

BYLAWS
OF
ALBEMARLE AUXCOMM INC

1. Article I – Name and Location

- 1.1. The name of the Corporation shall be ALBEMARLE AUXCOMM INC.
- 1.2. The principal office of the Corporation shall be located within the County of Albemarle, Virginia.

2. Article II – Purpose

- 2.1. The Corporation’s purpose is to promote the general welfare of the residents of Albemarle County, the City of Charlottesville, and the University of Virginia by providing high-quality, responsive volunteer Auxiliary Communications services, personnel, and other resources free of charge to the Albemarle/Charlottesville/UVA Office of Emergency Management and Emergency Communications Center, and through it, to other public and private organizations engaged in emergency planning, response, and recovery.

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, without limitation, the purpose stated above. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. The Corporation shall have all powers granted under Va. Code Ann. § 13.1-826 and any other applicable statute.

3. Article III – Board of Directors

3.1. Powers

3.1.1. General Powers

The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation’s properties and funds shall be vested in its Board of Directors, except as otherwise provided in the nonprofit corporation law of the Commonwealth of Virginia, the Corporation’s Articles of Incorporation, or these Bylaws.

3.1.2. Banking

The Board and Officers have the full authority to open accounts, close accounts, transfer funds and write notes on behalf of the Corporation.

3.2. Duties

- 3.2.1. The Board of Directors is charged with (2) two primary duties: the Duty of Care and the Duty of Loyalty.

- 3.2.1.1. Duty of Care requires board members to act (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the Corporation.

3.2.1.2. Duty of Loyalty requires board members to pursue the Corporation's best interest, whether over money or politics. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the board and the transaction is clearly in the corporation's best interest.

3.3. Number, Election, Term, and Qualifications

3.3.1. Number

There shall be no fewer than 3 and no more than 7 members of the Board.

3.3.2. Terms and Term Limits

Each board member shall be elected at an Annual Meeting by the full board to serve a three-year term. The term is once renewable such that a board member may serve two consecutive three-year terms. Board members shall be divided into three groups to achieve a staggered rotation of terms.

3.3.3. Eligibility for Renewal

A board member who has completed two consecutive terms shall remain off the Board for one full year before being considered for board membership again. At this time, the former board member turned candidate is eligible to serve two consecutive terms again.

3.4. Qualifications

3.4.1. The Board shall be comprised of members with consideration of, but not limited to, the following skills: business, development, finance, radio and other electronic communications, public safety, legal, public relations, and/or a general interest in emergency communications.

3.5. Attendance

3.5.1. In order to uphold the Duty of Care, it is expected that board members attend all regularly scheduled board meetings.

3.5.2. A board member who misses three consecutive meetings, unless excused, shall be deemed to have resigned. The office shall become vacant for the remainder of the term. The minutes should note any excused absences.

3.5.3. A board member may take a "leave of absence" for up to six months with approval from the Board. The board member must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include but are not limited to: maternity, care for family members, personal health.

3.6. Nominating/Board Development

3.6.1. Board members may be reviewed and proposed by any Board member. The Board shall interview all board candidates and request a resume and/or application. When selecting candidates, the Board shall give consideration to expertise, needs of the committees, demographics of the board, and other factors as deemed appropriate in addition to the candidate's commitment to the mission of the Corporation.

3.6.2. To ensure that prospective board members are fully prepared to assume their duties, board members shall receive copies of the following materials:

- (1) the mission statement of the Corporation,
- (2) the Articles of Incorporation,
- (3) the Bylaws,
- (4) the most recent annual report,
- (5) financial statements including the budget and tax filings of form 990,
- (6) policies,

- (7) expectations for meeting attendance and committee work, and
- (8) a list of current board members with complete contact information and committee designations.

3.7. Resignation and Vacancies

3.7.1. Resignations

A board member may resign at any time by providing written notice to the Board Chair or Secretary/Treasurer.

3.7.2. Board Vacancies

A director elected to fill a vacancy due to resignation shall be elected for the unexpired term of the predecessor. Vacancies may be filled at any time by the affirmative vote of a majority of the remaining directors then in office, even if it is less than a quorum.

3.8. Regular Meetings

The Board of Directors shall meet no fewer than (4) four times during each fiscal year, one of which will constitute an Annual Meeting.

3.9. Definition of Annual Meeting

The Annual Meeting of the Board shall be the regular board meeting which occurs in December. The purpose of the meeting shall be to elect officers and board members, set the budget and calendar of meetings for the coming year, and any other business as set forth before the Board.

