
FREDERICKSBURG - ESTE ASSOCIATION, INC.

BYLAWS

Article I: Name

The name of this Corporation is Fredericksburg-Este Association, Inc. (herein after referred to as the Corporation).

Article II: Mission and Purpose

Section 1. The object of the Corporation is to be a membership corporation, organized to receive and maintain funds, exclusively for charitable and non-profit purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. The purpose for which this Corporation is established shall be exclusively educational and charitable in furtherance of the following objectives:

- To cause the people of the City of Fredericksburg, Virginia, and its environs, and the people of similar cities of foreign nations, particularly the City of Este, Italy, and its environs, to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.
- To foster a continuing relationship of mutual concern and interests between the people of the City of Fredericksburg, Virginia, and its environs, and the people of similar cities of foreign nations, particularly the City of Este, Italy, and its environs.

The Corporation shall also adhere to all obligations established by the City of Fredericksburg in relation to its oversight of Fredericksburg's sister city organizations.

Article III: Membership

Section 1. Membership in the Corporation shall be open to any person interested in promoting Sister City relationships between the people of the area of the City of Fredericksburg, Virginia, and the area of the City of Este, Italy, upon payment of membership dues in an amount determined by the Board of Directors.

Section 2. Members whose dues remain unpaid shall be dropped from membership after one year.

Article IV: Meetings

Section 1. Meetings of the Corporation shall be held at a time and place determined by the Board of Directors, with no fewer than one meeting annually and as many as may be deemed necessary by the Board of Directors.

Section 2. Annual Meeting. The Annual Meeting of the membership shall be held during the month of March, weather permitting, at which time the Board of Directors and Officers may be elected.

Section 3. Special Meetings. A special meeting of the members may be called at any time by the President with prior approval of the Board of Directors, or upon petition by ten (10) per cent of the voting membership of the Corporation.

Section 4. Notice of Meetings. Notice of the date, time, and place of each annual meeting of the Association Membership, and that of special meetings, shall be given either personally, by U.S. mail, or by email no less than ten (10) or more than sixty (60) days before the date of the meeting or by such other notice authorized by Section 13.1-842 of the Code of Virginia, 1950, as amended. Notice of special meetings shall state the purpose for which the meeting is called.

Section 5. Quorum. Ten percent (10%) of the membership shall constitute a quorum for all meetings of the Corporation.

Section 6. Voting. Each member of the Corporation shall be entitled to one vote at all membership meetings and must be present and voting in person. Except as otherwise expressly provided by statute, or by the Articles of Incorporation of the Corporation, or by these Bylaws, the vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall constitute the action of the Board of Directors.

In limited cases, such as the immediate necessity of Board approval or action, prior to a regularly scheduled board meeting, the Board of Directors may also act by means of a virtual, electronically hosted convening, in which case all members agree to waive the regular meeting notice and a consensus is taken by electronic transmission. A majority vote of the total number of the participating Directors, constituting at minimum a quorum (5), will determine the resulting action. The Secretary will notify the board members of the result and append this notice to the minutes. At the next regular meeting of the board, the president will ask for a “confirm and ratify” vote to be entered into the minutes of the regular business meeting.

Article V: Board of Directors

Section 1. Composition of Board. The property and affairs of the Corporation shall be managed by a Board of Directors whose number shall not exceed thirteen (13). Voting members of this board may include President, Vice-President, Secretary, Treasurer, Communications Director, Online Director, Membership Director, Program Director, Arts and Cultural Exchange Director, two at-large directors, and the Immediate Past President .

Section 2. Duties and responsibilities of each Director are as follows:

President: To prepare meeting agendas and preside over meetings, working closely with board members and long-range planning to achieve goals and fulfill mission; to coordinate board functions; to appoint committees; and to represent the organization in civic and community functions.

Immediate Past President: To serve as a resource to the President and to the board.

Vice President: To fulfill duties as assigned by president; works closely with president. Serves as chair of the Long-Range Planning Committee.

