

**Bylaws
of
The Friends of James River Park (the "Friends")**

ARTICLE I

Members

1. **Classes of Members.** There shall be two classes of members, individual members and organizational members. Organizational members may include corporations, partnerships and unincorporated associations. There shall be no limit on the number of members. Members shall not have the right to vote.
2. **Selection of Members.** Each candidate for membership shall apply for membership on an application form specified by the Board of Directors. Membership shall be granted upon receipt of a membership application, payment of dues, and approval of the Board.
3. **Dues.** Members shall pay annual membership dues (and such other charges and assessments relating to membership as are established by the Board of Directors) in such amounts and at such intervals as determined by the Board of Directors from time to time. In addition, the Board of Directors may establish differences in dues among the classes of members. No member shall be entitled to a refund of any membership dues or other charges or assessments upon such member's resignation or termination as a member.
4. **Membership Committee.** The Board of Directors may delegate some or all its duties and those of the Secretary under this Section to a Membership Committee.
5. **Termination.** Members may be terminated at the discretion of the Board. Termination of membership shall be effective upon a majority vote of a quorum of the Board. If a member is terminated, membership dues shall be refunded on a pro-rata basis.

ARTICLE II

Meetings of Members

1. **Meetings.** Meetings of the members may be held at such place in Virginia, and at such time, as may be provided in the notice of the meeting and approved by the Board of Directors. The annual meeting of Members shall be held at such time as may be specified by the Board of Directors.
2. **Notice of Meetings.** Written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by hand or by mail, electronic mail, telecopy or other form of wire or wireless communication, to each Member of record in good standing, not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

ARTICLE III

Board of Directors

1. **Directors.** The Board of Directors shall consist of a minimum of three (3) and a maximum of twenty (20) Directors, as determined from time to time by the affirmative vote of a majority of the existing Board of Directors.
2. **Emeritus Board.** The Board may create an Emeritus Board consisting of up to thirty members. The purpose of an Emeritus Board shall be to advise the regular Board on such matters as fundraising or special projects, as the Board may request from time to time. Emeritus Board members may, but are not required to, attend meetings. Emeritus Board members shall be non-voting.
3. **Attendance.** Before agreeing to serve as a Director, each Director must commit to attending and participating in the various Board meetings. Directors who miss more than three (3) consecutive meetings, or more than five (5) meetings during a twelve (12) month period, shall be subject to removal as a Director.
4. **Election.** Directors shall be elected by the affirmative vote of a majority the existing Board of Directors. Vacancies in the Board of Directors may be filled by the affirmative vote of a majority the existing Board of Directors.
5. **Meetings.** Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may designate. Special meetings may be called by the President, Vice-President, or any combination of Directors constituting at least one-third of the total number of Directors then in office.
6. **Quorum, Voting.** Voting may be made at a meeting or outside of a meeting by electronic service mail. If voting is to be made outside a meeting, the Secretary must notify all Directors before such voting occurs. If voting is made outside a meeting, a vote may be submitted by telephone including voice mail, by electronic mail, by telecopy or by regular mail. A quorum will constitute at least one-half of the total number of Directors eligible to vote. The act of the majority of the eligible Directors present at a meeting at which a quorum is present, or the majority of eligible Directors voting when a quorum is achieved outside of a meeting by the above method of voting, shall be the act of the Board of Directors. Directors may participate in any meeting by teleconference or by proxy.
7. **Notice of Meeting.** Written notice of annual and regular meetings of the Board of Directors shall not be required. Written notice of special meetings of the Board of Directors shall be given at least two (2) days prior to the meeting, stating the date, time and place of the meeting and the purpose thereof. Notice may be given by the same method as notice of member meetings.

