

**BYLAWS
OF
THE ORANGE COUNTY PARKS AND RECREATION FOUNDATION, INC.**

**ARTICLE I.
Organization**

Section 1.1. Name. This corporation shall be known as the Orange County Parks and Recreation Foundation, Inc. (hereinafter "the Foundation")

Section 1.2. Nonstock Corporation. This Foundation shall be incorporated in the Commonwealth of Virginia as a Nonstock Corporation. This Foundation is not organized for profit and shall have no capital stock.

**ARTICLE II.
Offices**

Section 2.1. Registered Office. The registered office shall be located at the Orange County Attorney's Office, 112 W. Main Street, Orange, VA 22960. The Foundation may have offices and places of business at such other places within and without the Commonwealth of Virginia as shall be determined by the Directors.

Section 2.2. Principal Office. The principal office of the Foundation shall be located at 146 Madison Road, Orange, VA 22960. The Foundation may have such other offices and it may conduct its meetings in any other building in Orange County which may be designated for this purpose by the Directors.

**ARTICLE III.
Purpose**

Section 3.1. Support of the Orange County Parks and Recreation Department. The purpose of this Foundation shall be to engage in activities to support the Orange County Parks and Recreation Department ("Department") by soliciting, from publicly and privately supported organizations, governmental units and the general public, funds and grants; and by receiving gifts and donations to transfer or otherwise distribute to the Department or Orange County to enhance existing and to create and develop future public parks and recreational programs, services, facilities and technology, in each case as are consistent with the exemptions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code").

In order to carry out its purposes, the Foundation shall have, at all times, a Memorandum of Understanding ("MOU") with Orange County that sets forth its mission and under which the Foundation will solicit, accept, or otherwise generate funds. Pursuant to the MOU, the Foundation will remain responsible for approving expenditures of any and all funds received by the Foundation consistent with the purpose and mission of the Foundation, as provided by the MOU.

Section 3.2. Liaison. The Director of the Orange County Parks and Recreation Department shall be the official liaison with the Foundation and shall be a permanent director of the Foundation.

Section 3.3. Tax-Exempt Organization. This Foundation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth above.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.4. Dissolution and the Memorandum of Understanding. Should the Foundation ever cease to have a written working agreement in effect with Orange County, and should it receive written notice from the County that it does not intend to renew the working agreement with the Foundation at any point in the foreseeable future, then the Board of Directors of the Foundation must immediately begin taking steps to wind up the affairs of the corporation and terminate its corporate status within one year of the date of written notice from the County.

Section 3.5. Intended Distributees Upon Dissolution. Upon dissolution of the Foundation, the Officers shall, after paying or making provisions for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation in such manner, or to such organizations organized and operated exclusively for public parks and recreational purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine.

The intent is to distribute any remaining assets for the benefit of the Orange County Parks and Recreation Department. However, if any named recipient is not in existence, or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the remaining assets of this Foundation shall be distributed to the Board of County Supervisors

for Orange County, Virginia, to be used for public purposes.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such public purposes or to such nonprofit organization or organizations, as said court shall determine which are organized and operated exclusively for such public purposes.

ARTICLE IV.
Membership and Governance

Section 4.1. Membership. The Foundation shall have no members.

Section 4.2. Governance of the Foundation. The affairs of the Foundation shall be vested in and governed by the Board of Directors.

ARTICLE V.
Meetings of the Board of Directors; Voting; Quorum

Section 5.1. Annual Meeting. The annual meeting of the Foundation shall be held at the principal office of the Foundation in conjunction with the first quarterly meeting of the Foundation's fiscal year. The Directors, President, Vice President and Officers of the Foundation shall be elected by the Board of Directors at such annual meeting.

Section 5.2. Regular Meetings. Immediately after each annual election of Directors, the newly elected/appointed Board of Directors may meet at the principal office of the Foundation, or any other location as agreed to by the Board of Directors, for the purpose of organization and transaction of other business. If a quorum of the Directors be then present, no additional prior notice of such meeting shall be required. Other regular meetings of the Directors shall be held at least quarterly and may be held without notice at such times and places as the Directors may determine by resolution.

Section 5.3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board and must be called at the written request of two or more other Directors. Notice of a special meeting shall be given to each Director at least five (5) days prior to the meeting, but such notice may be waived in writing at any time.

