

**IVY CREEK FOUNDATION, INC.**  
**Bylaws**

As approved February 12, 2018

**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 purpose of the Corporation shall be:

- 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 values of Ivy Creek Natural Area, a portion of which was known as River View Farm.
- c) to accept title to, conservation easements in, or management responsibility for, properties adjacent to or near Ivy Creek Natural area, Ivy Creek, or any reservoir in Albemarle County.
- d) to accept title to, conservation easements in, or management responsibility for, other properties, for the purposes of environmental education, land conservation, and the improvement of water quality.

**Section 2. Objectives**

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

- a) to preserve most of Ivy Creek Natural Area and other properties by allowing natural processes to determine their character with intervention as necessary to maintain biodiversity and by controlling access and use;
- b) to make Ivy Creek Natural Area a model of land, water, historical, and cultural resource management;
- c) to encourage and sponsor studies of the natural and cultural resources at Ivy Creek Natural area;
- d) to develop environmental education programs for public and private schools and for the community;
- e) to coordinate and cooperate with the efforts of teachers and local groups in the area of environmental education;
- f) to make environmental and cultural educators available to public and private schools and community groups;
- g) to encourage the establishment of other environmental education centers;
- h) to improve appropriate portions of the Ivy Creek Natural Area for educational and recreational activities compatible with the purposes of the Corporation;

- i) to restore, improve or remove the buildings on managed properties; and
- j) to secure funds, conservation easements and other assets to carry out the purposes of the Corporation.

### **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. Types of membership.**

The membership may be composed of the following categories, or such similar categories as determined by the Board of Directors, based upon membership dues: Patron, Benefactor, Donor, Sustaining, Subscribing, Contributing, Regular and Student.

#### **Section 3. 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. Directors may then renew to serve one additional three-year term. A director may serve additional terms with the approval of three-quarters of the remaining directors at a meeting at which a quorum is present. 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 herein to 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) 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.
- c) 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 one year 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. The 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 Committee**

There shall be an Executive Committee of the Board of Directors, consisting of the four officers, the president emeritus, the executive director, and one at-large member of the board. The officers of the Corporation shall be the officers of the Executive Committee. A vacancy occurring on the Executive Committee between annual meetings shall be filled by the Board of Directors. The Executive Committee shall, between meetings of the Board of Directors, have and exercise the authority of the Board to conduct routine business. The meetings of the Executive Committee shall be called as necessary by the President or any three members of the Executive Committee upon three days written (including electronic mail) or two days' telephone notice. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

## **Article VI: Advisory Committee**

**Section I.** The Board of Directors may create a Technical Advisory Committee and a Community Advisory Committee, or engage non-voting advisors, as resources of information for the Board of Directors.

## **Article VII: Nominations and Elections**

### **Section I. Nomination Committee**

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-officer members 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 paid-up 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 officers shall take place at the annual meeting of the Board of Directors. Newly elected persons shall take office at the next succeeding meeting of the Board.

## **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. Dues**

Annual dues as fixed by the Board of Directors shall be payable annually. Any member who fails to pay dues within four months after such becomes payable shall be dropped from the membership rolls.

### **Section 3. Budget Committees**

A budget committee, appointed by the Board of Directors, shall propose a budget for the ensuing year, to be approved no later than the annual meeting. The Treasurer shall not be eligible to serve as chairman.

### **Section 4. Audit**

As needed the Board may vote for an audit from an external source.

### **Section 5. Ivy Creek Foundation Long Term Endowment Fund**

- a) Purpose. The Endowment Fund shall be established to further the Corporation's goals and objectives. It is recommended that the Fund's first priority be to provide financial stability.
- b) Restrictions. Monies from the Fund shall be withdrawn in the form of dividends, interest, and returns only; the Fund's principal shall remain in whole. Principal is defined as any and all donations to the Fund, other than dividends, interest, and returns earned by the Fund.
- c) Oversight. The Budget and Finance Committee shall report to the Board of Directors no less than once yearly concerning the status and performance of the Fund, and provide recommendations for the Fund's continuance. It shall be the responsibility of the Board of Directors to determine if or how much of the dividends, interest, or returns from that year or past years to withdraw, to what ends the monies be directed, and what changes, if any, be made to the investment strategies for the

Fund.

- d) Termination of the Fund. In the event of the Corporation's dissolution, or termination of the Fund for any reason, it shall be the responsibility, at such time, of the Board of Directors to determine, by majority vote and in accordance with the goals and objectives of the Corporation, to what end all monies remaining in the Fund be directed, consistent with the Corporation's Articles of Incorporation.

**Section 6: Fees**

The Corporation may charge admission fees or require other types of monetary payment for public events and programs if approved by the Board of Directors or Executive Committee at any meeting in which a quorum is present.

**Article IX: Parliamentary Authority**

**Section I: Meeting rules**

The rules contained in Robert's Rules of Order, revised shall govern 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.