

Bylaws of
THE FAIRFAX CITY PARK FOUNDATION, INC.

ARTICLE I - NAME, PURPOSE

Section 1. Name

The name of the organization is "The Fairfax City Park Foundation, Inc.", which is also referred to herein as the "Park Foundation".

Section 2. Purpose

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

The purpose of the foundation is to develop and administer a program of public support which will provide supplemental funding for Fairfax City Parks and Recreation programs, activities, events, scholarships, and facilities, in addition to other periodic funding provided through traditional municipal funding. The Park Foundation supports Fairfax City Parks and Recreation by raising private funds, obtaining grants, and creating partnerships, that supplement tax dollars to meet the community's needs for park land, facilities, and services.

ARTICLE II - POWERS

The Park Foundation shall have all the powers, provided to nonprofit corporations by the Commonwealth of Virginia, necessary to carry out the purposes for which it is formed, subject to the limitations, duties and restriction pertaining to a nonprofit corporation existing under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and under applicable provisions of Section 501(c)(3) of the Internal Revenue Code, as the same may be amended from time to time. As set forth in its Articles of Incorporation, the Park Foundation shall have not fewer than three (3) nor more than five (5) Directors, comprised as set forth in Article III of these Bylaws. Without limiting the scope of its power, the Park Foundation shall also have the following specific powers:

1. To receive any gift, grant, contribution, or devise and hold and use the same for the general purposes or any special purposes of this foundation, provided that gifts without conditions shall be accepted consistent with the mission and purpose of the Fairfax City Parks and Recreation Department. Gifts with conditions must be approved by a vote of the majority of Associates. (Approval by the Associates of a project per Article VI, Section 2 of these Bylaws shall constitute an approval for all gifts for that project which are conditioned only by the requirement that the gift be used for that project);

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

Other powers specific to the Executive Board of the Park Foundation its Directors and Associates are set forth in these Bylaws.

ARTICLE III - MEMBERSHIP

Section 1. Definitions

Unless the context otherwise requires, the terms defined in the Bylaws have the meaning specified below:

- *Executive Board*- A board comprised of Directors elected by the Directors of the foundation tasked with governing the Park Foundation.
- *Directors*- refers to the voting members of the Park Foundation Board.
- *Associates*- are set forth in the Park Foundation's Articles of Incorporation as members of the Park Foundation consisting of City of Fairfax Parks and Recreation Department Staff, and a representative of the Fairfax City Parks and Recreation Advisory Board (PRAB).
- *Stakeholders*- non-voting participants and volunteers.
- *City of Fairfax Parks and Recreation*- The City of Fairfax Parks and Recreation Department within the Fairfax City municipal structure.
- *Park Foundation*- The Fairfax City Park Foundation.

Section 2. General Powers of the Park Foundation Board of Directors

The affairs of the Park Foundation shall be managed by its Executive Board which is also referred to herein as the “Board” and its voting members are referred to as “Directors.” The Park Foundation Executive Board is responsible for overall policy and direction of the Park Foundation, and delegates responsibility for day-to-day operations to the Director of the City of Fairfax Parks & Recreation Department and their staff.

The Park Foundation Executive Board shall elect Directors at its annual meeting, or at a meeting other than the annual meeting should a vacancy occur. Appointments will be effective upon approval by the vote of the majority of the Directors in accordance with Section 5 below. A Director may not serve simultaneously as an elected official within the Commonwealth of Virginia.

Section 3. Number, Qualification

The number of voting Directors shall be not fewer than five (5) nor more than ten (10). In addition, two (2) staff members of the City of Fairfax Parks and Recreation Department, and one (1) nominated representative of the Fairfax City Parks and Recreation Advisory Board, shall serve as Associates with limited voting privileges on the Park Foundation Board.

Candidates for the Park Foundation shall be elected based on the needs of the Foundation and the commitment of the candidate. The Park Foundation Directors may recommend amendments to these Bylaws to increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of Directors to no less than five (5).

