

RESOLUTION

**A RESOLUTION TO AMEND THE 2005 BYLAWS OF THE VIRGINIA OUTDOORS
FOUNDATION**

WHEREAS, the current Bylaws of the Virginia Outdoors Foundation (VOF) were adopted in 2005 and updated in 2009; and

WHEREAS, a minor amendment to the Bylaws seems to be appropriate and warranted; and now, therefore, be it

RESOLVED by the Virginia Outdoors Foundation Board of Trustees, this 30th day of October 2012, That the Bylaws of the Board adopted in 2005, be, and are hereby, amended; and, be it

RESOLVED FURTHER, That revised Bylaws for the Virginia Outdoors Foundation Board of Trustees be, and are hereby, amended as follows:

**VIRGINIA OUTDOORS FOUNDATION
BYLAWS**

ARTICLE I NAME

The name of this organization is the Virginia Outdoors Foundation, hereinafter referred to as the “Foundation”.

ARTICLE II AUTHORIZATION

The Foundation was established pursuant to Title 10.1, Chapter 18, Sections 10.1-1800 to 10.1-1804 of the Code of Virginia (1950) as amended, hereinafter referred to as the “Code”.

ARTICLE III MISSION

The Virginia Outdoors Foundation uses private philanthropy and public support to conserve and protect Virginia’s scenic, scientific, natural, historic, recreational and open-space areas for the benefit of the public.

ARTICLE IV BOARD OF TRUSTEES

Section 1 The Foundation is governed and administered by a Board of Trustees, hereinafter referred to as the “Board”.

Section 2 Membership
A. The Board of Trustees consists of seven trustees-at-large appointed by the Governor for four year terms pursuant to §10.1-1800 of the Code.
B. No Trustee-at-large shall serve more than two consecutive four-year terms.

Section 3 Powers and Duties
The Board shall exercise all of the powers of the Foundation set forth in §§10.1-1800 through 10.1-1804, §§10.1-1700 through 10.1-1705, and as otherwise provided by law.

Section 4 Reimbursement of Expenses
The Trustees shall be reimbursed pursuant to applicable state law and reimbursement regulations for actual expenses incurred in the discharge of their duties.

Section 5 Conflict of Interest
The Trustees are subject to Virginia Conflict of Interest statutes and regulations and the Board may adopt a Code of Ethics.

ARTICLE V OFFICERS

Section 1 Chairman
A. The Chairman is appointed by the Governor from among the seven trustees-at-large to a two-year term. No member shall be eligible to serve more than two consecutive terms as chairman.
B. The Chairman shall preside at all meetings of the Board at which s/he is present and may vote as any other member. S/he may appoint committees and call special meetings as required and shall in general act as the Foundation’s spokesman and perform such other duties as it may direct.
C. In the absence of the Chairman at a meeting, the Trustees present shall elect an acting Chairman.

Section 2 Staff
A. The Board shall appoint an Executive Director to carry out the business of the Foundation.
B. The Executive Director shall have such duties as are prescribed by the Board.

ARTICLE VI MEETINGS

Section 1 Regular Meetings
The Board shall determine the times and places of its regular meetings. There shall be at least ~~four~~three meetings each year.

Section 2 Special Meetings.

Special Meetings may be called by the Chairman at his/her discretion or by two of the other Trustees. Notice must be given to all Trustees in writing or by telephone stating the time, place, and purpose of the special meeting.

Section 3

Notice

- A. Notice of all Regular Meetings will be published on the Virginia Outdoors Foundation website and Commonwealth Calendar.
- B. Notice of Special Meetings will be provided to those who have requested notice of meetings under the Virginia Freedom of Information Act at the same time and in the same manner as the Trustees are notified.

ARTICLE VII QUORUM

A majority of the Trustees serving at any one time shall constitute a quorum.

ARTICLE VIII PROCEDURE

Roberts Rules of Order will be used to determine questions of procedure.

ARTICLE IX AMENDMENTS

These Bylaws may be amended at any regular meeting provided that the Trustees are notified of the nature and effect of any proposed amendment in advance of the meeting.

ADOPTED by a vote of _____ for and _____ against

ATTEST: _____
G. Robert Lee, Executive Director