

BYLAWS

ARTICLE I. NAME

The name of this organization shall be Shenandoah Valley Pure Water Forum, (herein, the "Forum"), incorporated under the laws of Virginia.

ARTICLE II. MISSION

"The Forum's mission is to improve water quality and water conservation through networking, collaboration, education and action in the Shenandoah River watershed."

ARTICLE III. MEMBERSHIP

- A. Membership:** The membership consists of individuals and groups, subject to approval of the Board of Directors, who support the purpose of the Forum, representing conservation, agricultural, industrial, educational, governmental and other interests, and who are in compliance with a schedule of annual dues. Members will have no voting rights unless granted by the Board of Directors.
- B. Annual Dues:** The Board of Directors may establish a schedule of annual dues with different rates for various categories of members.
- C. Removal:** Members whose actions and/or statements demonstrate positions contrary to the goals and purpose of the Forum may be removed from the membership rolls by a majority vote of the Board of Directors.

ARTICLE IV. DIRECTORS

- A. Duties:** The Board of Directors shall be responsible for establishing and overseeing Forum policies that further the mission of the Forum, and for monitoring effective fiscal management of the Forum.
- B. Composition:** The Board of Directors shall be composed of not less than seven (7) and not more than eighteen (18) members of the Forum elected in accordance with Section C, and shall reflect the diverse composition of the membership. For individual members not affiliated with a an organization, annual dues will be waived.
- C. Election:** Candidates for Directors of the Board shall be nominated by the Board Development Committee or by any of the existing Directors, and elected by a majority of a quorum of the existing Directors.

- D. Term:** The term of office of Directors shall be two (2) years.
- E. Vacancies:** Vacancies may be filled by election by a majority of the Directors. Directors thus elected shall serve a full term of two (2) years.
- F. Removal:** A Director may be removed, for cause, by a vote of a majority of all members of the Board. The Director shall be given an advance notice in writing and offered an opportunity to be present and heard at the meeting at which removal is considered.

ARTICLE V. OFFICERS

- A. Titles:** The Officers are the President, Vice President, Treasurer, Secretary, President-elect, and Immediate Past President, and such additional officers as the Board may from time to time appoint and this shall constitute the Executive Committee of the Forum.
- B. Election and Term:** The Officers are elected by the Board of Directors at the last meeting of the calendar year to serve for the following calendar year. If the election of any Officer position does not occur by the end of a calendar year, the incumbent Officer shall serve until reelected or replaced. The Officers shall be members of the Board. The Board shall fill any vacancy occurring in any office.
 - 1. **President:** The President of the Board shall be the principal officer of the Corporation. The President shall conduct the general oversight of the affairs and finances of the Forum, preside over Board meetings, and appoint members of committees.
 - 2. **Vice President:** The Vice President and/or the President Elect shall assist in the performance of the duties of the President, and perform the duties of the President if the President is unable to do so or is absent.
 - 3. **Treasurer:** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Forum; maintain, or cause to be maintained, books and financial records of the Forum; file, or cause to be filed, all federal and state tax reports; and perform other duties as may be assigned by the Board of Directors.
 - 4. **Secretary:** The Secretary shall issue notices in accordance with the provisions of these Bylaws; keep the minutes of the meetings of the Board and of the membership; maintain the records of the Forum; and perform other duties as may be assigned by the Board of Directors.

5. **Immediate Past President:** The Immediate Past President from the previous term shall be a member of the aforementioned Executive Committee.
6. **President Elect:** The President Elect shall be a member of the aforementioned Executive Committee.

ARTICLE VI. MEETINGS

- A. **Regular Meetings:** Directors shall meet at least quarterly. A meeting of the members shall be held at least annually.
- B. **Manner of Meetings:** Action may be taken on a matter by the Board of Directors only at a meeting at which a quorum shall be present. A quorum of the Board of Directors shall consist of a majority of the number of directors on the board. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors
- C. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President of the Board, or a majority of the Directors. Business transacted at special meetings shall be limited to the purposes for which the meeting was called.
- D. **Notice:** Notice of all meetings shall be made no less than twenty-four (24) hours in advance. Notice shall state date, time, place and purpose of the meeting. Regular or special meetings of the Board of Directors or the general membership may be held upon notice by word-of-mouth, letter, facsimile or electronic mail delivered not later than twenty-four (24) hours preceding the time for the meeting, upon call of the President or other Officers of the Forum.
- E. **Quorum:** A quorum consists of a majority of the Directors. Directors are present at a meeting if attending in person, or by conference call, provided that all attendees can hear each other.
- F. **Proxy:** At any Regular or Special Meeting of the members, a member entitled to vote may do so by proxy executed in writing by the member, provided that such proxy votes shall only be authorized on those specific questions, proposals or ballot which are set forth in the notice sent to the members relative to such meeting. No proxy shall be valid after the close of the Regular or Special meeting for which the proxy was given.
- G. **Voting:** Unless otherwise provided, matters to be decided by a vote of the Board of Directors shall be decided by a majority vote of those present and vote by proxy.

ARTICLE VII. STANDING COMMITTEES

- A. Committees:** The Board may create such committees with such powers as the Board may deem necessary to facilitate the business and special projects of the Forum. Each committee shall include at least one Director. There shall be three (3) permanent standing committees: Executive Committee; Board Development Committee; and Finance Program Committee.
- B. Executive Committee:** The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, President-elect, and Immediate Past President. The Executive Committee may act on behalf of the Board in instances requiring expeditious action between meetings of the Board. This power may be subject to prior limitations imposed by the Board.
- C. Board Development Committee:** The Board Development Committee shall identify needed skills and attributes, and nominate persons possessing qualifications required in these Bylaws to serve as Directors and/or Officers of the Forum. This Committee shall also periodically evaluate these Bylaws and consider amendments as appropriate for recommendation to the Board.
- D. Finance Committee:** The Finance Committee shall, as delegated by the board, assist in development of the Forum's budget; develop and implement fundraising strategies; and review and advise the Board regarding the Forum's finances.

