

draft

BY-LAWS

OF

RESTON BLACK FOCUS, INC.

## ARTICLE I

### PURPOSE

1. The purpose of Reston Black Focus, Inc. is to serve as a framework for black cultural, educational, civic and social activities in Reston and the surrounding area.

## ARTICLE II

### MEMBERSHIP

1. Members shall be selected by the Board of Directors, who shall accept any person who is sixteen years of age or older, who is black or a member of a family with at least one black person in it, and who has paid the required annual membership fee.

2. A member shall continue to hold membership in good standing as long as he pays the required annual membership fee.

3. The annual membership fee shall be \$1.00.

## ARTICLE III

### MEETINGS OF THE MEMBERS

1. The Annual Meeting of the Members shall be held on the second Tuesday of each November. In addition, there shall be at least 3 other meetings in each year at such place and date as may be fixed by the Board.

2. Special meetings may be called at any time by the Board or by 10% of the Members. Notice of these meetings shall be given by the Secretary 10 days prior to the meeting.

3. At any meeting of the Members, the presence of 25% of the members shall be necessary and sufficient to constitute a quorum for the transaction of business.

4. Each member shall be entitled to one vote. *qualify as in V, 4* A majority of the votes cast shall be necessary and sufficient to pass any measure.

#### ARTICLE IV

##### BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be conducted and managed by its Board of Directors, who may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as are not inconsistent with the Articles of Incorporation or the Laws of the State of Virginia.

2. There shall be ~~nine~~ <sup>five</sup> directors. The initial directors shall be those named in the Articles of Incorporation. Subsequent directors shall be elected at each annual meeting of the members for a term of one year.

3. Vacancies in the Board of Directors occurring during the term shall be filled by majority vote of the remaining Directors.

#### ARTICLE V.

##### MEETINGS OF THE BOARD

1. The Annual Meeting of the Board of Directors shall be held on the second Wednesday of each November. In addition, the Board shall hold one meeting each month at such place and date as may be fixed by the Board.

2. Special Meetings may be called at any time by the President or by any three Directors. Notice of these meetings shall be given by the Secretary 5 days prior to the meeting.



3. At any meeting of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but, in the absence of a quorum, by a vote of the majority of those present, any meeting may be adjourned from time to time. At any such adjourned meeting at which a quorum shall be present, any business may be transacted without further notice.

4. At every meeting of the Board of Directors, each Director shall be entitled to one (1) vote. Except in cases in which it is by law, Articles of Incorporation, or these By-Laws otherwise provided, a majority of the votes cast shall be necessary and sufficient to pass any measure.

5. If all the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be a valid corporate act as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE VI

##### OFFICERS

1. The executive officers of the Corporation shall be four (4) in number and shall consist of the President, Vice President, Secretary, and Treasurer.

2. Their duties shall be as follows:

A. PRESIDENT - The President shall preside at all meetings of the Board of Directors and shall present at each annual meeting a report of the condition of the business of the Corporation. He shall cause to be called regular and special meetings of the Board of Directors in accordance with these By-Laws. He shall be empowered to sign and make all contracts

and agreements in the name of the Corporation that have been authorized by the Board. He shall see that all books, reports and certificates required by the statutes are properly kept and filed according to law; shall sign all notes, drafts or bills of exchange, duly drawn by the Treasurer, and shall enforce these By-Laws and perform all other duties incidental to the position and office required by law.

B. VICE PRESIDENT - In the absence or inability of the President, the Vice President shall perform all the duties of the President, and, when so acting, shall have the powers of the President.

C. ~~Secretary~~<sup>SECRETARY</sup> - The Secretary shall keep the Minutes of the Board of Directors. He shall have charge of such of the books, papers and records of the Corporation as the Board of Directors may direct. He shall give all notices as required by law, the Articles of Incorporation or these By-Laws. He shall perform such duties as are ordinarily incident to the office of the Secretary of a Corporation.

