

IVY CREEK FOUNDATION, INC.

Bylaws

As approved 2022

Article I: Name

Section 1. Name

The name of the Corporation shall be Ivy Creek Foundation, Inc.

Article II: Purposes and Objectives

Section 1. Purpose

The land and farm buildings within Ivy Creek Natural Area are owned jointly by the City of Charlottesville and Albemarle County. The Foundation works in cooperation with the City and County for the following purposes

- a) to help operate, manage, promote, improve and preserve the ecosystems of Ivy Creek Natural Area for the purposes of environmental education, land conservation, and the improvement of water quality.
- b) to preserve the historical and cultural legacy of River View Farm.

Section 2. Objectives

The objectives of Ivy Creek Foundation in Ivy Creek Natural Area and other properties shall be:

- a) to make Ivy Creek Natural Area a model of land, water, historical, and cultural resource management by allowing natural processes to determine their character with intervention as necessary to maintain biodiversity and by controlling access and use;
- b) to encourage and promote recreational and educational programs for the local community through cooperation with local schools, and other organizations with an interest in environmental education; and local history
- c) To share and promulgate the inspiring story of the Carr/Greer family by preserving River View Farm, and making it accessible to the public.

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Article III: Membership

Section 1. Eligibility:

Any person who subscribes to the purposes and objectives of the Corporation shall be eligible for membership. Any member may serve on a committee by appointment of the Board of Directors.

Section 2. Annual Meeting.

The annual meeting of the members of the Ivy Creek Foundation shall be held in September of each year. The officers of the Board shall serve as the officers of the meeting.

Article IV: Board of Directors

Section 1: Number, Manner of Selection and Terms of Office

- a) The Board of Directors shall consist of no fewer than 11 nor more than 15 persons.
- b) Directors shall be elected for terms of three years, to serve until the conclusion of their third annual meeting. After serving for two consecutive terms (for a total of six years of service), members are ineligible for service for one (1) full year following the end of their second term. After such one-year hiatus from Board service, an individual may be re-elected to the Board. Directors must indicate they plan to renew by April if they are renewing for September of the next year.

Section 2: Vacancies

A vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining directors at a meeting at which a quorum is present.

Section 3: Powers and Duties

- a) The Board of Directors shall have all powers given by the Virginia Non-Stock Corporation Act to boards of directors of non-stock corporations with non-voting members. The powers to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.
- b) The business, property, and affairs of the Corporation shall be managed by the Board of Directors, which will have the power to initiate and approve plans, programs and fundraising campaigns, and shall have custody of the management of property.
- c) The directors of the Corporation shall serve without compensation.
- d) Each director and officer shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him or her (including amounts paid in settlement) by reason of having been such a director or officer whether or not then continuing to be, and against all expenses (including attorney fees) reasonably incurred by him or her in connection therewith, except in relation to matters as to which he or she shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his or her duty as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised in case none of the persons involved shall be or have been a director of the Corporation, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of duty, and in the event of a settlement, that such settlement was, or if still to be made is, in the best interest of the Corporation. If the determination is to be made by the Board of directors, it may rely, as to all questions of law, on the advice of independent counsel. Every reference hereinto director or officer shall be construed to include not only present directors and officers of the Corporation and every person who may have served at its request as director or officer of another Corporation in which the Corporation owns shares of stock or of which it is a creditor, or, in case of a non-stock corporation, to which the Corporation contributes and in all of such cases, the executor and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled.

Section 4. Meetings

- a) The annual meeting of the Board of Directors for the election of directors, officers, and non-officer members of the Executive Committee and for the transaction of such other business as

may be brought before it shall be held in September of each year. Upon duly adopted resolution, the Board of Directors may hold such meeting on another agreeable date. Notice of the time and place of each annual meeting of the Board of Directors shall be given to each director in writing at least ten days prior thereto.

b) In addition to the Annual Meeting, the Board of Directors shall meet not less than four (4) times in each calendar year. Meetings may be held by teleconference.

c) Special meeting of the Board shall be called by the President or any three directors by notice of the time and place in writing to the other directors at least five days prior thereto.

d) One-third of the members of the Board of Directors shall constitute a quorum.

Article V. Officers

Section 1. Officers

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers shall be elected from the Board of Directors in the manner specified in Article VII and shall serve for two years or until their successors are elected. If, at any time, an office shall become vacant, the Board of Directors may, at any regular meeting, elect a member of the Board to fill the vacancy.

Section 2: President

The President shall preside at all meetings of the Board of Directors and Executive Committee; shall be ex-officio on all committees, except any Nominating Committee; and shall perform such other duties as normally pertain to the office of President.

Section 3. Vice President The Vice President shall act as President in the absence of the President.

