

**BYLAWS  
of  
THE WOODLAKE UNITED METHODIST  
COMMUNITY OUTREACH FOUNDATION**

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## ARTICLE I

### 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. Qualifications. Directors, other than directors who are “foundation managers,” shall not be “disqualified persons” as such terms are defined in Section 4946 of the Internal Revenue Code of 1986, as amended.

### *OPTION*

Directors may not serve for more than two consecutive terms, exclusive of any terms or portions thereof for which they were elected to fill vacancies in the board of directors.

A majority of the directors, other than ex officio directors, shall be members of The Woodlake United Methodist Church of Midlothian, Virginia.

### *END OF OPTION*

Section 3. Annual Meetings. An annual meeting of the directors shall be held in each year for the purposes of electing directors, appointing officers and transacting such other business as may properly come before the meeting. The date of the annual meeting shall be the first Tuesday in March (and if such day is a legal holiday, on the next business day). The time of the annual meeting shall be designated by the board of directors.

Section 4. Regular Meetings. Regular meetings of the directors may be held at such times as the board of directors may designate from time to time.

Section 5. Special Meetings. Special meetings of the directors may be held at any time at the call of the President or any two of the directors.

Section 6. Place of Meetings. Meetings of the directors shall be held at such place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time.

Section 7. 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 two 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 to the director at the director's address as reflected in the records of the corporation or, if the director has consented to receive notice of meetings of the directors by facsimile telecommunication or other form of electronic communication, when directed by facsimile telecommunication or other form of electronic communication to a facsimile communication number or electronic mail address at which the director has consented to receive notice.

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 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 8. Waiver of Notice. Notice of any meeting of the directors may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records.

Section 9. 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 all of the directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 10. Conduct of Meetings. The President, or in his absence, a Vice President, if any, shall act as chairman of and preside over meetings of the directors. If no such officer is present, the directors present at the meeting shall elect a chairman. 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 chairman shall appoint a secretary of the meeting.

Section 11. Procedure at Meetings. The procedure at meetings of the directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 12. Participation by Conference Telephone. 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 13. Quorum. A quorum at any meeting of the directors shall be a majority of the number of directors in office immediately before the meeting begins. Except as

otherwise provided by law, the articles of incorporation or these bylaws, 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 14. Committees. The board of directors may create such committees of the board of directors as the board of directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of the President and such other directors as may be appointed by the board of directors.

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

Section 15. Conflicts of Interest. No transaction with the corporation in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction if (i) the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors, and the transaction is authorized, approved or ratified by the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no direct or indirect personal interest in the transaction and (ii) the transaction is fair to the corporation.

Section 16. Advisory Boards. The board of directors may create or may recognize such advisory boards, committees or groups as it may deem necessary or appropriate. The purpose of any such board, committee or group shall be to advise any or all of the board of directors, any committee of the board of directors and the officers of the corporation upon or with respect to such matters as the board of directors may deem desirable. Any advice, recommendation or position given, made or taken by any such advisory board, committee or group on or with respect to any matter shall be given such consideration as the person or persons receiving the same may deem appropriate but shall not be binding upon such person or persons. Each such board committee or group shall be composed of such individuals, including, without limitation, directors, as may be appointed by the board of directors.

Section 17. Terms of Members of Committees and Advisory Boards. The terms of members of committees of directors and of advisory boards, committees and groups shall expire at the first annual meeting of the directors following their appointment.

## ARTICLE II

### OFFICERS

Section 1. Generally. The officers of the corporation shall be a President, a Secretary and a Treasurer. Officers, other than those appointed to fill vacancies, shall be appointed by the board of directors at the annual meeting of the directors. Any vacancy in any such office shall be filled at the first meeting of the directors after the vacancy occurs. The board of directors may also at any time appoint one or more Vice Presidents and other officers and assistant officers and fill any vacancy in any such office. Any officer may hold more than one office. Each officer shall have the authority and perform the duties which pertain to the office held by him or are set forth in these bylaws and, to the extent consistent with these bylaws, such authority and duties as may be prescribed by the board of directors or the President.

Section 2. President. The President shall be the chief executive officer of the corporation and shall have general supervision over, responsibility for and control of the other officers, agents and employees of the corporation. The President shall act as chairman of and preside over meetings of the directors. The President shall be a director of the corporation and an ex officio member of each committee of the board of directors.

Section 3. Vice Presidents. During the absence, disqualification or inability to act of the President, the Vice Presidents, in the order designated by the board of directors from time to time (and if no such designation is made, in the order of their appointment as Vice Presidents), shall have the authority and perform the duties of the President. No Vice President need be a director of the corporation.

Section 4. Secretary. The Secretary shall prepare and have custody of minutes of meetings of the directors in a book or books kept for that purpose and have the responsibility for authenticating records of the corporation. The Secretary shall maintain records of the directors of the corporation. The Secretary need not be a director of the corporation.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation and 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. Unless otherwise prescribed by the board of directors or the President, the Treasurer shall maintain the books of account and financial records of the corporation. The Treasurer need not be a director of the corporation.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than 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. Officers shall hold office until the first annual meeting of the directors following their appointment or until their respective successors are appointed.

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, with or without cause, at any time by the board of directors.

### *OPTION*

Section 10. Executive Director. The board of directors may, but shall not be required to, employ or authorize the President to employ an individual to serve as the Executive Director of the corporation. The Executive Director shall be an employee of the corporation and shall perform such duties and shall have such authority, as may be required of, or conferred upon, him by the President or the board of directors. The Executive Director may, but need not be, a member of the corporation. The Executive Director shall be an ex officio member of the board of directors and all committees of the board of directors provided in these bylaws or created hereunder.

Section 11. Employees and Agents. The board of directors may, but shall not be required to, employ or authorize the President to employ or engage such employees and agents as the board of directors or the President deems necessary or desirable to further the purposes of the corporation.

Section 12. Compensation and Benefits. At the direction of the board of directors, reasonable compensation and reasonable benefits may be paid to or conferred upon employees and agents of the corporation who, in furtherance of the purposes of the corporation, provide services to or on its behalf.

Section 13. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the board of directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credits of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the board of directors.

Section 14. Proxies. Unless otherwise prescribed by the board of directors, the President may from time to time, individually or by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as he shall designate in the name and on behalf of the corporation, cast the votes to which the corporation may be entitled as a shareholder or otherwise in any other corporation, at meetings, or consent in writing to any action by any such other corporation; and he may instruct the individual or individuals so appointed as to the manner of casting such votes or giving such consent, and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as he may deem necessary or desirable.

### ARTICLE III

#### SEAL

The seal of the corporation shall be a flat-face circular die, of which there may be any number of counterparts or facsimiles, in such form as the board of directors shall from time to time adopt.

### ARTICLE IV

#### AMENDMENTS

These bylaws may be amended, altered or repealed by the affirmative vote of the board of directors.