

AMENDED BYLAWS
OF THE FRIENDS OF THE JAMES RIVER PARK

JANUARY 10, 2023

ARTICLE I

PURPOSE OF THE FRIENDS OF THE JAMES RIVER PARK

We are citizen stewards of the James River Park. We do this by providing ongoing support for conservation, enhancement and recreational enjoyment of the James River Park while protecting its natural and historic environment.

DIRECTORS

Section 1. General Authority. All corporate powers of the corporation shall be exercised by or under the authority of, and the property, business and affairs of the corporation managed under the direction of, the directors.

Section 2. Number. The number of directors shall be designated by the Board of Directors but shall be no less than ten but no more than 20.

Section 3. Term of Office. Members of the Board of Directors shall be elected on a staggered basis. Directors shall serve for a term of three years. Directors shall serve no more than two consecutive three-year terms. Re-appointment to a second term will require an affirmative declaration by the Director and a vote by the Board of Directors. Former directors shall be eligible for election to the Board of Directors after not serving as a director for at least one year.

Section 4. Role of JRPS Superintendent. The Superintendent of the James River Park System (or similarly placed individual should the title change) shall be a non-voting, ex-officio member of the Board of Directors. The Superintendent is not included in calculating a quorum but is included in the number of directors. As an ex-officio member of the Board, the Superintendent is not subject to term limits but the Board position follows the office. The Superintendent is required to follow all other Bylaw requirements.

Section 5. Annual Meetings. An annual meeting of the directors shall be held on a date selected by the President or on such other date as the Board may designate from time to time, for the purpose of electing officers.

Section 6. Regular Meetings. Monthly meetings of the directors may be held at such times as the President may designate from time to time.

Section 7. Special Meetings. Special meetings of the directors may be held at any time at the call of the President, the Secretary or any of the directors.

Section 8. Notice of Meetings. Notice of the date, time and place of each meeting of the directors and, in the case of an annual meeting or a special meeting, the purpose or purposes of the meeting, shall be given to each director not less than five days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given and received when personally delivered or mailed by first class mail or electronic mail to the director at the director's physical or electronic mail address as reflected in the records of the corporation.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he, at the beginning of the meeting or promptly upon his arrival, advises that he received no notice of the meeting at the address or email address on record, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 9. Place of Meetings. Meetings of the directors shall be held at such place, within or without the Commonwealth of Virginia, as the President may designate from time to time.

Section 10. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken by a majority of the members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by a majority of the directors either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. This Section is intended to be a "director agreement" under Section 13.1-852.1 of the Virginia Nonstock Corporation Act.

Section 11. Conduct of Meetings. The President, or in his absence, a Vice President, shall act as meeting chair and preside over meetings of the directors. If no such officer is present, the members present at the meeting shall elect a meeting chair. The Secretary, or in his absence an Assistant Secretary, if any, shall act as secretary of such meetings. If no such officer is present, the meeting chair shall appoint a secretary of the meeting.

Section 12. Procedure at Meetings. The procedure at meetings of the directors shall be determined by the President or meeting chair, and the vote on all matters before any meeting shall be taken in such manner as the President or meeting chair may prescribe.

Section 13. Participation by Conference Telephone or Virtual Meeting. The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of conference telephone or any other 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. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 14. Quorum. A quorum at any meeting of the directors shall be fifty percent (50%) of the number of directors in office immediately before the meeting begins. The affirmative vote 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.

Section 15. Committees. The committees of the Board of Directors shall consist of an Executive Committee. In addition, the Board of Directors may from time to time create such additional committees as it deems appropriate and appoint two or more members of the Board of Directors to serve on them at the pleasure of the Board of Directors. Any such committee, to the extent specified by the Board of Directors, may exercise the authority that may be exercised by the Board of Directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Non-Board members are able to join committees and attend meetings after an application and approval process by the Executive Director or by the committee.

The provisions of Sections 6 through 13 of this Article, which provide for, among other things, meetings, action without meetings, notice, quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

Section 16. Compensation. Directors shall receive no compensation for their services as such but may, subject to approval of the Board of Directors, be allowed reimbursement for the expenses actually and reasonably incurred on behalf of the Corporation.

Section 17. Nominating Committee. Prior to the Annual Meeting of the Board of Directors, the President may appoint a committee of directors to nominate directors for those positions becoming vacant or in the absence of such a committee, the Executive Committee may perform such functions.

Section 18. Right of Inspection. Directors shall have the right at any reasonable time to inspect all books, records and documents of every kind pertaining to the Corporation. Directors shall maintain the confidentiality of any information deemed confidential by the Board of Directors.

Section 19. Removal. Any director may be removed by affirmative vote of a majority of the current directors of the Board of Directors for any cause deemed sufficient by the board.

Section 20. Elections. Potential members of the Board of Directors shall complete an application and an interview with at least two Board members or one Board member and the Executive Director before being elected by the affirmative vote of a majority of the existing Board members.

ARTICLE II

OFFICERS

Section 1. Generally. The officers shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be a Director and shall be elected by the Board of

Directors at the annual meeting of the directors or, if a vacancy shall exist in any such office, at a special meeting of the directors held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the same. No two offices may be held by the same person. The Board of Directors may also at any time appoint other officers and assistant officers and fill any vacancy that may exist in any such office as a result of the resignation, death or removal of the officer holding the same. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the President.