Section 4. Officers and Duties

The Officers of the Executive Board shall consist of a Chair, Vice Chair, Secretary, Treasurer and such additional Officers as the Executive Board may from time to time prescribe or be required by law. All Officers shall serve for two (2) years as Officers, commencing at an annual meeting of the Board; provided however, that the Officer's term shall not expire until their successors are appointed. At each annual meeting of Board, the Directors shall appoint Officers to fill vacancies occurring at the time of that meeting.

- *Chair:* The Chair shall convene the annual meeting and other scheduled Foundation meetings, shall preside or arrange for other members of the Executive Board to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair shall have general supervision and direction of and over the affairs of the Park Foundation; and serve as the primary representative of the Park Foundation to the general public. The Chair shall be an ex-officio member of all committees; and shall perform all such other duties as are incidental to the office or are properly required of the Chair by the Executive Board. After completing their term as Chair,

the Chair shall continue to serve as an ex-officio, non-voting member of the Executive Board for a period of one year. This period may coincide with the Chair's existing term as Director. Upon the conclusion of their term, the outgoing Chair shall conduct the election of the upcoming Executive Board.

- *Vice-Chair:* The Vice-Chair shall perform the duties of the Board Chair in the absence or upon the disability of the Board Chair and shall perform the usual duties of the office of Vice-Chair and shall have such special authority as may from time to time be conferred upon them by the Executive Board.
- *Secretary:* The Secretary shall be responsible for ensuring that proper notice is given of any meetings of the Executive Board to the Directors, keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes and the agenda to each Director and assuring that corporate records are maintained in good order and located at the principal office of the Park Foundation. The Secretary shall certify the actions of the Executive Board when necessary and have such other powers and duties as may be prescribed by the Executive Board from time to time.
- *Treasurer:* The Treasurer shall see to it that a true and accurate accounting of the financial transactions of the Park Foundation is made; that reports of such transactions are presented promptly to the Executive Committee and to the Executive Board, and, that financial records are kept at the principal office of the Park Foundation. The Treasurer shall have such special authority as may from time to time be conferred upon them by the Bylaws or the Executive Board.

Section 5. Appointments/Eligibility

Directors will be elected by a majority vote of the sitting Park Foundation Directors. Director-elects may be nominated by sitting Park Foundation Directors, the Fairfax City Parks and Recreation Advisory Board, or by submitting a completed application on the Foundation website.

The inaugural cohort of Directors shall be nominated by the Fairfax City Parks and Recreation Advisory Board for consideration and appointment by Mayor and Council. Following this inaugural appointment the Fairfax City Parks Foundation Directors shall be self-sustaining.

Director terms should be staggered as to avoid a complete turnover of Directors within the Foundation.

While Directors may reside outside the City of Fairfax; City residents must comprise 60% of Foundation Board. Directors residing outside the City must demonstrate a substantive tie to the City. Directors must be 18 years of age. Directors may not be current Elected Officials within the Commonwealth of Virginia.

Section 6. Associates

Three (3) Associates will serve the Parks Foundation. These Associates positions will be filled by two (2) current City of Fairfax Parks and Recreation staff members and one (1) nominated representative from the City of Fairfax Parks and Recreation Advisory Board.

Associates will act as non-voting members of the Foundation except in the case of Gifts with conditions. For a gift with conditions to be accepted, an affirming vote of the majority of Associates must be taken. (Approval by the Associates of a project per Article VI, Section 2 of these Bylaws shall constitute an approval for all gifts for that project which are conditioned only by the requirement that the gift be used for that project);

Section 7. Terms of Office

Directors shall serve a term of three (3) years and be eligible for appointment to three(3) terms, after which a Director is ineligible for appointment to the Park Foundation for a period of one (1) year.

