.7 Attorney-Client Privilege.....	7

ARTICLE VI LIABILITY AND INDEMNIFICATION	7
6.1 Limitation on Liability of Officers and Directors	7
6.2 Indemnification	7
6.3 Directors, Officers, Employees or Agents	8
ARTICLE VII FISCAL YEAR; REPORTING; CORPORATE RECORDS	8
7.1 Fiscal Year	8
7.2 Minutes of Meetings and Records of Actions	8
7.3 Annual Meeting; Annual Report	8
7.4 Three-Year Assessment	8
7.5 Accounting Records	9
7.6 Audits	9
7.7 Form of Records; Financial Records	9
7.8 Specific Records Which Corporation Must Keep	9
ARTICLE VIII MISCELLANEOUS PROVISIONS	10
8.1 Compliance with Law and County Policy	10
8.2 Checks, Notes and Drafts	10
8.3 Amendment of Articles of Incorporation and Bylaws	10

DRAFT

**BYLAWS
OF**

[_____]

**ARTICLE I
PURPOSE AND NAME; OFFICES**

1.1 Name. The name of this corporation will be [_____] (the “**Corporation**”).

1.2 Purpose. The affairs and activities of the Corporation will be carried out at all times for the purposes and in accordance with the terms set forth in the Ordinance to amend the Fairfax County Code by adding a new chapter numbered 128, relating to the establishment of a Green Bank pursuant to Virginia Code § 15.2-958.3:1, and as may be amended, adopted by the Board of Supervisors of Fairfax County, Virginia (the “**County Board of Supervisors**”), on [_____], 2023, and as may be amended from time to time thereafter (the “**Ordinance**”), the Corporation’s Articles of Incorporation (the “**Articles of Incorporation**”) and these Bylaws, and in conformity with Virginia law and all applicable provisions of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (collectively, the “**Internal Revenue Code**”), affecting nonprofit organizations described in Section 501(c)(3) of the Internal Revenue Code. Capitalized terms used but not defined herein will have the meanings ascribed to such terms in the Ordinance.

1.3 Registered Office; Registered Agent. The initial registered office of the Corporation and the name of the initial registered agent of the Corporation are as set forth in the Articles of Incorporation. The registered office of the Corporation required to be maintained in the Commonwealth of Virginia by the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended (the “**Act**”), may be, but need not be, identical with the Corporation’s principal office. The address of the registered office and the registered agent may be changed from time to time by the Corporation’s Board of Directors (the “**Board of Directors**”).

1.4 Other Offices. The Corporation may also have offices at such other places within Fairfax County, Virginia (the “**County**”), as the Board of Directors may from time to time determine.

**ARTICLE II
BOARD OF DIRECTORS**

2.1 General Powers. The property, affairs and business of the Corporation will be managed by and under the direction of the Board of Directors and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all the powers of the Corporation will be vested in the Board of Directors.

2.2 Number of Directors. The Board of Directors will consist of no fewer than five nor more than nine voting members (each, a “**Voting Director**”), with the number to be fixed or changed from time to time by the Voting Directors. In addition, the Board of Directors will have

at least two non-voting members (each, a “**Non-Voting Director**”), who will be employees of the County. No decrease in number will have the effect of shortening the term of any incumbent director.

2.3 Composition. The Voting Directors should include individuals with substantial experience in any one or more of the following areas:

- (a) Private banking and lending institutions;
- (b) Law, particularly in real estate transactions or Clean Energy development;
- (c) Real estate project development, particularly related to Clean Energy Technologies or environmental projects;
- (d) Use of Clean Energy Technologies or Clean Energy; and
- (e) Community-based organizations that serve the public interest in support of affordable housing and meeting the needs of low- or-moderate-income communities.

2.4 Appointment of the Initial Directors. The initial Voting Directors and Non-Voting Directors of the Board of Directors will be appointed by the County Executive of the County (the “**County Executive**”). The initial Voting Directors will be divided into two classes (each, a “**Class**”) as follows: (a) one class consisting of Voting Directors identified as such by the County Executive (“**Class I**”), the initial term of which will expire at the second annual meeting of the Board of Directors to be held after the date of incorporation, and (b) a second class consisting of Voting Directors identified as such by the County Executive (“**Class II**”), the initial term of which will expire at the third annual meeting of the Board of Directors to be held after the date of incorporation, subject in each case, to such person’s earlier death, resignation or removal.