8. **General Powers.** All corporate powers shall be exercised by the Board of Directors. The Board of Directors shall have the power to manage the property and business of the Friends, and shall have the power to carry out any other functions permitted by these bylaws, except as may be limited by law. These powers shall include, but not be limited to, appointing or removing the officers, establishing a budget, authorizing the sale or purchase of land, buildings, or major equipment, instituting and promoting major fund-raising efforts, accepting gifts, making donations, authorizing and incurring debts. Any of these duties may be delegated by bylaw or resolution of the Board of Directors to Officers or Committee Chairs.
9. **Terms.** A Director shall be elected for a three-year term. A Director shall serve no more than two (2) successive terms (including any term which, for any reason, extends for less than three years), but may be eligible for re-election after having not been a Director for a period of at least one year. Notwithstanding the foregoing, a Director may serve more than two (2) successive terms if at least two-thirds (2/3) of the total number of the remaining Board of Directors affirmatively vote to elect a Director for an additional term or additional terms.
10. **Waiver of Notice.** A Director may waive any notice provided for hereunder before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver must be signed and in writing by such Director and filed with the minutes or the incorporated records, except that a Director's attendance or participation in a meeting waives any required notice to the Director of the meeting unless such Director states at the beginning of the meeting that he objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE IV

Officers

1. **Selection of Officers.** The Officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer. No two offices may be held by the same person. The Officers shall have the respective powers set forth herein and as otherwise provided by resolution of the Board of Directors. Each Officer shall be selected from among the Board of Directors by a quorum of the Board. Each Officer shall serve for a one-year term. Election of Officers shall occur at the annual meeting of the Board in sufficient time for them to begin their terms on September 15. They shall serve through September 14 of the following year.
2. **President.** The President shall, subject to the direction of the Board of Directors, generally supervise and manage the affairs of the Friends. In general, the President shall perform all duties customary to the office of President, shall see that all orders and resolutions of the Board or Directors are carried out, and shall oversee the other Officers in the discharge of their duties. The President shall preside at all meetings of the Board of Directors.

3. **Vice-President.** The Vice-President shall serve in the absence of the President and shall assist in the carrying out of the President's duties, and shall perform such other duties as may be assigned to her or him from time to time by the Board of Directors.
4. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee, and shall send notices of all meetings of the Board of Directors. The Secretary shall sign all documents requiring the signature of the Secretary as an Officer of the Friends.
5. **Treasurer.** The Treasurer shall be responsible for all funds of the Friends, shall arrange for payment of expenses, and shall submit periodic financial reports. All checks, drafts, notices and orders for the payment of money issued by the Friends and other similar documents requiring the signature of the Friends shall be signed by the Treasurer by such other person or persons, if any, as the Board of Directors may from time to time designate.

ARTICLE V

Funds

Funds for meeting the expenses of the Friends may be provided in such manner as the Board of Directors may determine, including without limitation such annual dues as may be fixed from time to time by the Board.

ARTICLE VI

Committees

Except as provided otherwise herein, the Board of Directors from time to time may appoint such committees as it deems necessary to carry out the purposes of the Friends, including but not limited to any committees described in these Bylaws. These committees shall be assigned the responsibilities specified by the Board of Directors and shall report to the Board of Directors from time to time. Committee Chairs may, but are not required to, become Directors. Committees shall be comprised of members in good standing, except that committees may include non-members who contribute on an advisory basis only.

ARTICLE VII

Limitation of Liability and Indemnity

In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the Directors and Officers of the Friends of James River Park shall not be liable to the Friends.

The Friends shall indemnify any individual who is, was or is threatened to be made party to a proceeding because such individual is or was a Director or Officer of the Friends, and acting in his/her official capacity as such, against all liabilities and reasonable expenses incurred in the proceeding, including reasonable attorneys' fees, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of law.

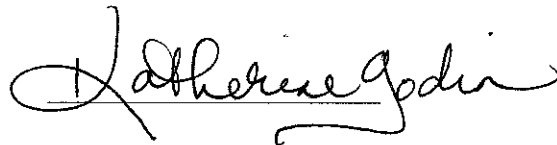
ARTICLE VIII

Amendments

These Bylaws may be repealed or changed, and new Bylaws made, to the maximum extent permitted by law and these Bylaws, by a 2/3 vote of all of the Board of Directors. A copy of any proposed change to these Bylaws shall accompany the required notice of meeting at which the change is to be considered.

The undersigned, being the duly elected Secretary of the Friends of James River Park, hereby certifies that its Board of Directors, effective January 6, 2015 adopted these bylaws as the Bylaws of the Friends of James River Park.

Secretary

A handwritten signature in cursive script, reading "Katherine Godin". The signature is written in black ink and is positioned below the title "Secretary".