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

Section 8. Vacancies

Vacancies of Foundation Directors shall be filled by majority vote by the Foundation Directors at the annual meeting, except those vacancies occurring in the interval between annual meetings. Those vacancies may be filled by the Board before the next annual meeting. Nominations to fill a vacancy may be received from the current Park Foundation Executive Board by the secretary two weeks in advance of a Park Foundation Board meeting. These nominations shall be sent by the Secretary to the Park Foundation Executive Board with the regular Board meeting announcement, to be voted upon at the next Board meeting. The name of Director-elect is then forwarded to the Foundation members for approval by majority vote.

Following confirmation by a majority of the Directors, the Director-elect nominated to fill a vacancy shall commence their three (3) year term.

Section 9. Resignations, Terminations and Absences

Resignation by a Director of the Park Foundation must be in writing and received by the Secretary. A Director may be removed from the Board for excess absences if they have three consecutive unexcused absences from Foundation meetings within a twelve (12) month period. A Director may be recommended for removal for other reasons by either the Executive Board or the Directors, subject to a three-fourths vote of the remaining Directors.

Section 10. Compensation

Directors shall serve without remuneration; however, reasonable, and necessary expenses will be reimbursed when pre-approved by the Park Foundation Executive Board.

Section 11. Conflict of Interest

A Director or Executive Board officer shall abstain from voting and discussion on any matter in which said Director or Officer may be considered to have a conflict of interest in accordance with the City of Fairfax Park Foundation Conflict of Interest Policy. An abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any Director participating in any Committee action or vote.

ARTICLE IV- MEETINGS

Section 1. Annual and Regular Meetings

The Park Foundation will hold a minimum of (4) four quarterly meetings each year. An annual meeting of the Executive Board shall be held each spring, prior to June 30. At the annual meeting, the date, time and location of the regular quarterly meetings for the next fiscal year will be announced and approved. Once per calendar year the Park Foundation will invite the members of the City of Fairfax Parks and Recreation Advisory Board to attend a joint meeting with each group providing agenda items. This can be a regular meeting, or a special meeting as determined by the Executive Board.

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

Section 2. Special Meetings

Special meetings of the Board may be called for any purpose at any time by the Chair, by the Executive Board, or by the majority of Directors pursuant to the notice provisions set forth in the Bylaws. The purpose of the meeting must be stated in the call notice.

Section 3. Quorum

There must be a quorum present at a Board meeting before business can be transacted or motions made or passed. A quorum is defined as more than fifty percent of the voting Directors of the Park Foundation Executive Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 4. Notice of Meeting

Notice of any meeting of the Executive Board must be given to all Directors by the Park Foundation Secretary. Each notice shall state the time and place or virtual format of the meeting and the purpose. The Secretary or other Officers overseeing such notification duties shall confirm that 48 hours' notice of any meeting was given either personally, by telephone, email, or other communication method; provided however that any meeting may be held without such notice if all Directors are present or if those not present shall have waived notice prior to the time of such meeting.

Section 5. Location of Meeting

All meetings of the Foundation shall be held in a location accessible to the public as advertised in the notice of such meeting.

Section 6. Attendance

Directors must notify the Park Foundation Board Chair for excused absences. In the event a Director has been excused, the Director may submit a proxy statement to the Chair designating a Director, who is eligible to vote on matters expected to be addressed at such meeting, and directs the designated Director to either (a) establish quorum only; (b) establish quorum and cast their vote as the designated Director sees fit on all matters presented before the Board; or (c) establish quorum and cast their vote on any matter(s) as specifically directed in writing.

A Director may be removed from the Board for excess absences if they have three (3) consecutive unexcused absences from Board meetings within a twelve (12) month period.

Section 7. Telephonic/Electronic Meetings

Directors or members of any Committee designated by the Executive Board may participate in their respective meeting of the Executive Board or such Committee by means of telephone, video conference or other communication equipment by means of which all persons participating in the meeting can hear or communicate simultaneously with each other. The participation in such a meeting shall constitute presence in person at such meeting for all purposes.

Section 8. Action Without Meeting

Any action required or permitted to be taken at any meeting of the Foundation or of any Committee thereof may be taken without a meeting if a written consent, electronic or otherwise, signed by all Directors or members of such Committee, as the case may be, whether before or after the action taken. Such written consent must be filed with the corporate records. Any action so taken shall be effective when the last Director signs unless

a different effective date is specified in the consent and the consent states the date of execution by each Director.