2.5 Subsequent Composition and Terms of Voting Directors. After the initial term of each Class set forth in Section 2.4 of this Article II, the Voting Directors will be elected by the Voting Directors and the term of each such Voting Director will be three years, subject to such person’s earlier death, resignation or removal. Non-Voting Directors will be appointed from time to time by the County Executive.

2.6 Vacancy. A vacancy of a Voting Director occurring on the Board of Directors must be filled by a vote of the Voting Directors. A vacancy of a Non-Voting Director occurring on the Board of Directors must be filled by the County Executive.

2.7 Board Membership; Resignations. Voting Directors will serve until their respective terms expire or until their earlier death, resignation or removal. In the event a Voting Director completes his or her term of office, remains qualified to serve as Voting Director, and the Board of Directors has not reappointed that Voting Director to another term or appointed a successor Voting Director, then that person may continue to serve until such time as the Voting Director is reappointed or a successor Voting Director is appointed. A Voting Director may resign at any time upon written notice of resignation to the Chair and the Secretary. Non-Voting Directors will serve until the earliest of their death, resignation or removal. A Non-Voting Director may resign at any time upon written notice of resignation to the Chair, the Secretary, and the County Executive. Any resignation will be effective immediately unless a certain effective date is specified therein, in

which event it will be effective upon such date, and acceptance of any resignation will not be necessary to make it effective.

2.8 Attendance and Participation. Any Voting Director who misses three consecutive meetings or more than half of the scheduled meetings within a 12-month period, or who fails to participate in the work of the Corporation without good cause acceptable to a majority of the other Voting Directors, may be subject to removal from the Board of Directors.

2.9 Removal of Directors. Voting Directors may be removed from the Board of Directors by a resolution passed by at least two-thirds of the Voting Directors, not including the Voting Director affected directly by the resolution. Non-Voting Directors may be removed from the Board of Directors by the County Executive at any time for any or no reason.

2.10 Chair, Vice Chair, Secretary and Treasurer of the Board of Directors.

(a) Chair. At the initial meeting of the Board of Directors and thereafter annually, the Voting Directors will elect a Chair of the Board of Directors from among its members. Following the initial election of a Chair of the Board of Directors, at least two months prior to the election meeting to elect a Chair, a slate of candidates for Chair will be nominated during a meeting held pursuant to Article V. After nomination, each candidate for Chair will be polled on his or her willingness and ability to serve as Chair of the Board of Directors. At the election meeting, the Chair will be elected by the Voting Directors from among the willing nominees in accordance with the voting provisions of Article V. The Chair will preside over meetings of the Board of Directors. The Chair has the authority to delegate appropriate functions to members of the Board of Directors. The Chair will be empowered to execute any contract or agreement authorized by the Board of Directors or delegate such authority to the Executive Director or other member of the Board of Directors.

(b) Vice Chair, Secretary and Treasurer. At the same meeting or meeting immediately following the election of the Chair, the Chair will nominate the Vice Chair, Secretary and Treasurer of the Corporation. After nomination, each candidate will be polled on his or her willingness and ability to serve as Vice Chair, Secretary or Treasurer, as applicable. The Vice Chair, Secretary and Treasurer will then be elected by the Voting Directors from among the willing nominees in accordance with the voting provisions of Article V.

(c) Vice Chair's Responsibilities. In the absence of the Chair at a meeting, the Vice Chair will perform the duties and exercise the powers of the Chair. If neither the Chair nor the Vice Chair is available, the member of the Board of Directors present with the longest continuous tenure on the Board of Directors will act as Chair.

(d) Secretary's Responsibilities. The Secretary will give or cause to be given notice of all meetings of the Board of Directors and all other notices required by law or these Bylaws. The Secretary, or a duly appointed agent, will record all the proceedings of meetings of the Board of Directors and maintain and be custodian of all books, documents

and papers filed with the Board of Directors, the minute book of the Corporation, and its official seal.

(e) Treasurer's Responsibilities. The Treasurer will have the custody of and be responsible for the Corporation's funds and securities, will keep full and separate accounts of receipts and disbursements in the books belonging to the Corporation and will deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer will disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and will render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

(f) Replacement. If an office of Chair, Vice Chair, Secretary or Treasurer becomes vacant for any reason, it will be filled by an election at the next regular meeting having a majority of Voting Directors present. The newly elected replacement will complete the unexpired term of the person succeeded. Prior to the election of any replacement, all members of the Board of Directors will be provided with notice of the proposed election before the meeting at which the replacement is elected.

2.11 Compensation and Expenses. A director will not be entitled to compensation for services as a director. A director will be entitled to be reimbursed reasonable travel expenses incurred in the performance of duties as a director.