Section 5.4. Voting of Board of Directors. If a quorum is present at a meeting of the Board of Directors, action on a matter shall be approved if the majority votes in favor of approval of the matter. Except as otherwise provided by law or in the Foundation's Articles of Incorporation, each board member is entitled to one vote on each matter voted on at a meeting.

Section 5.5. Quorum. A majority of the Board of Directors in office immediately before the meeting begins shall constitute a quorum for that meeting of the Board of Directors.

Section 5.6. Manner of Acting. Except as may be otherwise provided in these Bylaws or by law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**ARTICLE VI.
Directors and Officers**

Section 6.1 Directors and Officers. The management of the property, affairs and business of the Foundation shall be vested in its Board of Directors. The Board of Directors shall consist of no more than eleven (1 1) members as set forth in the Articles of Incorporation. The Officers of the Foundation shall be selected from the Board of Directors. The Board of Director will elect the Officers, except for the Secretary, who shall be the Director of the Department of Parks and Recreation. The President of the Foundation shall act as Chairman of the Board of Directors.

Section 6.2. Election of Directors and Officers. Nominations to fill the eligible elected positions or vacancies for Directors may be taken from the floor, or they may be made by report of a nominating committee, at the quarterly meeting preceding the annual meeting each year. Nominations to fill the eligible officer positions may be made by a director or by report of a nominating committee. Elections will be held at the annual meeting. No individual shall be nominated or elected as a Director or Officer without his or her prior consent.

Section 6.3. Initial Board of Directors; Initial Terms; Service as Initial Directors not to Count as a Term for the Purpose of Determining Term Limitation. The following persons shall serve as the initial Directors and Officers of the Foundation, to serve pending regular elections of the Foundation and expiring upon the expiration date of the initial terms, at which time they will be eligible for reelection:

Jessica Sokol	Director	(term expires 12/31/2014)
David Lamb	Director	(term expires 12/31/2014)
Robert Anthony	Director	(term expires 12/31/2014)
Jeff Earnhardt	Director	(term expires 12/31/2015)
Christopher Colby	Director	(term expires 12/31/2015)
Sean Gregg	Director	(term expires 12/31/2015)
Tim Moubray	Parks and Recreation Director	No term expiration

Section 6.4 Tenure and Term Directors and Officers. Directors shall serve for a term consisting of three years. No incumbent shall serve more than three (3) consecutive terms. Officers shall be Directors and serve for one year terms and there is no term limit. The terms of office of Directors and Officers shall begin January 1; however, the terms of the initial Board of Directors and Officers shall begin on the first day of incorporation.

Section 6.5. Action Without a Meeting of the Board of Directors, Taken by Written Consent. Any action which may be taken at a meeting of the Board of Directors may

be taken without a meeting if a written statement or a hard copy of an electronic transmission, setting forth the action so taken, is signed by each of the Directors, or a hard copy of the Director's electronic transmission assenting to the proposed action is filed with the corporate records or included in the minutes. Such action may be accomplished by one or more electronic transmissions and shall be effective when the last director signs the consent, unless the consent specifies a different effective date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each Director. Any such consent shall have the effect of action taken at a meeting of the Board of Directors and may be described as such in any document.

Section 6.6. Participation in Meetings Through Use of Communication Devices. Any or all Directors may participate in regular or special meetings of the Board of Directors by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 6.7. Duties of the Board of Directors. The business and affairs of the Foundation shall be directed, managed, and controlled by the Board of Directors, which has full power and authority to perform all acts and exercise all corporate powers.

Section 6.8. Duties of the President. The President shall preside over and conduct meetings, forms committees and appoints committee chairs as needed to facilitate the operation of the Foundation pursuant to the Board of Directors' approval as required by Section 7.3 of Article VII, and sets the annual meeting schedule.

Section 6.9. Duties of the Vice-President. The Vice-President shall preside over and conduct meetings in the absence of the Chairman.

Section 6.10. Duties of the Secretary. The Secretary records attendance, prepares and maintains custody of minutes of the meetings of the Board of Directors, and authenticates documents and records for the Foundation. In the absence of the President and Vice-President, the Secretary presides over meetings. The Director of Parks and Recreation shall serve as the Secretary.

Section 6.11. Duties of the Treasurer. The Treasurer oversees all financial records of the Foundation, oversees the filing of appropriate IRS documents, and provides monthly Treasurer's reports. The Treasurer will preside over and conduct meetings in the absence of the Chairman, Vice-Chairman, and Secretary.