Section 9. Roberts Rules of Order

Meetings of the Park Foundation Executive Board will be conducted in accordance with the most recent edition of Roberts Rules of Order.

ARTICLE V- COMMITTEES

Section 1. Committees

The Park Foundation Executive Board may create other Committees as needed. The Executive Board shall appoint Committee members and designate the Chairs of each. The Park Foundation Chair may be an ex-officio member of any of these Committees

ARTICLE VI – FINANCIAL POLICIES, GIFTS AND TRANSFER OF RESOURCES

Section 1. Financial Policies

The Executive Board shall adopt financial policies which among other things cover authorization to sign obligations of the Park Foundation and the depositing, maintenance, and transfer of funds.

Section 2. Gifts

The Executive Board, or any Officer of the Park Foundation, may accept on behalf of the Park Foundation, any unconditional contribution, gift, bequest or device consistent with the mission and purpose of the City of Fairfax Parks and Recreation Department. All gifts to the Park Foundation or other revenues not otherwise designated by the donor shall go into the general fund of the Park Foundation and shall be used exclusively for the benefit of the City of Fairfax Parks and Recreation in accordance with the general purpose of the Park Foundation.

The Park Foundation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive use and benefit of the City of Fairfax Parks and Recreation. Any conditional gift must be approved by an affirmative majority vote of the Park Foundation Associates before final acceptance.

Section 3. Transfer of Resources

The purpose of the Park Foundation is to develop and administer a program of public support which will provide supplemental funding for the City of Fairfax Parks and Recreation programs, activities, event, parks, scholarships, and facilities.

ARTICLE VII - MISCELLANEOUS

Section 1. Project Selection

The Park Foundation will develop an annual list of projects to support the City of Fairfax Parks and Recreation. The Executive Board will present that list at the annual meeting for concurrence. As projects arise during the year, the Executive Board shall ensure that those projects are coordinated with and have the concurrence of the three (3) City of Fairfax Associates.

Section 2. Books and Records

The Park Foundation shall keep correct and complete books of accounts and shall keep minutes of the proceedings of the Executive Board and its Committees. Books and records shall be kept at the principal office of the Park Foundation.

Section 3. Fiscal Year

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

Section 4. Audit

The Executive Board will provide for an annual independent audit of the records of the Park Foundation.

ARTICLE VIII - AMENDMENTS

The Members have the power to approve and amend the Articles of Incorporation and Bylaws. In addition, the Park Foundation Board, by the affirmative vote of a two thirds majority of its Directors, may recommend amendments to these Bylaws, as well as to the Articles of Incorporation. However, no alteration may be recommended unless proposed at an annual or regular meeting or at a special meeting of the Park Foundation Board called for such purpose. Written notice of such proposed amendment must be given by mail, electronically or in person to all Directors. Recommendation for amendments must be

adopted at a meeting of the Park Foundation Board at which a majority of Directors, present at such meeting or by proxy, shall vote for such an amendment.

ARTICLE IX - DISSOLUTION

The Directors may vote by a two thirds majority to dissolve the Park Foundation at any time; provided that the City of Fairfax agrees to fulfill all outstanding Park Foundation obligations, including complying with donor restrictions on such assets held at the time of dissolution. If provided in writing, donors may waive their restrictions on assets. Upon dissolution, the Park Foundation Executive Board shall, after paying or making provision for the payment of all liabilities of the Park Foundation, transfer the funds or other assets then remaining in its possession for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Fairfax City Parks and Recreation Department, for a public purpose. Should the Fairfax City Park Parks and Recreation Department not wish to accept such asset, the asset shall be distributed to organizations with similar purposes which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code. Any remaining assets not so disposed of shall be disposed of by the Circuit Court of Fairfax County, or by the Circuit Court for the county in which the principal office of the Park Foundation is then located, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.