BYLAWS OF
WASHINGTON AREA VILLAGES EXCHANGE, INC.

1. NAME AND OFFICES

1.1 Name. The name of this Corporation is Washington Area Villages, Inc. ("the Corporation").

1.2 Offices. The principal office of the Corporation will be located at such location in Virginia as the Board may from time to time determine. The Corporation may also maintain offices at such other places as the Board may from time to time determine.

2 ORGANIZATION

2.1 Nonstock Corporation. The Corporation is a Virginia nonstock corporation under the Virginia Nonstock Corporation Act.

2.2 Membership. The Corporation shall have two classes of members. Class 1 Members are villages or similar local, nonprofit aging-in-place organizations in the Washington area through which volunteers help residents who wish to continue to live safely, comfortably and independently in their own homes and communities as long as possible, and to play an active part in a creative, supportive, intergenerational community. Class 2 Members, known as Associates, are organizations or individuals who encourage, cooperate with, support, or are planning such efforts. Only Class 1 Members have the right to elect the Board and Officers, and vote on other matters at the annual meeting. The Board has the authority to set the amount of dues and when and how dues are to be paid by Members of each Class.

2.3 Purpose. The charitable and educational purposes for which the Corporation has been organized include serving the needs of Washington area residents wishing to age in place in their communities, and also to serve the intergenerational needs of their communities. Consistent with this purpose, the Corporation has adopted the
following objectives, provided that these objectives shall not be exclusive and the Corporation may engage in activities beyond these objectives if authorized by the Board:

2.3.1 To educate the public on the needs, resources and opportunities of the aging population.

2.3.2 To support efforts to build a greater sense of community and interconnectedness that improves communities by making them livable for those of all ages.

2.3.3 To increase public awareness of the existence, potential and variety of villages, and of methods of creating and sustaining them.

2.3.4 To provide a forum through which nonprofit aging-in-place villages in the Washington area can share experience and ideas.

2.3.5 To educate leaders of villages and similar organizations on ways to improve and expand services and activities that fulfill their vision, missions and goals.

2.3.6 To support collaboration by villages and similar organizations with other senior-serving and intergenerational organizations and agencies.

3 BOARD OF DIRECTORS

3.1 General. The property and affairs of the Corporation will be managed by the Board of Directors (the "Board").

3.2 Number and Term. The number of directors of the Corporation will consist of no less than three nor more than thirteen individuals. Each director elected at an Annual Membership Meeting shall hold office for a two-year term, with a limit of three consecutive terms. Each director elected by the Board between Annual Membership Meetings shall serve until the end of the next Annual Membership Meeting.

3.3 Meetings of Board. The meetings convened by the Board shall consist of the following:
3.3.1 **Annual Membership Meeting.** The Board shall convene an Annual Membership Meeting once during each calendar year at a place, date and time the Board determines. The purpose of the meeting will be the election by the Members of directors and officers and conducting other business. Each Class 1 Member organization must designate an individual to be its voting representative at the Annual Membership Meeting.

3.3.2 **Quorum and Voting.** A majority of the voting representatives present at the Annual Membership Meeting in person, by telecommunication or by proxy will constitute a quorum. A quorum, once established, will remain even though directors leave the meeting for any reason whatsoever, causing less than a majority of directors to be present at the meeting.

3.3.3 **Board Meetings.** The Board shall meet at least once during each calendar year. It may hold Board meetings at a place, date and time determined by the President, or by any three directors.

3.3.4 **Notice.** Notice of meetings of the Board shall be sent or delivered to the members of the Board by hand, mail, facsimile, or e-mail to the last recorded address of each member at least 7 days before such meeting. All Notices shall state the date, place, time and purpose of such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.3.5 **Teleconference Meeting.** Any meeting of the Board may be held by telephone or other telecommunication means so long as directors can hear the others and participate in the discussion. Such participation will constitute presence in person at the meeting, as will presentation of a written proxy to an Officer designated by the Board to receive and execute proxies.
3.4 **Vacancies.** Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the then serving directors, though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for a term to expire at the end of the next Annual Membership Meeting.