Section 6.12. Resignation. Any Director or Officer may resign his or her position at any time by delivering written notice to the Board of Directors, its Chairman or the Secretary. Any resignation shall become effective when the notice is delivered, unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein, in which event the resignation shall take effect upon its acceptance by the Board of Directors, unless the notice specifies a later

effective date.

Section 6.13. Removal of Directors and Officers. Any Director or Officer of the Foundation may be removed, with or without cause, at any time, by a resolution passed by an affirmative vote of a majority of the Board of Directors present provided a quorum is present. A Director or Officer may be removed only at a meeting called for the purpose of removing him or her. The meeting notice shall state that the purpose or one of the purposes of the meeting is the removal of the Director or Officer.

Section 6.14. Vacancies. Vacancies in unexpired terms of elected positions filled by the Board of Directors of the Foundation shall be filled at the next regular meeting, or as soon as possible after the vacancy occurs, by a vote of the majority of the Board of Directors present, provided a quorum is present. Such appointed Director or Officer will only serve for the remainder of the term for the Director or Officer he or she replaces and such service will not affect his or her eligibility to serve his or her own three consecutive terms.

ARTICLE VII. Committees

Section 7.1. Eligibility. The Board of Directors may create one or more Committees. Each Committee shall have at least one Director as a member of the Committee and as many other Directors as are necessary. Members of the public are also eligible to serve on Committees.

Section 7.2. Approval Required. The creation of a Committee and the appointment of a Director or Directors to it shall be approved by the greater of (i) a majority of all the Directors in office when the action is taken, or (ii) a quorum of the Directors as specified in Section 5.5 of these Bylaws.

Section 7.3. Meetings and Voting. The provisions set forth in Sections 5.2 through 5.6 of Article V and Section 6.5 of Article VI governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to Committees and their members as well.

ARTICLE VIII. Compensation; Limitation on Liability of Directors and Officers

Section 8.1. Compensation on Liability. No Director or Officer shall receive compensation for services performed for the Foundation, other than travel expenses and/or reimbursement for out-of-pocket expenses in such amounts as may be approved by the Board of Directors. Therefore, no Director or Officer who serves this Foundation without compensation for his or her services shall be liable for damages in any proceeding arising out of a single transaction, occurrence, or course of conduct on behalf of the Foundation.

Section 8.2. Exceptions. The liability of a Director or Officer shall not be limited as provided for in this Article if the Director or Officer engaged in willful misconduct or a

knowing violation of the criminal law.

Section 8.3. No Retroactive Reduction or Elimination of Limitation on Liability. No limitation or elimination of liability adopted pursuant to this Article may be affected by any amendment of the Articles of Incorporation or these Bylaws with respect to any act or omission or course of conduct occurring before such amendment.

ARTICLE IX.
Indemnification of Directors and Officers

Section 9.1. Definition. As used in this Article, the terms "Director" or "Officer" shall apply to any individual who is or was a Director or Officer of the Foundation and shall include, unless the context requires otherwise, the estate or personal representatives of a Director or Officer.

Section 9.2 Indemnification. Except as provided for in Section 9.4 of this Article, the Foundation shall indemnify, to the extent provided by law, any individual who is or was a Director or Officer of the Foundation made a party to any proceedings because of his or her position as a Director or Officer against liability incurred in that proceeding. Further, the Foundation shall purchase appropriate insurance, in amounts sufficient to cover this indemnification obligation.

Section 9.3 Termination of Proceeding. The termination of a proceeding by judgment, order, settlement or conviction is not of itself determinative that the Director or Officer is not subject to the provisions of Section 9.4 of this Article, which describes the circumstances under which indemnification is prohibited.

Section 9.4. Exclusions. The Foundation may not indemnify a Director or Officer under this Article if:

- A. In connection with a proceeding by or in the right of the Foundation, the Director or Officer is adjudged liable to the Foundation; or
- B. In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
- C. Nothing in this Section precludes the Foundation from extending indemnity to a Director or Officer under the conditions set forth in Subsections A and B of this Section provided the Foundation complies with the provisions set forth in Section 11.8 below and its requirements.