D. TREASURER - The Treasurer shall have charge of, and be responsible for, all funds, securities, receipts and disbursements of the Corporation. He shall deposit or cause to be deposited in the name of the Corporation, all monies, or other valuable effects, in such depositories as may from time to time be designated by the Board of Directors. He shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation, and shall render to the President and to the Board of Directors, when requested, and account of the financial condition of the Corporation. He shall perform such duties ordinarily incident to the office of Treasurer of a Corporation.



3. The officers shall be elected at the annual meeting of the Board of Directors, and shall hold office for a term of one year, or such shorter time as the Board of Directors may, from time to time, designate, or until their successors are duly elected and qualified.

4. All vacancies in any office shall be filled by the Board of Directors forthwith, at a regular or special meeting of the Board. Any officer elected according to these By-Laws may be removed by the Board of Directors whenever, in their judgment, the best interests of the Corporation require it, at any regular or special meeting.

#### ARTICLE VII

##### BANKING

1. All checks, drafts warrants, trade acceptances, order for the payment of money and promissory notes of the Corporation shall be signed, made, endorsed or executed by such officer or officers as the Board of Directors may, from time to time, designate, or as these By-Laws provide.

#### ARTICLE VIII

##### AMENDMENTS

These By-Laws, or any of them, or any amended or additional By-Laws, may be amended, altered or repealed and new By-Laws may be adopted at any annual or Special Meeting of the ~~Board of~~ <sup>members of the corp.</sup> ~~Directors~~, notice of which meeting and the terms of the proposed amendment shall have been sent to the members by the Secretary not less than ten (10) days prior to the date of the said meeting. The said amendments, alteration, additions or repeals shall be by two-thirds vote of those present and voting.

ARTICLES OF INCORPORATION  
OF  
RESTON BLACK FOCUS, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

1. The name of the corporation is Reston Black Focus, Inc.

2. The purpose of the corporation is to promote black cultural, educational and civic activities in Fairfax County, Virginia and surrounding areas. It is expressly stipulated that the corporation is not organized for profit but operated exclusively for educational and cultural purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

3. The corporation is not authorized to issue any shares of stock.

4. There shall be one class of members in the Corporation, which members shall be selected by the Directors. Members shall have the right to vote for directors and for amendments to the Articles of Incorporation.

5. The members shall elect directors at each annual meeting for a term of one year. The number of Directors may be increased or decreased from time to time by amendment to the by-laws, but in no event shall the number of Directors of the corporation be less than three (3).



6. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors except to approve an amendment to these Articles or a plan of merger or consolidation. Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

7. In the event of the dissolution of this corporation, all the property and assets of this corporation shall be distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (b) Assets held by the corporation upon consideration requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- (c) All other property and assets shall go and be distributed, at the discretion of the Directors, either to the Federal government, or to a state or local government for a public purpose, or to such a corporation or association as may be selected by the Directors of this corporation so that the properties and assets of this corporation shall, in that event, be used for purposes for which this corporation is organized.

8. The initial registered office of the corporation shall be located at Suite 1100, 11800 Sunrise Valley Drive, Reston, Virginia, in the County of Fairfax. The initial registered agent shall be Elizabeth Q. Clennon, whose business address is the same as the address of the initial registered office, and who is a resident of Virginia and a member of the Virginia State Bar.

9. The number of Directors constituting the initial Board of Directors shall be nine (9). They are:

Beverley D. Sharp	2502 Gold Cup Lane Reston, Virginia 22091
Carol Ann Bradley	2305 Old Trail Drive Reston, Virginia 22091
Laura P. Thomas	2506 Gold Cup Lane Reston, Virginia 22091
Doris G. Gilmore	11931 Travistock Court Reston, Virginia 22091
Charles V. Smith	1405 Barnshaw Court Reston, Virginia 22090
Clarestine S. Summey	1572 Cameron Crescent Drive Reston, Virginia 22090
Sylvia Turner	2437 Freetown Drive Reston, Virginia 22091
Eileen Welch	11056 Saffold Way Reston, Virginia 22090
Howard Robinson	1684 Wainwright Drive Reston, Virginia 22090.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1974.

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