2.12 Dissenting Directors. Members of the Board of Directors may formally submit their written dissent to any decision of the Board of Directors to the Secretary of the Board of Directors, who will include any such dissent in the official records of the Board of Directors.

ARTICLE III **COMMITTEES**

3.1 Committees. The Chair may appoint such standing or special committees and a chair for each such committee (a "**Committee Chair**") with the consent of a majority of the Voting Directors present and voting. The members and chairs of all committees will be appointed by the Voting Directors for a one-year term or until their successors are duly appointed, but will be subject to removal at any time by vote of a majority of the Voting Directors. No committee appointed by the Voting Directors will consist of fewer than two members. To the extent practicable, any such committees will be composed of at least four directors. At least one Non-Voting Director will serve on any standing or special committee. Committees will have the specific powers and responsibilities designated by the Voting Directors in an action or resolution, except that no committee will have the power to:

- (a) fill vacancies on the Board of Directors or on any of its committees;
- (b) amend the Articles of Incorporation;
- (c) adopt, amend, or repeal these Bylaws; or

- (d) approve a plan of merger.

3.2 Committee Presiding Officer. At each meeting of a committee, the Committee Chair, or in the absence of the Committee Chair any other committee member designated by the majority of the committee members then present, will act as presiding officer. Any committee member or a duly appointed agent chosen by the presiding officer will prepare or direct the preparation of a record of the business transacted at such meeting. Such record when adopted by a majority of the committee members in attendance at the next meeting and signed by the Committee Chair will be the official minutes of the committee meeting.

3.3 Meeting. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place, notice and public access as are specified in these Bylaws for regular and special meetings of the Board of Directors. All meetings of any such committees will comply with the notice and other requirements of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700 et seq., as amended (“VFOIA”). Committee meetings may be held at the call of the Chair or the Committee Chair or at the request of two members of the committee, with notice to all members of the committee.

3.4 Report of Committee Actions. Each committee will report to the Board of Directors on such committee’s actions and activities at the regular Board of Directors meeting next succeeding each committee meeting.

3.5 Resignation. Any member of a committee may resign at any time by giving written notice of resignation to the Board of Directors. Any resignation will be effective immediately unless a certain effective date is specified therein, in which event it will be effective upon such date, and acceptance of any resignation will not be necessary to make it effective.

3.6 Vacancies. Any vacancy occurring in a committee resulting from any reason whatsoever may be filled by the Board of Directors.

3.7 Quorum and Manner of Action. A quorum of the Voting Directors on a committee is necessary for a vote of such committee. A majority of Voting Directors on a committee will constitute a quorum. Less than a quorum may adjourn any committee meeting. In making any recommendations, adopting any plan, or approving any proposal, action will be taken by a majority vote of the Voting Directors on a committee present at a committee meeting at which quorum is present; for the avoidance of any doubt, the foregoing will constitute the sole and exclusive means by which a committee may take any action required or permitted to be taken by such committee. Upon the request of any Voting Director, the vote of each Voting Director on a committee on any issue will be recorded in the minutes of the committee. All votes of the Voting Directors on a committee will be taken during a public meeting, and no vote will be taken by secret or written ballot or by proxy.

ARTICLE IV
OFFICERS AND EMPLOYEES

4.1 Executive Director. An Executive Director will be appointed by the Board of Directors to be the chief executive officer and chief operating officer of the Corporation and will have authority for general supervision, direction, and control of the business of the Corporation as well as the duty and responsibility to implement and accomplish the objectives of the Corporation. The Executive Director has the authority to hire and dismiss the members of the staff of the organization according to the policies established by the Board of Directors. The Executive Director will also perform such other duties as may be assigned by the Board of Directors. The Executive Director will be appointed by the Board of Directors and will not be subject to term limits. The Executive Director may be removed at any time by the Board of Directors with or without cause.

4.2 Personnel Guidelines. The Corporation will create policies, practices, and procedures for the hiring and employment of employees. The Board of Directors may reorganize, restructure, reclassify, or eliminate positions. The Corporation personnel policies will include guidelines for conforming to the Corporation conflict of interest policy, such conflict of interest policy to be developed and approved by the Board of Directors.

4.3 Acting Executive Director. The Board of Directors may appoint an Acting Executive Director to perform the duties of the Executive Director in the event of the death, inability, absence, or refusal to act by the Executive Director, or in the event of any other vacancy of the office. The Acting Executive Director will be subject to the same restrictions and privileges placed upon and delegated to the Executive Director by the Board of Directors.