3.5 **Removal or Resignation of Directors.** Any director may be removed either with or without cause, by a majority vote at any time at any meeting of the Board. Any director may resign from office by submitting a written notice of resignation to the President, with a copy to the Secretary.

3.6 **Unanimous Consent.** Any action that the Board may take at a meeting may be taken without a meeting if all the directors consent in writing to such action.

3.7 **Compensation.** Directors as such shall not receive any compensation for their services.

3.8 **Written Policies.** The Board shall establish and maintain written policies governing the following: (1) document retention and destruction policy, (2) policies for compensation of key employees, if applicable, and (3) whistleblower policy.

4 **OFFICERS**

4.1 **General.** The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may appoint. Each officer will hold office for one year and will serve until his or her successor has been elected. Any two offices may be held by the same person.

4.2 **Election and Term of Office.** The officers of the corporation shall be elected by the designated representatives of the Class 1 Members at the Annual Membership Meeting, for terms to end at the end of the next Annual Membership Meeting. If the election of officers is not held at such meeting, each officer shall hold office until that officer's successor shall have been duly elected. The election shall be held as
soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board.

4.3 **President.** The President is the chief executive officer of the Corporation and will in general supervise and control all of the business and the affairs of the Corporation and shall do and perform such other duties as assigned by the Board.

4.4 **Vice-President.** The Vice-President during the absence or disability of the President will exercise all functions of the Corporation and, when so acting, will have all the powers of and be subject to all the restrictions upon the President. If the Office of the President becomes vacant, the Vice-President will assume such office for the unexpired term. The Vice-President will have such powers and discharge such other duties as may be assigned to him or her from time to time by the Board.

4.5 **Secretary.** The Secretary shall:

4.5.1 Give notice of and attend all meetings of the Board and Executive Committee. The Secretary shall record the minutes of those meetings;

4.5.2 Contemporaneously document any action taken by the Board inside our outside of meetings;

4.5.3 Maintain the minutes of all Board and Committee meetings;

4.5.4 Be custodian of the Corporate records; and

4.5.5 In general, perform all duties incidental to the office of the Secretary, or as from time to time may be assigned by the President or the Board.

4.6 **Treasurer.** The Treasurer shall:

4.6.1 Have charge of and be responsible for the funds, securities, receipts and disbursements of the Corporation;
4.6.2 Render to the President and the Board whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report, based on the books and accounts reviewed annually, at the annual meeting of the Board; and

4.6.3 In general, perform all duties incidental to the office of the Treasurer, or as from time to time may be assigned by the Board or the President.

4.7 **Removal or Resignation.** Any officer may be removed by the Board whenever, in its judgment, the best interest of the Corporation will be served. Any officer may resign by submitting a written resignation to the President, with a copy to the Secretary.

4.8 **Vacancies.** A vacancy in any office may be filled for the unexpired term by the Board.

5 **COMMITTEES**

5.1 The Board may establish standing, special or ad hoc committee and appoint members thereto.

5.2 **Chair.** The Board shall appoint one member of each committee as chair. It may delegate this appointment power to the President.

5.3 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments by the President or the Board.

6 **CONFLICTS OF INTEREST**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
7 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the Board. Such determination may be general or confined to specific instances. In the absence of such a determination, these instruments shall be signed by the Treasurer.

7.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board, or, if authorized by the Board to do so, the President or Treasurer, may direct. For the purpose of making such deposits, checks, drafts and other orders for the payment of money that are payable to the Corporation may be endorsed, assigned and delivered by any officer of the Corporation or in such manner as may from time to time be determined by resolution of the Board.