Section 9.5. Mandatory Indemnification. Unless otherwise limited by the Articles of Incorporation, the Foundation shall indemnify a Director or Officer who entirely prevails in the defense of any proceeding to which he or she is a party solely because he or she was a

Director or Officer in the Foundation, against reasonable expenses, including attorney fees, incurred in connection with the proceeding.

Section 9.6. Indemnification Limits. Indemnification required under this Article in connection with a proceeding by or in the right of the Foundation is limited to the amount of any judgment for compensatory damages and reasonable expenses, including attorney fees, incurred in connection with the proceeding. The Board of Directors may authorize the payment of additional expenses, beyond reasonable expenses, and the payment of punitive damages, if it deems such payments to be in the best interests of the Foundation, as set forth in Section 9.8 below.

Section 9.7. Advances for Expenses. The Board of Directors, using standards as required by law, shall determine, by resolution, whether or not the Foundation shall pay for or reimburse the reasonable expenses, including attorney's fees, incurred by a Director who is a party to a proceeding in advance of the final disposition of the proceeding,

Section 9.8. Further Indemnity May be Authorized. The Foundation shall have the power to make further indemnity, including indemnity with respect to a proceeding by or in the right of the Foundation, and to make additional provision for advances and reimbursement of expenses, including attorney fees, to any Director or Officer that may be authorized by the Articles of Incorporation or the Bylaws or any resolution adopted, before or after the event, by the Board of Directors, except an indemnity against (i) his or her willful misconduct or (ii) a knowing violation of the criminal law. Each such indemnity may continue to a person who has ceased to have the capacity as a Director or Officer and may inure to the benefit of the heirs, executors, and administrators of such a person.

Section 9.9. No Retroactive Reduction or Elimination of Indemnity. No right provided to any Director or Officer pursuant to this Article may be reduced or eliminated by any amendment of the Articles of Incorporation or these Bylaws with respect to any act or omission or course of conduct occurring before such amendment.

ARTICLE X. **Corporate Records**

Section 10.1. Corporate Records. The Foundation shall:

A. Keep as permanent records, minutes of all meetings of the Board of Directors and of all actions taken by the Board of Directors without a meeting and a record of all actions taken by a committee of the board of directors in place of the Board of Directors on behalf of the Foundation.

B. Maintain appropriate accounting records.

C. Maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

D. Keep a copy of the following records:

1. The Foundation's Articles or Restated Articles of Incorporation, all amendments to them currently in effect, and any notices to members regarding facts on which a document filed with the State Corporation Commission is dependent;
2. The Foundation's Bylaws or Restated Bylaws and all amendments to them currently in effect;
3. The minutes of all Board of Director meetings, and records of all actions taken by the Board of Directors without a meeting, for the past three years;
4. A list of the names and business addresses of the Foundation's current Directors and Officers;
5. The Foundation's most recent annual report delivered to the State Corporation Commission of Virginia.

Section 10.2. Inspection of Records by Directors. A director of the Foundation is entitled to inspect and copy the books, records, and documents of the Foundation at any reasonable time to the extent reasonably related to the performance of his duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation. If a director is denied his inspection and copying rights, he may make an application to the Orange County Circuit Court for enforcement of his rights.

**ARTICLE XI.
Miscellaneous**

Section 11.1. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Director under the provisions of these Bylaws or by law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he or she attends for the express purpose of objecting to the transaction of any business at such meeting because the meeting is not lawfully called or convened.

Section 11.2. Fiscal Year. The fiscal year of the Foundation shall begin on July 1 in each year.

Section 11.3. Audits. The Board of Directors shall provide for an independent or external audit of all funds held by the Foundation, as required by law or otherwise necessary. The audit shall be conducted by a person or organization chosen by the Directors, but shall be a certified public accountant if required by law.

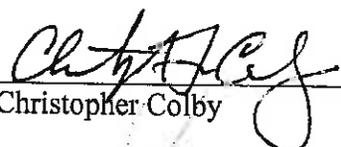
Section 11.4. Memorandum of Understanding. The Foundation shall enter into a

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Jeff Earnhardt

9/20/12
Date



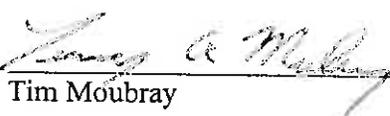
Christopher Colby

28 Sep 12
Date



Sean Gregg

Sept. 28, 2012
Date



Tim Moubray

9/27/12
Date