ARTICLE V
MEETINGS

5.1 VFOIA. All meetings will be open to the public, except as provided under VFOIA. “Meeting” or “meetings” means the meetings, including work sessions, when sitting physically, or through electronic communication means pursuant to the VFOIA or other applicable Virginia law, as a body or entity, or as an informal assemblage of (a) three or more directors or (b) a quorum, if less than three, of the Board of Directors, wherever held, with or without minutes being taken, whether or not votes are cast, of any public body.

5.2 Notice and Agenda. Notice and the agenda of all meetings will be provided as required under the VFOIA. All meetings will be preceded by properly posted notice stating the date, time, and location of each meeting. Notice of a meeting will be given at least three working days prior to the meeting. Notice of emergency meetings, reasonable under the circumstances, will be given contemporaneously with the notice provided to the members of the Board of Directors. Notices of all meetings will be provided to the County’s Office of Public Affairs for posting at the County’s Government Center and on the County Web site. All in-person and remote participation meetings will be conducted in public places that are accessible to persons with disabilities. Public access via electronic communications must be provided for all-virtual public meetings.

5.3 Frequency. The Board of Directors will meet monthly or as determined by the Chair. Meetings will be held at a time and place agreed to by a majority of the Voting Directors.

5.4 Quorum and Manner of Action. A quorum of the Voting Directors is necessary for a vote of the Board of Directors. A majority of Voting Directors fixed by the Board of Directors pursuant to Section 2.2 of this Article II, or if no number is fixed by the Board of Directors, a majority of the number of Voting Directors in office immediately before the meeting begins, will constitute a quorum. Less than a quorum may adjourn any meeting. In making any recommendations, adopting any plan, or approving any proposal, action will be taken by a majority vote of the Voting Directors present at a meeting at which quorum is present; for the avoidance of any doubt, the foregoing will constitute the sole and exclusive means by which the Board of Directors may take any action required or permitted to be taken by the Board of Directors. Upon the request of any Voting Director, the vote of each Voting Director on any issue will be recorded in the minutes. All votes of the Voting Directors will be taken during a public meeting, and no vote will be taken by secret or written ballot or by proxy.

5.5 Conduct. Except as otherwise provided by Virginia law or these Bylaws, all meetings will be conducted in accordance with *Robert's Rules of Order, Newly Revised*, and except as specifically authorized by the VFOIA or other applicable Virginia law, no meeting will be conducted through telephonic, video, electronic, or other communication means where a quorum of the Board of Directors or a committee, as applicable, are not all physically assembled to discuss or transact public business.

5.6 Public Access. For any meeting, at least one copy of the agenda, all agenda packets, and, unless exempt under the VFOIA, all materials furnished to members of the Board of Directors will be made available for public inspection at the same time such documents are furnished to the members of the Board of Directors. Pursuant to the VFOIA, any person may photograph, film, record, or otherwise reproduce any portion of a meeting required to be open, but such actions may not interfere with any Board of Directors proceedings.

5.7 Attorney-Client Privilege. Records containing legal advice from counsel to the Corporation, and advice provided in closed session by legal counsel to the Corporation, are protected by the attorney-client privilege and from disclosure under the VFOIA. Any such records or advice should not be disclosed by the members of the Board of Directors to any third party, or the privilege against disclosure may be waived. Questions regarding the handling of records or advice subject to attorney-client privilege should be directed to the Corporation's legal counsel.

ARTICLE VI

LIABILITY AND INDEMNIFICATION

6.1 Limitation on Liability of Officers and Directors. To the full extent that the Act permits the limitation or elimination of the liability of directors or officers, and as set forth in the Articles of Incorporation, a director or officer of the Corporation will not be liable to the Corporation for monetary damages.

6.2 Indemnification. To the full extent permitted and in the manner prescribed by the Act and any other applicable law, and as set forth in the Articles of Incorporation, the Corporation

will indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

6.3 Directors, Officers, Employees or Agents. Reference herein to directors, officers, employees or agents will include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE VII **FISCAL YEAR; REPORTING; CORPORATE RECORDS**

7.1 Fiscal Year. The fiscal year of the Corporation will commence on July 1 of each year, and will consist of such accounting periods as may be determined by the Board of Directors.

7.2 Minutes of Meetings and Records of Actions. The Corporation will keep as permanent records minutes of all meetings of the Board of Directors and all actions taken by a committee of the Board of Directors. The Secretary or an appointed representative will ensure that minutes of meetings are recorded as required under the VFOIA. Minutes will include: (a) the date, time, and location of each meeting; (b) the members present and absent; (c) a summary of the discussion on matters proposed, deliberated, or decided; and (d) a record of any votes taken. Such minutes are public records and subject to inspection and copying by citizens of the Commonwealth or by members of the news media in accordance with VFOIA.

