BYLAWS
OF
HISTORIC VIRGINIA LAND CONSERVANCY

Article I. Objectives and Activities

Section I- Name

The organization shall be named the Historic Virginia Land Conservancy and shall be incorporated as a non-stock corporation under the laws of the Commonwealth of Virginia and which meets IRS requirements for a non-profit 501-3 (c) corporation. The organization was formed in 1990 as the Historic Rivers Land Conservancy, and then changed its name to Williamsburg Land Conservancy from 1996 until 2015.

Section II- Objectives

The objectives of the Historic Virginia Land Conservancy shall be to:

1. Protect significant natural scenic, historic, and agricultural lands in the lower James River, York and Rappahannock River watersheds, and

2. Steward lands so protected.

Section III- Activities of the Historic Virginia Land Conservancy

In order to achieve its objectives, the Historic Virginia Land Conservancy shall, among other things:

1. Acquire conservation easements on or fee simple ownership of properties which exhibit the conservation values of lands with significant natural, scenic, or historic character or with potential for agricultural or forest production or are in some other way unique and appropriate for permanent protection.

2. Steward, monitor, and enforce conservation easements held by the Historic Virginia Land Conservancy to protect their conservation values.

3. Educate members of the Historic Virginia Land Conservancy, professionals involved in the protection of land and the general public about the activities of the organization and about land conservation and stewardship; and

4. Promote financial support for the Historic Virginia Land Conservancy through solicitation of funds and fundraising events.
Article II. Membership

1. Qualifications. All individuals, businesses, associations, or civic clubs who/which support the Historic Virginia Land Conservancy’s purposes may become members by making a dues contribution, unless the Board votes by a 2/3 majority of the entire Board not to accept the contribution.

2. Support Levels. The Board may establish several classes of membership dues such as honorary, sustaining, supporting and regular for individuals and corporations. The annual contribution for each class of membership shall be set by the Board.

3. Annual Meeting. An annual meeting of the members for the purpose of electing directors and transacting any other business which may properly come before the meeting shall be held at a time and place to be set by the Board. The meeting date shall be in the 4th quarter of each fiscal year. Additional general membership meetings may be called by the Chair or by petition of 10% of the members.

4. Special Meetings. Special meetings of the members may be called at any time by the Chair, by the Board, or by petition in writing signed by not fewer than 25% of the members of the corporation and filed with the Secretary/Treasurer.

5. Voting. At any meeting of the membership, the members present shall constitute a quorum. Each membership shall have one vote, subject to any restrictions contained in the Articles of Incorporation, and only those of legal voting age shall be entitled to vote at meetings of the membership. Representation by proxy or voting by mail or electronic mail may be permitted at the discretion of the Board.

6. Notice. Notice of the annual meeting and any additional general membership meetings shall be given to members not less than fourteen (14) days and not more than sixty (60) days prior to the meeting.

Article III. Board of Directors, Advisory Board and Ex-Officio Members

1. General Powers. The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of not less than nine (9) members. The number of members on the Board of Directors may be determined from time to time at any meeting of the Board by a majority of the current directors on the Board of Directors. The powers of the Board of Directors shall include the authority to accept, transfer and encumber property and interests in property and the authority to retain any necessary staff or contractors.

2. Election. Directors shall be elected by the members at the Annual Meeting and each director shall serve beginning 1 January for the term specified below.

3. Terms of Office. Members of the Board of Directors, Advisory Board and Ex-Officio members shall be elected and serve terms as follows:
a. Members of the Board of Directors shall be elected to serve for a term of three (3) years, with the opportunity to be nominated to serve one successive three (3) year term. Former Directors are eligible for re-nomination after at least one year off the Board.

b. In the event the Chair is to rotate off the Board of Directors during his or her term of office or at the time he/she is to assume the office of immediate Past Chair, the term of the Chair shall be extended without the necessity for action by the Board in order to allow him/her to complete his/her term as Chair described below and to carry out any and all responsibilities delegated to the immediate past Chair.

c. In the event the chair is to rotate off the Board of Directors at the time he/she is to assume the office of Immediate Past Chair, he/she may be nominated and elected at the Annual Meeting to serve an additional one (1) year term in order to allow him/her to carry out the responsibilities delegated to the Immediate Past Chair.

d. Member of the Advisory Board shall be elected by the Board of Directors for three (3) year terms and shall assume their posts on 1 January. Members of the Advisory Board may serve on committees, and are encouraged to do so.

e. Ex-Officio members shall be comprised of elected local government officials and General Assembly House and Senate members from the jurisdictions served by the Historic Virginia Land Conservancy. Such ex-officio members shall be elected by the Board of Directors, so long as they remain in public office. When an ex-officio member leaves his/her position in public office, he/she shall be eligible to serve on the Advisory Board for a three (3) year term.

f. Leave of Absence. A member of the Board of Directors or Advisory Board upon approval by the Board of Directors, may take a leave of absence of up to one year. Such leave shall not extend the term of office.