Section 4. The Secretary

The Secretary shall keep minutes of all meeting of the Board of Directors and the Executive Committee, shall notify all officers and directors of their election, and shall keep a record of the names, addresses and categories of all members; and shall act as President in the absence of the President and Vice President.

Section 5. The Treasurer

The Treasurer shall receive all monies of the Corporation and have custody thereof; shall cause the funds of the Corporation to be deposited in one or more banks selected by the Board of Directors to be disbursed in accordance with instructions of, and upon signatures of persons designated by the Board of Directors, shall cause to be kept a full account of all monies received and paid out and shall make such reports thereof to the President, Board of Directors, and the Executive Committee as they may require; shall receive and have custody of all deeds, securities, notes and financial papers and shall make reports thereof to the President, Board of Directors, and Executive Committee as they may require; shall cause to be prepared, and shall present at each annual meeting of the Directors of the Corporation a comprehensive financial statement; shall act as President on the absence of the President, Vice President, and Secretary; shall sign such papers as are required by his office or as instructed by the Board of Directors; shall perform other duties incident to that office; and may be required by the Board of Directors to give such bond as they shall determine for the faithful performance of the duties of such office.

Section 6. Executive Director:

The Executive Director shall be the executive officer of Ivy Creek Foundation, responsible to the Board of Directors, performing such duties as are usually performed by the executive officer of a charitable organization incorporated as a not-for-profit entity under Sec. 501(c)(3) of the Internal Revenue Code. The Executive Director shall conduct the correspondence, represent the organization, and be responsible for the conduct and operations of the Ivy Creek Foundation. The Executive Director shall attend all meetings of the Board of Directors and membership and shall be a member ex-officio of all committees. The Executive Director shall not vote. All members of the employed staff shall be responsible to the Executive Director, who shall employ, discharge and have ultimate supervisory responsibility for all of the paid and volunteer staff. The Executive Director shall be hired by the Board of Directors, and may be removed at any time by a vote of the majority of the Board of Directors then in office.

Article VI: Committees

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees. It shall be the function of all other committees to investigate and to make recommendations. They shall report to the Board of Directors.

Section 2 Executive Committee: The Officers of the Corporation shall serve as the Executive Committee. This committee shall perform the duties and functions of the Board of Directors between regular meetings of the Board when decisions are required in a more timely manner than a regularly scheduled Board meeting would permit. Decisions of the Executive Committee shall be subject to the approval of the Board.

Section 3 Finance and Budget Committee: It shall be the responsibility of the committee to assure the prudent investment of the Foundation's funds, to report said investments to the Board, to prepare, with the assistance of the Treasurer as needed, an annual budget that represents a plan for financial support of the programs and services of the Foundation consistent with the policies and objectives established by the Board, and to report annually to the members of the Foundation its financial condition. The committee may select up to three additional members from among the members of the Foundation; these committee members may serve a maximum of two three-year terms in succession. The Budget shall be approved at the Board meeting prior to the end of the fiscal year. The Treasurer shall not be eligible to serve as chairman.

Section 4 The Board of Directors may establish ad hoc or temporary Committees such as the Nominations Committee or special projects committees as necessary.

Article VII: Nominations and Elections

Section I. Nomination Committee

Each year, the President shall appoint a Nominating Committee of at least three persons, including the Vice President, Secretary and Treasurer, to recommend nominations for directors, officers, and non-officermembers of the Executive Committee of the Board.

Section 2: Nominations

Nominations may also be made by letters to the Secretary of the Board, signed by at least 10 members

and with the consent of the nominees, mailed at least three weeks prior to the annual meeting of the Board.

Section 3. Elections

The elections of Board members and officers shall take place at the annual meeting of the Board of Directors. In addition, the Board of Directors may elect a new Board member at any regular meeting. The new member should be nominated in accordance with the process described in Article VII. Newly elected persons shall take office at the next succeeding meeting of the Board. A Board member's term shall run until the 3rd Annual Meeting after their election.

Article VIII: Fiscal Administration

Section I. Fiscal Year

Unless the Board of Directors otherwise determines, the fiscal year shall coincide with the calendar year.

Section 2. Audit

As needed the Board may vote for a Review or Audit from an external source.

Article IX: Parliamentary Authority

Section I: Meeting rules

The rules contained in Robert's Rules of Order, revised shall guide the organization in all cases to which they are applicable in which they are not inconsistent with these Bylaws.

Article X: Amendments

Section I. Amendments

These bylaws may be amended at any meeting by a majority of the Board of Directors provided that the amendment has been submitted to all members of the Board in writing at least ten days prior to voting.

Section 2 Periodic reviews: At least once every 3 years, the Board shall appoint an Ad Hoc Committee to review these By Laws. This Committee shall identify necessary updates or revisions and shall draft amendments to be voted on by the full Board at the Annual Meeting. The date of amendments shall be incorporated into the By Laws.