7.3 Annual Meeting; Annual Report. The Board of Directors will conduct an annual meeting. Not less than once per year (but in any event, no later than June 30th of each year), the Chair or the Executive Director will provide a written report to the Clerk to the County Board of Supervisors for distribution to the members of the County Board of Supervisors and to the County Executive. This report will include the following information:

- (a) The number, kind, and amount of all Corporation activities and initiatives, including, without limitation, all Financial Investments and Financial Support made or provided by the Corporation during the reporting period.
- (b) A description of the results of the activities and initiatives during the reporting period, including any that were not successful or in which a property owner defaulted, including the amount of any such default, and an analysis or review of the reasons that led to the default or unsuccessful outcome. These activities and initiatives include any marketing, advertising or educational efforts designed to further the mission of the Corporation.
- (c) A review of any administrative issues related to the Corporation.
- (d) Any other information that may be requested by the County Board of Supervisors or the County Executive.

7.4 Three-Year Assessment. Four years after the effective date of the Ordinance, the Corporation will conduct an assessment of its activities in its first three years of operation and

provide a written report to the Chair of the County Board of Supervisors and the County Executive that includes recommendations on expanded operations and activities of the Corporation.

7.5 Accounting Records. The Corporation will maintain accounting records in compliance with generally accepted accounting principles.

7.6 Audits. The Corporation will contract with an independent certified public accountant to audit its books and accounts at least once every year. The Corporation will transmit the audit to the County Executive, and will make the audit available to the public on its website. The Board of Directors will be responsible for the selection of a third-party audit firm as well as the timely completion of the annual audit of the Corporation[; provided, if the Corporation is a component unit of the County for accounting purposes, then the County Executive (rather than the Board of Directors) will have the right to select the third-party audit firm of the Corporation].

7.7 Form of Records; Financial Records. The Corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time. Any entity that receives financing through the Corporation will provide the Board of Directors an annual statement, certified as correct by the chief financial officer of the recipient of such financing, setting forth all sources and uses of funds in such detail as may be required by the Corporation for such project. The Corporation will maintain any such statements for such time required by the Virginia Public Records Act, Virginia Code § 42.1-76 *et seq.*, as amended (the “VPRA”), but not less than five years.

7.8 Specific Records Which Corporation Must Keep. The Corporation will keep a copy of the following records:

- (a) The Articles of Incorporation and all amendments to them currently in effect;
- (b) These Bylaws and all amendments to them currently in effect;
- (c) A list of the names and business addresses of the Corporation’s current directors and officers;
- (d) Each of the Corporation’s annual reports delivered to the State Corporation Commission;
- (e) Form 1023, application for Recognition of Exemption, filed by the Corporation with the Internal Revenue Service; and
- (f) Each Form 990, Return of Organization Exempt from Income Tax, filed by the Corporation with the Internal Revenue Service.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

8.1 Compliance with Law and County Policy. The Corporation will comply with all Virginia laws, including, but not limited to, the VFOIA, the VPRA, the Virginia State and Local Government Conflict of Interests Act, Virginia Code § 2.2-3100 *et seq.*, as amended, all County ordinances, and all County policies concerning the activities of its boards, authorities, and commissions. In case of a conflict between a provision of these Bylaws and any applicable ordinance or law, the provisions of the applicable ordinance or law, as the case may be, will control.

8.2 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money will be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

8.3 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation and these Bylaws may be amended or altered by the Voting Directors; provided that, the Articles of Incorporation and these Bylaws must always maintain compliance with the Green Bank Statute and the Ordinance, as each may be amended from time to time hereafter. [The Board of Directors must submit any proposed amendments to the Articles of Incorporation or these Bylaws to the County Board of Supervisors for review, comment [and approval] at least sixty days prior to the Board of Directors taking any final action on the amendment.][The Board of Directors must submit a copy to the County Board of Supervisors of each adopted amendment to the Corporation's Articles of Incorporation or these Bylaws at least [five] days after adoption.] [OR for each of these alternatives, consider requiring delivery to the County Executive rather than the Board of Supervisors.]

[Signature Page Follows]

THE UNDERSIGNED, as the duly appointed Secretary of the Corporation, hereby certifies that the Board of Directors duly adopted these Bylaws on the ___th day of _____, 2023.

_____, Secretary

DRAFT