

BAY AGING FOUNDATION BYLAWS
Amendments
July 18, 2019

The name of the corporation shall be BAY AGING FOUNDATION. The corporation is a non-stock corporation organized for charitable purposes in compliance with Section 501(c)(3), and is a supporting organization as defined in Section 509(c)(3), of the Internal Revenue Code. The purpose of the corporation is as follows: to support Bay Aging, a Virginia corporation (FEIN 54- 1085032), in providing service to the individuals, families and communities it serves by attracting diverse funding sources and making such disbursements as are appropriate in carrying out such purpose.

ARTICLE I - OFFICES

The principal office of the corporation in the State of Virginia shall be located in the County of Middlesex, Virginia, at 5306 Old Virginia Street, P.O. Box 610, Urbanna, Virginia 23175.

The corporation shall have and continuously maintain in the State of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Non-stock Corporation Act of the State of Virginia. The registered office may be, but need not be, identical with the principal office in the State of Virginia, and the address of the registered office may be changed from time to time by the corporation's Board of Directors.

ARTICLE II - MEMBERS

The corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

Section A. General Powers. Affairs of the corporation shall be managed by its Board of Directors ("the Board") which shall consist of no fewer than five (5) nor more than twenty-five (25) directors. Directors shall be appointed by the Board of Directors of Bay Aging, a Virginia corporation that is a publicly supported organization as defined in § 509(a)(1) of the Internal Revenue Code that qualifies for tax-exemption as an organization described in § 501(c)(3) of the Internal Revenue Code.

Section B. Terms. Each Director shall serve for a term of five years. Regular terms shall begin October 1st and terminate September 30th, five years later. A Director who serves a term may be reappointed, if otherwise eligible. No director shall be appointed without such director's prior consent.

Section C. Regular Meetings. A regular meeting of the Board shall be held at least quarterly on such date as prescribed by a resolution of the Board.

Section D. Special Meeting. Special meetings of the Board may be called by or at the request of the President of the Board or any three (3) directors.

Section E. Notice. Notice of any special meeting of the Board shall be given at least three (3) days previously thereto, and notice of regular meetings of the Board shall be given at least seven (7) days

previously thereto. Notice shall be given by written notice, delivered personally or sent by mail, to each director at such director's address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage thereon paid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular, special or annual meeting of the Board need be specified in the Notice or Waiver of Notice of such meeting, unless specifically required by law or by these bylaws.

Section F. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the directors is present at the said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section G. Manner of Acting. An act approved by fifty-one percent (51%) of the directors present at a meeting at which a quorum is present or voting by telephone, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section H. Compensation. Directors as such shall not receive any stated salaries for their service, but by resolution of the Board of Directors, expenses incurred by directors in the execution of duties assigned by the Board of Directors may be reimbursed.

Section I. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the directors.

Section J. Removal. A director may be removed by a vote of the Bay Aging Board of Directors.

ARTICLE IV - COMMITTEES

Section A. Executive Committee. The President, Vice President, Secretary and Treasurer shall constitute an Executive Committee. The Executive Committee may act on behalf of the Board in any matter when the Board is not in session with the express exception that the Executive Committee shall not have the authority to approve an amendment to the Articles of Incorporation or Bylaws, the addition or removal of directors, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, property and assets of the corporation, the voluntary dissolution of the corporation, or revocation of voluntary dissolution proceedings. The Executive Committee shall report to the Board for ratification of its action at each regular meeting or special meeting called for the purpose. Three (3) directors shall constitute a quorum of the Executive Committee for the transaction of business. Meetings may be called by the President or by three (3) directors on the committee.

Section B. Other Committees. At the annual meeting of the Board, the President shall, subject to the approval of the Board, appoint such other committees as the President deems advisable.

ARTICLE V - OFFICERS

Section A. Officers. Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one or more assistant secretaries, and one (1) or more assistant treasurers, as it shall deem advisable, and such officers to have the authority to perform the duties prescribed from time to time, by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section B. Election and Term of Office. The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section C. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the corporation may be served thereby.

Section D. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section E. President. The President shall be the principal executive officer of the corporation and, subject to oversight of the Board, shall supervise and control all of the business and administrative affairs of the corporation. The President shall preside at all meetings of the Executive Committee and of the Board. The President may sign, with the Secretary or any other officer of the corporation authorized by the Board, any deeds, mortgage, bond, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly required or authorized by the Board, law, regulation, policy, contract or by these bylaws to be some other officer or agent of the corporation; and, in general, the President shall perform all duties as may be prescribed by the Board from time to time.

Section F. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. And the Vice President shall perform such other duties as from time to time may be assigned by the President or the Board.

Section G. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall require. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI, Section III of these bylaws; and, in general, perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section H. Secretary. The Secretary shall keep the minutes of the Board in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each director; and, in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section I. Assistant Treasurers and Assistant Secretaries. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section A. Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Etc. All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

Section C. Deposits. All funds contributed, paid or otherwise provided to the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section D. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director or director's agent or attorney for any purpose at any reasonable time.

ARTICLE VIII - AMENDMENT TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or any special meeting at which a quorum is present.

The undersigned certify the foregoing bylaws have been adopted as bylaws of the corporation in accordance with the requirements of the Corporation Law.

Signed: Kathy Wesley
President, Bay Aging Foundation Board of Directors

Date: 7/18/2019