4 Removal. Any donor, officer or director or Advisory Board member may be removed by affirmative vote of a majority of the current directors on the Board of Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board.

5. Vacancies. In case of a vacancy resulting from resignation, removal or by not reaching the Board-determined number of members, the remaining members of the Board of Directors may elect a new member or a successor for the remainder of the vacant term.

6. Call and Notice. The Board of Directors shall meet on call by the Chair or on written request filed with the Secretary by four (4) or more directors. The Secretary shall give reasonable notice to each director of the time, place and date of each meeting by notice in writing via electronic mail or mailed, postage prepaid, not later than the tenth (10th) day before the day set for the meeting and addressed to the director's last known post office address according to the corporation's records, or telephonic
communication or notice in writing delivered personally to the director's residence or usual place of business not later than the second day before the day set for the meeting. No notice of the time, date, place or purpose of any meeting need be given to any director who by writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

7. **Annual Meeting.** The Annual Meeting of the Board of Directors shall be held every calendar year at such time and place as is set by the Board. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

8. **Quorum and Voting.** At every meeting of the Board, a quorum shall consist of one-half (½) of the current directors serving on the Board of Directors. All decisions made by the Board shall be made by a majority of those present at the meeting with the following exceptions:

   a. All acquisitions and dispositions of land or interests in land shall be made by a two-thirds (2/3) majority of the Board members present.

   b. The annual budget shall be approved by a two-thirds (2/3) majority of the Board members present.

   c. The by-laws may be amended only by a two-thirds (2/3) majority of the Board members present.

   d. There shall be no voting by proxy.

9. **Compensation.** Directors shall receive no compensation for their services but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation.

10. **Informal Action by Directors.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

11. **Advisory Board.** The Board of Directors may, in resolution, form an advisory board (the "Advisory Board"). The Board of Directors shall elect members of the Advisory Board and any person so elected shall serve at the pleasure of the Board of Directors.

   a. The purpose of the Advisory Board is to provide links to the public and private sectors in the areas served by the Historic Virginia Land Conservancy and to represent a core of significant financial support to the Conservancy.
b. The Advisory Board shall meet jointly with the Board of Directors at least annually, the date and time of which meeting shall be determined by the Board of Directors.

13. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by any officer or any two Directors. Special meetings of the Board shall be held upon four (4) days notice by first class mail or by forty eight (48) hours notice given personally or by telephone, e-mail or similar means of communication, but such notice may be waived by any director. Any such notice shall be addressed to the director’s last known post office address according to the corporation’s records or notice in writing delivered personally to the director’s residence or usual place of business.

14. **Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meetings are in simultaneous communication with one another; all such Directors shall be deemed to be present in person at such meeting.

15. **Self-Dealing Transactions.** The Board shall approve a self-dealing transaction prior to the corporation entering into such transaction, in accordance with this section.

a. The following types of transactions shall be deemed self-dealing transactions:

   i. any transaction in which the corporation is a party and in which one or more of the directors has a material financial interest; or
   ii. any transaction between this corporation and one or more of its directors; or
   iii. any transaction between this corporation and any corporation or other entity in which one or more of its directors has a material financial interest.

b. In order to consider approving a self-dealing transaction, the Board of Directors must affirmatively conclude, in good faith, after reasonable investigation, and with knowledge of the material facts concerning the transaction and the directors’ interest in said transaction, that:

   i. the transaction is in the best interests of and is fair and reasonable to the corporation; and
   ii. that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

c. Approval of a self-dealing transaction shall be by vote of the majority of the directors then in office, without the vote of interested director(s).
Article IV. Officers and Committees

1. Officers

   a. The titles of the officers of the corporation shall be a Chair, Vice Chair, Secretary/ Treasurer, and Immediate Past Chair. All officers shall be directors and shall be elected by the Board of Directors at its Annual Meeting or whenever a vacancy occurs.

   b. The Chair shall serve a two (2) year term. In the event of special circumstances to be determined by a vote of the Board of Directors, the Board of Directors may extend the Chair’s term by one (1) additional year beyond the two (2) year term.

   c. All other officers shall serve for one (1) year or until a successor is elected and qualified.

   d. The Board of Directors may, from time to time, appoint such other officers it deems necessary.