3.10. Special Meetings

The Board Chair may call a special meeting of the Board whenever deemed necessary or when requested to do so by (2) two or more directors. Notice of a special meeting shall be provided in writing to each board member at least (7) seven days in advance of the meeting.

3.11. Meeting Notification

The Board of Directors shall set the schedule of meetings for the coming year at the Annual Meeting. The schedule of meetings shall serve as proper notice. Meeting materials shall be prepared and distributed not later than the Friday before the meeting.

3.12. Rules of Order

Meetings shall be guided by specific parliamentary procedure as adopted by the Board of Directors.

3.13. Quorum and Voting

3.13.1. Meeting quorum

A quorum exists if 2/3 of the members of the board are present for a meeting.

3.13.2. Voting

Each member of the Board shall have (1) one vote. An action may be passed by the Board at a meeting through an affirmative vote by the majority of those present.

4. Article IV – Officers and Agents

4.1. Number

The board officers shall consist of a Chair and a Secretary/Treasurer.

4.2. Election and Term of Office

The Board shall elect officers for the coming year by vote of the full board at the Annual Meeting.

4.3. Authority and Duties of Officers

4.3.1. Chair

The Chair of the Board shall serve a one-year term. The Chair is responsible for convening meetings and general oversight of board activities.

4.3.2. Secretary/Treasurer

4.3.2.1. The Secretary/Treasurer shall serve a one-year term.

4.3.2.2. The Secretary/Treasurer of the Board shall ensure that proper notice is given for meetings, and is responsible for recording and distributing minutes of meetings. In the absence of the Secretary/Treasurer, the Chair shall appoint a person to act as Secretary/Treasurer at a particular meeting.

4.3.2.3. The Secretary/Treasurer shall be responsible for submitting the annual budget for approval by the full Board. The proposed budget shall be presented for discussion at the meeting prior to the Annual Meeting. The budget shall be approved at the Annual Meeting. The Secretary/Treasurer shall prepare the quarterly financial reports to the Board, receive and make deposits, and make disbursements up to \$1,000. Disbursements over \$1,000 require the co-signature of the Board Chair. At the end of their term the Secretary/Treasurer shall deliver to the successor all books, monies, and other property of the Corporation then in his or her possession to the incoming Secretary/Treasurer.

5. Article V – Indemnity of Officers and Directors

- 5.1. Each person now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia (See Va. Code Ann. § 13.1-702) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.
- 5.2. Under Va. Code Ann. §13.1-697, the Corporation has the authority to indemnify an officer or director if 1) they conducted themselves in good faith, and 2) they believed in the case of conduct in their official capacity with the Corporation, that their conduct was in its best interests; and in all other cases, that their conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful.
- 5.3. If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the Corporation .

6. Article VI – Conflicts of Interest

6.1. Conflict Defined

A conflict of interest exists when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the Corporation; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

6.2. Disclosure

Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

7. Article VII – Account Books and Minutes

7.1. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The books and records will be entrusted to Secretary/Treasurer, who shall keep backup copies in multiple physical locations. In accordance with the IRS laws, the minutes will be made available to the public upon request. Additionally, the minutes will be emailed to all the Board of Directors to go over, so at the next meeting, the Board can agree to their accuracy.

7.2. The minutes will be reviewed by the board and the board must agree to their veracity because the board is ultimately responsible for the operations and governance of the corporation.

8. Article VIII – Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31, inclusive.

9. Article IX – Loans to Directors and Officers

The law of the Commonwealth of Virginia prohibits any loans or advances, other than customary travel advances, to be made by the Corporation to any of its directors or officers.

10. Article X – Amendment to Bylaws

These Bylaws may be amended or repealed in whole or in part by a supermajority vote (over two thirds) of the active members present and voting at any special or regular meeting of the Corporation, provided that 14 days notice of the proposed amendment or repeal be given in the call for such meeting.

Bylaws Certificate

The undersigned certifies that he/she is the Secretary/Treasurer of ALBEMARLE AUXCOMM INC, a Virginia nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of six (6) pages, including this page, constitute the Bylaws of the Corporation as of

this date, duly adopted by the directors of the Corporation at their 13 June 2022 special meeting, as amended from time to time prior to the date hereof.

Dated: 13 June 2022

A handwritten signature in black ink, appearing to read "Michael R. McPherson". The signature is written in a cursive, flowing style.

Michael R. McPherson, Secretary/Treasurer