ARTICLE VIII. APPOINTMENT OF EXECUTIVE DIRECTOR

- A. Appointment:** The Board of Directors may appoint an Executive Director and hire additional staff.
- B. Duties and Responsibilities:** The Executive Director shall be responsible for implementation of programs of the Forum as directed by the Board.
- C. Hire and Termination:** The Executive Director shall be subject to hire and termination by the Board of Directors.
- D. Meetings:** The Executive Director shall attend and participate in meetings of the Board of Directors and of committees to the extent required by the Board of Directors, but shall not be entitled to vote.

ARTICLE IX. INDEMNIFICATION

The Forum may indemnify Directors, Officers, and employees of the Forum to the fullest extent permitted by the General Laws of Virginia.

Section One – Limitation of Liability. To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Forum shall not be liable to the Forum or its members, if any, for any monetary damages.

Section Two – Indemnification. The Forum shall indemnify a director or officer of the Forum who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer, or is or was serving at the request of the Forum as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law.

Section Three – Advances and Reimbursement of Expenses. Unless a determination has been made that the indemnification is not permissible, the Forum shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him to repay the same, if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his ability to make repayments. Unless a determination has been made that indemnification is not permissible, the Forum is hereby empowered to contract in advance to indemnify and advance the expenses of any director or officer.

Section Four – Procedure for Indemnification. The determination to make advancements, reimbursements or indemnifications, or to contract in advance to do the same, shall be made by majority vote of a quorum of disinterested directors. If a quorum of disinterested directors cannot be obtained for any reason, then the determination shall be made by a majority vote of a committee designated by the Board of Directors, including interested directors, the committee to consist only of disinterested directors, at least two (2) in number, or by special legal counsel selected by the committee described above. If neither a quorum of disinterested directors nor a committee of at least two (2) disinterested directors can be obtained, then the determination shall be made by a majority vote of the entire Board, including interested directors.

Section Five – Persons Covered. The Board of Directors is hereby empowered by majority vote of a quorum of disinterested directors, to cause the Forum to indemnify or contract in advance to indemnify any person not specified in Section Two of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Forum, or is or was serving at the request of the Forum as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section Two.

Section Six – Insurance. The Forum may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Forum, or is or was serving at the request of the Forum as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Forum would have power to indemnify him against such liability under the provisions of this Article.

Section Seven – Changes in the Board Composition. In the event there has been a change in the composition of a majority of the Board of directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section Two of this article shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section Eight – Applicability of the Article. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal. Reference herein to directors, officers or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE X. COMPENSATION

Officers and members of the Board of Directors shall serve without compensation. Officers and members of the Board shall not be eligible for any paid employee or consultant positions in the Forum. Notwithstanding, the Board may authorize the reimbursement by the Forum of the reasonable expenses incurred by Officers and Directors on behalf of the Forum.

ARTICLE XI. CONFLICT OF INTEREST

- A. Duty to Disclose:** Board and committee members, officers, staff and other officials of the Forum shall have an affirmative obligation to reveal to the Board any actual or possible conflict of interest relating to the policies, goals, and

operations of the Forum, including but not limited to the financial interests inuring to the benefit of any Director or any member of his or her family.

- B. Determination Of Whether A Conflict Of Interest Exists:** After disclosure of the financial interest or other possible conflict of interest, and all material facts, the disclosing person shall leave the Board or committee meeting while the remaining Board or committee members discuss and vote upon whether a conflict of interest does, in fact, exist.
- C. Procedures for Addressing the Conflict Of Interest:** If a conflict of interest is determined to exist, the Board or committee shall determine whether the Forum can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Forum's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the beforementioned determination, the Board shall make a decision as to whether to enter into the transaction or arrangement.
- D. Records Of Proceedings:** The minutes of the Board meeting shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether the conflict of interest was present, and the Board's decision as to whether a conflict of interest, in fact, existed.

ARTICLE XII. DISSOLUTION

Upon dissolution of the Forum, all assets of the Forum remaining after payment of all liabilities shall be distributed by the Board to charitable organizations, and exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Forum shall begin on the first day of January and end on the last day of December each year, unless otherwise designated by the Board of Directors.

ARTICLE XIV. AMENDMENTS

These Bylaws may be adopted, altered, amended or repealed by a two-thirds (2/3) vote of Directors present at any regular or special meeting of the Board, provided that the text of such proposed changes to the Bylaws has been distributed to each Director at least ten (10) days prior to the meeting. The Forum's Articles of Incorporation may be amended by a two-thirds (2/3) vote of Directors present at any regular or special meeting of the Board, provided that the text of such proposed changes to the Articles has been distributed to each Director at least ten (10) days prior to the meeting.

ARTICLE XV. SAVINGS CLAUSE

Any provision of these Bylaws found to be contrary to law shall not invalidate the other provisions.

Certificate of Secretary

I certify that I am Secretary of Shenandoah Valley Pure Water Forum, Inc., and that on the date signed below, the above described Bylaws were adopted by a two-thirds (2/3) vote of the Forum's Board of Directors and are now in full effect.

Tara L. Sieber Tara L. Sieber 12/7/2016
PWF Secretary Date (In Neshia McKae's
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