Secretary: To take and record minutes in a timely manner, and to carry out other communications functions in cooperation with the Communications Director and Online Manager, as appropriate.

Treasurer: To manage and maintain banking, online payments, and accounting; pay annual fees, bills and dues; comply with non-profit status requirements, and provide monthly reports.

Membership Director: To maintain and promote and report membership, and member recognition.

Communications Director: In conjunction with the Online Director, to create and manage the internal and external communications of the Corporation, to promote events, to aid in the creation of the Annual Report, and to see to photography documenting the Corporation's events.

Online Director: To manage online information and to work closely with the President and the Communications Director in posting and distributing via electronic means the communications and records of the Corporation.

Program Director: To conceive and implement programming, and to assist with coordination, fundraising, and logistics of activities and events.

Arts and Cultural Exchange Director: To foster Arts Exchange activities between the Corporation and the greater Este region.

At-Large: To serve in any capacity as needed, in coordination with the president, to fulfill the mission of the Corporation.

Section 3. Election and Term of Office. At each annual meeting of the membership, an election will be held to fill vacancies on the Board of Directors.

The term of office is two (2) years. A director may be eligible for re-election.

Section 4: Resignation of Directors. Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein.

Section 5. Vacancies. The Board of Directors may fill any vacancy occurring on the Board of Directors. The Directors may appoint a Director to fill a vacancy for the unexpired term of the member creating the vacancy.

Section 6. Removal. Any Director may be removed from the Board, with or without cause, by two-thirds vote of the Board of Directors of the Corporation.

Article VI: Committees

Section 1. Standing Committees.

The Long-Range Planning Committee is chaired by the Vice President. The Committee tracks the events, activities, and fundraising of the Corporation, and reports to the Board in a timely manner. The proposals of the Committee shall be approved by majority vote of the Board.

Section 2. Other Committees.

The President may appoint Committees and/or persons as deemed necessary to carry out the various activities of the organization.

ARTICLE VII. Amendments to Bylaws

A. The Bylaws of the Corporation may be amended by compliance with the provisions as set forth below:

Section 1. The Board of Directors may approve recommendations for amending the Bylaws by majority vote of the Board during any regular or special meeting of the Board.

Section 2. Any amendment to the Bylaws of the Corporation may be adopted by approval of two-thirds (2/3) of the board of directors.

B. Amendments to the Bylaws of the Corporation shall be presented to the membership at the Annual Meeting.

Article VIII: Indemnification

Section 1. The Corporation shall indemnify any person who was or is a party of any proceeding, including a proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability incurred by him in connection with such proceeding if (i) he believed, in the case of conduct in his official capacity, that his conduct was in the best interests of the Corporation, and in all other cases that his conduct was at least not opposed to its best interest, and in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful, and (ii) he was not guilty of gross negligence or willful misconduct.

Section 2. Any indemnification under Section (1) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in Section (1). The determination shall be made: (a) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding

ARTICLE IX: Dissolution

DISTRIBUTION OF ASSETS ON DISSOLUTION

This Corporation is one that does not contemplate pecuniary gain or profit to the principals thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of this Corporation, after payment of adequate provision for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated in a means similar to, and for a purpose compatible with, those of this organization; and which has established its tax-exempt status under Section 501 subdivision (c)(3) of the Internal Revenue Code. Any assets not so disposed of by the Board of

Directors upon dissolution shall be disposed of for the foregoing purposes in such manner as may be directed by decree of the Circuit Court of the City of Fredericksburg, VA.

Article X: Rules of Order

Roberts Rules of Order, Newly Revised shall be the authority for all questions not covered by the Articles of Incorporation and Bylaws.

These Bylaws were adopted on March 15, 2015.

These Bylaws were amended in March 2017.

These Bylaws were amended in March 2019.

These Bylaws were amended in March 2024.

Bylaws are posted on the Corporation website: www.fred-este.org