7.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

8 INDEMNIFICATION

8.1 Limitation on Liability. In any proceeding brought by or in the right of the Corporation or by or on behalf of members an officer or director who serves the Corporation without compensation shall not be liable for damages assessed against such officer or director in any such proceeding. The limitation on liability in
this paragraph shall not apply if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

8.2 Indemnification. To the fullest extent permitted by the laws of the Commonwealth as those laws presently exist or hereafter may be amended, the Corporation shall (a) indemnify any person (including the estate of any person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, an officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement (except judgments, fines and amounts paid in settlement in connection with an action or suit by or in the right of the Corporation) actually and reasonably incurred by such person in connection with such action, suit or proceeding and (b) pay expenses incurred by any director, officer, employee or agent in defending a civil or criminal action, suit or proceeding to which such person is a party or is threatened to be made a party, by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director officer or employee of another corporation, partnership, joint venture, trust or other enterprise, in advance of the final disposition of such action, suit or proceeding.

The Corporation shall not indemnify any person if it is established that the act or omission of such person was material to the matter giving rise to the proceeding and (a) was committed in bad faith, or (b) was the result of active and deliberate dishonesty. The Corporation also shall not indemnify any person who actually received an improper personal benefit in money, property or services, or, in the case of any criminal proceeding, had reasonable cause to believe that the act or omission was unlawful.

The indemnification provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification may be entitled.
under any agreement or vote of disinterested directors, including rights under any
insurance policy that may be purchased by the Corporation to the extent
permitted by the laws of the Commonwealth as they presently exist or hereafter
may be amended.

8.3 **Determination by the Board.** Consistent with the laws of the Commonwealth,
the Corporation may indemnify a person who was or is a director or officer of the
Corporation only if authorized for a specific proceeding after the Board has
determined that indemnification is permissible under the laws of the
Commonwealth and these Bylaws and that any expenses to be indemnified are
reasonable. Such a determination must be made by the Board by a majority vote
of all of the disinterested directors; or by two or more disinterested directors
appointed by such a vote; or by a special legal counsel selected in the manner
prescribed by § 880 of the Virginia Nonstock Corporation Act. In the same
manner, the Board may determine to advance reasonable expenses in advance of
the final disposition of the proceeding to a director, officer, employee or agent of
the Corporation who is party to a proceeding and who delivers to the Corporation
(a) a written affirmation of his or her good faith belief that the standard of conduct
necessary for indemnification by the Corporation has been met, and (b) a written
undertaking by or on behalf of him or her to repay the amount if it is ultimately
determined that the standard of conduct necessary for indemnification has not
been met.

8.4 **Insurance.** The Corporation may purchase and maintain, to the full extent
permitted by the laws of the Commonwealth as they presently exist or hereafter
may be amended, insurance on behalf of any officer, director, employee, trustee or
agent of the Corporation and any person who is or was serving at the request of
the Corporation as an officer, director, employee, partner (general or limited),
trustee or agent of another enterprise against any liability asserted against him or
incurred by him in any such capacity or status.
9 GENERAL PROVISIONS

9.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board.

9.2 Majority. In the event that the membership, the Board, or any committee thereof or its members present at any meeting consists of an even number of persons, a majority means one-half of the number of such persons plus one.

Compensation. The Board shall determine the compensation, if any, of employees and agents of the Corporation. No compensation or reimbursement of expenses will be made that in any way would adversely affect the Corporation’s qualification as a tax-exempt organization under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue laws).

9.4 Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. No loans shall be made by the Corporation to its directors, officers, employees or agents.

9.5 Voting Securities of Other Corporations. The President shall have the authority to vote on behalf of the Corporation those securities of any other corporation that are owned or held by the Corporation and may attend meetings of stockholders or execute and deliver proxies for such purpose.

9.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its books of account and minutes books, may be kept on any information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.
9.7 **Dissolution.** In the event the Corporation is dissolved, said dissolution shall be accomplished according to the Articles of Incorporation of the Corporation and the statutory requirements for the dissolution of a non-profit corporation established by the Commonwealth of Virginia.

9.8 **Amendment.** These Bylaws may be altered, amended, or repealed and new bylaws adopted, by a majority vote of the Board.

We certify that the above bylaws of the Corporation were adopted by the Board on ____________________, 20__. 

_________________________  __________________________
President                  Date

_________________________  __________________________
Secretary                  Date