Section 2. President. The President shall act as the chair of and preside over meetings of the directors and shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the Board of Directors.

Section 3. Vice-Chairman. The Vice President may perform the duties of the office of the President upon the absence or disability of the President and will assist the President upon the President's request.

Section 4. Secretary. The Secretary shall be a director. The Secretary shall maintain the minutes of the meetings to include keeping Board member's attendance records at all Board meetings.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall be a director. The Treasurer shall have the custody of all moneys and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and, unless otherwise prescribed by the Board of Directors or the President, shall maintain the books of account and financial records, provided the Treasurer, while retaining oversight obligations, may delegate to the Executive Director the foregoing duties.

Section 6. Delegation of Power In the event of and during the absence, disqualification or inability to act of any officer other than the President, such other officers or employees as may be designated by the Board of Directors or by the President shall have the authority and perform the duties of such officer.

Section 7. Term. The President's term shall be for two years, and the other officers shall have a one year term. For the purposes of continuity and to assist in the transition to the newly elected President, the President may assume the position of "Past-President Ex-Officio" for one year after leaving office. This position will have voting privileges but will not be part of the Executive Committee. The other officers shall hold office for a term of one year with an option of serving for a second term and remain on the board of directors until their officer term expires. The regular term of office shall commence at an annual meeting of the directors of the corporation. The officers' terms of service begin on September 15 of each year and end September 14 of the end of their term.

Section 8. Resignation. An officer may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Any officer may be removed by a majority of the Board of Directors whenever in its judgment, the best interest of the Corporation is served thereby. Appointment of an officer shall not of itself create contract rights.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. Executive Committee. Notwithstanding Article I, Section 14, the Executive Committee shall be comprised of the President of the Board, Vice-President, Secretary, Treasurer. 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 Executive Committee acts as a steering committee for the Board of Directors by prioritizing issues for the full board to address, overseeing board policies and ensuring good governance practices. The Executive Committee may invite guests to its meetings pertinent to various areas of discussion, including the JRPS Superintendent. The Executive Committee may not add or remove Board members nor add or remove the Executive Director.

Section 2. Meetings of the Executive Committee. The President of the Board shall act as chair of the Executive Committee and preside over meetings of the Executive Committee. Regular meetings of the Executive Committee shall be held at such times as the President of the Board may designate from time to time. Special meetings of the Executive Committee may be held at any time at the call of the President or any member of the Executive Committee.

ARTICLE IV

EMPLOYEES AND AGENTS

Section 1. Generally. The Board of Directors may appoint an Executive Director and such other employees and agents as it may deem appropriate.

Section 2. Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors provided the Board of Directors may authorize the President to enter into a contract for the services of the Executive Director. The Executive Director reports to the President of the Board and is directed by the President on behalf of the Board of Directors. The Executive Director shall be the Chief Operating Officer of the Corporation and shall in general supervise and direct the business and affairs of the Corporation and its employees and other duties as prescribed by the Board. He may sign, with the President, secretary or designated officer of the Corporation, contracts, or other

instruments which the Board of Directors has authorized to be executed, except in cases where the signing or execution is expressly delegated to the Board of Directors or by these Bylaws

Section 3. Removal. All employees or agents shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors whenever in its judgment, the best interest of the Corporation is served thereby. Appointment of an employee or agent shall not of itself create contract rights provided, however, the Board of Directors may approve a contract for an employee or agent for a term of prescribed duration.

ARTICLE V

FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on June 30th of each year, or such other date as the Board of Directors may from time to time establish.

Section 2. Bank Accounts. The funds of the Corporation shall be deposited in one or more banks or other financial institutions as approved by the Board of Directors. All checks shall be signed by such officers or employees as the Board of Directors may from time to time designate.

Section 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, and employees or agents. The Directors and Officers, individually and jointly, shall be indemnified by the Corporation for any liability and shall be exempt from liability for any actions or omissions or errors or other occurrences related to their service as such to the maximum extent permitted by law except such exclusion of liability shall not apply to any Director's or Officer's willful misconduct or knowing violation of a criminal law.

Section 4. Annual Budget. The Board of Directors shall approve an annual budget prior to the beginning of each fiscal year. However, non-budget expenditures shall be submitted to the Board for approval in the event of any such non-budget expenditure in excess of \$10,000 and the Treasurer and/or the Executive Director shall re-project the then in effect budget to reflect any such non-budget expenditures.

Section 5. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes of the Corporation.

ARTICLE VI

NONDISCRIMINATION

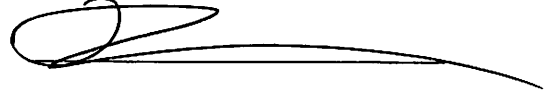
The officers, directors and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE VII

AMENDMENT

These Bylaws may be amended by affirmative vote of a majority of all directors in attendance at any duly noticed meeting; provided that notice of the nature of the proposed amendment has been delivered by First Class Mail or electronic mail to all directors along with a copy of the proposed changes in advance of the meeting at which the change is to be considered.

The undersigned, being the duly elected Secretary the Friends of the James River Park, hereby certifies that its Board of Directors, effective January 10, 2023, adopted these amended bylaws as the Bylaws of the Friends of the James River Park.

A handwritten signature in black ink, consisting of a large, stylized initial 'S' followed by a long, sweeping horizontal line that tapers to the right.

Secretary