2. Powers and Duties.

   a. Chair. The Chair shall be a director of the corporation and will preside at all meetings of the Board of Directors. The Chair shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

   b. Vice-Chair. The Vice-President shall be a director of the corporation and will preside at meetings of the Board of Directors in the absence of or request of the Chair. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.

   c. Secretary/Treasurer. The Secretary/Treasurer shall be a director of the corporation and shall work with staff to ensure the minutes of all meetings of the Board of Directors are recorded. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the organization’s finances. The Secretary/Treasurer shall work closely with any paid executive staff of the corporation to ascertain that appropriate procedures are being followed in the financial affairs of the corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

   d. Immediate Past Chair. The Immediate Past Chair shall be a director of the corporation and shall use his/her knowledge and experience on the Board of Directors to assist the current Chair. The Immediate Past Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.
3. **Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair, and up to two additional Directors, who shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors and the Executive Director. The Executive Committee may act for the Board of Directors during the period between Board meetings and may exercise all powers of the Board except any which have been expressly reserved by resolution of the Board or by these Bylaws. The Secretary/Treasurer shall give reasonable notice to each member of the Executive Committee of the time, date and place of each committee meeting.

4. **Executive Committee Limitations.** The following must be brought before the full Board for approval:

   a. Personnel issues, including hiring and firing of staff.

   b. Any expenditure over $10,000.

5. **Committees.** The Board of Directors may appoint such other committees as it deems necessary to implement the purposes of the Corporation. The Board of Directors may authorize committees to exercise powers of the Board.

6. **Nominating Committee.** Prior to the Annual Meeting of the membership, the Chair shall appoint a committee to nominate persons for the Director positions becoming vacant.

   **Article V. Staff**

1. **Executive Director.** The Executive Director is hired by the Board of Directors, and has the day-to-day responsibilities for the corporation, including carrying out the corporation’s goals and policies. The Executive Director is accountable to the Board of Directors and shall work closely with the Board to fulfill its objectives. The Executive Director, as authorized by the Board shall sign or delegate authority to sign checks and enter into agreements with the approval of the Board, which are necessary to carry out the objectives of the corporation. The Executive Director may hire other staff members as the Board authorizes. The Executive Director shall be an ex-officio member of the Board, but shall not be entitled to vote.

2. **Annual Review.** An annual review of staff will be prepared by the Executive Committee and conducted by the Chair and Vice Chair.

3. **Other Staff.** All other staff shall be supervised by and accountable to the Executive Director.
Article VI. Financial Affairs

1. Fiscal Year. The fiscal year of the corporation shall end on December 31st of each year.

2. Bank Accounts. The funds of the corporation shall be deposited in one or more banks or other financial institutions as may be designated by the Board of Directors. All checks shall be signed by such officers as the Board may from time to time designate. The Executive Director shall be authorized to sign checks for day-to-day transactions up to the amount of $999.00. Checks in the amount of $1,000.00 or more shall also require the signature of an officer authorized as a signatory on the corporation’s accounts.

3. Insurance. The Board of Directors shall secure insurance to protect the corporation, the Board of Directors and officers from liability. The Board of Directors may secure insurance to protect its assets, members, and employees or agents.

4. Indemnification. To maximum extent permitted by Virginia law, as from time to time amended, the corporation shall indemnify its currently acting and its former Directors and any Director who serves or has served, at the request of the corporation as a Director, Officer, partner, trustee, enterprise, against any and all liabilities and expenses incurred in conjunction with their services in such capacities. The Corporation shall indemnify its current acting and its former officers to the same extent as is consistent with law. The corporation may indemnify its employees and agents and to the extent determined by the Board of Directors. The corporation may also advance expenses, to the extent permitted by law, to persons referred to above.

5. Budget. The Board of Directors shall approve a budget no later than 60 days after the beginning of each fiscal year. However, non-budget emergency expenditures may be approved by the Board.

Article VII. Miscellaneous

1. Gifts. The Board may accept or reject, on behalf of the corporation, any contribution, gift, bequest or devise for the general purposes of the corporation.

2. Books and Records. The Historic Virginia Land Conservancy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members, Board, Advisory Board and committees having and exercising any of the authority of the Board, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Historic Virginia Land Conservancy may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Adopted on October 13, 2016

Susan Chamberlain, Secretary of the Board