

BYLAWS OF
RESTORE ALEXANDRIA

(A Virginia Nonprofit Corporation)

Adopted:

1 NAME AND PURPOSES

1.1 Name

The name of the Corporation is RESTORE ALEXANDRIA (the "Corporation").

1.2 Purpose

The purpose of the Corporation shall be as provided in its Article of Incorporation. These purposes are to be carried out through any and all lawful activities, including, others not specifically stated in the Articles of Incorporation but incidental to the stated aims and purposes, both directly and through contributions to any other corporation trust, fund or foundation whose purposes are religious, charitable, literary, and educational, provided, any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the Corporation's Articles of Incorporation or which are imposed on corporations described in Section 501(c)(3) of the Internal Revenue Code or on any corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as presently enacted, or as such Code sections may hereafter be amended or supplemented, or replaced by new sections of similar import, and to the final regulation thereunder.

1.3 Mission Statement

In order to communicate effectively and consistently the purpose of the Corporation, the Board of Directors shall adopt, and modify from time to time as necessary, a Mission Statement. As of the inception of the Corporation, it is agreed that the Mission Statement shall be: Working Toward Wholistic Restoration on Alexandria.

2 OFFICES

2.1 Registered Office and Agent

The Corporation shall continuously maintain a registered agent and registered office with in the Commonwealth of Virginia.

2.2 Principal Office

The principal office of the Corporation will be at 181 E. Reed Ave. Unit 312 , Alexandria, VA 22305, or such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

3 NO MEMBERS

The Corporation shall have no members. The Board of Directors may take any action, which is permitted or required to be taken by members of a nonstick corporation under Virginia law.

4 DIRECTOR MEETINGS

4.1 Annual meetings

An annual meeting of the Board of Directors shall be held each year following the close of the Corporation's fiscal year as set by the Directors or a time which is within six months following the close of any fiscal year if the notice of the meeting designates it as an annual meeting. The Board of Directors or any Offices so authorized by the Board may establish a date or dates on which regular meetings of the Board shall be held between annual meetings.

4.2 Special Meetings

Special meetings of the Board may be called at any time by the Chairman of the Board, the Presidents, the Secretary or any two Directors.

4.3 Place of Meetings

Meetings of the Board shall be held any place either within or without the Commonwealth of Virginia that the Board of Directors may from time to time select or at such other place designated in the notice of the meeting.

4.4 Notice Requirements

Written or printed notice stating the place, the date, and hour of the meeting, shall be given to each Director, by any usual means of communication, not less than two (2) days nor more than thirty (30) days before the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice.

4.5 Waiver of Notice

Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the Board or any committee of the Board authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the

person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

4.6 Quorum

At all meetings of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board shall be required for the transaction of business. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board or of a committee, which authorizes, approves or ratifies a transaction of the Corporation.

4.7 Voting

The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors or any committee, provided that a majority of those members are present are outside members of the Board or committee.

4.8 Presumption of Assent

A Director who is present at a meeting of the Board, or any committee therefor, shall be presumed to have concurred in any action taken at the meeting, unless the Director's dissent to such action shall be entered in the minutes of the meeting or unless the Director shall submit the Director's written dissent to the person acting as the Secretary of the meeting before the adjournment of the meeting or shall deliver or send such a dissent by registered or certified mail to the Secretary of the Corporation within twenty four (24) hours after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless the Director shall deliver or send by registered mail the Director's dissent to such action to the Secretary of the Corporation or shall cause such dissent to be filed with the minutes of the proceedings of the Board or committee within twenty four (24) hours after learning of such action.

4.9 Action by Consent Without Meeting

The Board of Directors or any committee designated by the Board may take any action, which the Board may take any action, which the Board or committee is required or permitted to take without a meeting, on written consent, setting forth the action to be taken, signed by all the Directors or committee members, as the case may be and indication each signing

Director's vote or abstention on the action. Subject to the Voting requirements of the § 4.7, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Boards.

4.10 Telephone and Electronic Mail Meetings Allowed

Participation by members of the Board or any committee designated by the Board in any telephone meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participation in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this paragraph shall constitute presence in person at such a meeting. The Directors shall be furnished a copy of the minutes of any meeting held under this paragraph within twenty four (24) hours. Meetings of the Board or any committee designated by the Board may be conducted by email communications so designated.

4.11 Committees

The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of one or more Directors, and other committees, consisting of one or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that it deems desirable. The committee shall report any action taken to the Board at its next meeting, unless the Board otherwise requires. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. To the extent applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

5 DIRECTORS

5.1 Qualifications and Commitments

The affairs of the Corporation shall be managed by a Board of Directors. Members of the Board of Directors need not be residents of the Commonwealth of Virginia. At least one (1) member of the Board in good standing shall be a leader of National Community Church of the District of Columbia. Each member of the Board of Directors must possess the following qualifications and be willing to commit to the following duties:

- A Christian who believes in historic Christianity as revealed in the Scriptures and summarized in the Apostolic, Nicene and Athanasian Creeds, is committed to the 8 key components of christian community development as laid out by the Christian Community Development Association (CCDA), believes in the vision of Restore Alexandria, and is involved in his or her local congregation.
- Will help gather the resources necessary to fulfill the mission and vision of Restore Alexandria.
- Attend Board meetings and important related meetings and activities
- Vote in Board decisions
- Participate actively in Board and committee work; Volunteer for and willingly accept assignments and complete them thoroughly and on time.

5.2 Number

The number of Directors shall be determined from time to time by resolution of the Board of Directors, provided, however, that there shall be no fewer than three (3) Directors at any given time. At all times, the number of outside Directors shall exceed the number of inside Directors on the Board of Directors. Consistent with § 4.7 above, an “inside Director” is defined as an individual who is at the time receiving a salary from the Corporation. There will also be

5.3 Election and Term

The initial Board of Directors is named in the Corporation’s Articles of Incorporation. The initial Board shall elect additional Directors only by unanimous vote. Thereafter, the Board of Directors shall elect its own members by unanimous vote of the members present at a meeting at which a quorum is present.

As determined by the Board of Directors, each Director shall be elected for a term of either two (2) years or one (1) year, so that they terms may be staggered. The initial three (3) member Board of Directors will be comprised of one (1) Directors serving one (1) year terms and two (2) Directors serving two (2) year terms. Each Director shall hold office until the expiration of the term for which the Director is elected, and thereafter until the Director’s successor has been elected and qualified. Directors may be elected to more than one (1) term. A Director, with the exception of the President of the Board as the acting Executive Director, may not serve more than three (3) consecutive two (2) year terms, unless the Director first takes at least a one (1) year break.

The Board of Directors will have a staggered board where half of the Director's two (2) year term will overlap with the other half of the Board of Directors terms by one year so that every year half of the Board will be up for reelection.

5.4 Resignation or Removal

Any Director may at any time deliver a written notice of intent to resign to the Board of

Directors, which shall be effective upon acceptance by the Board. Any Director may be removed from the Board with cause by a two-thirds majority vote of the Directors present at any meeting duly called and at which a quorum is present. A successor or successors shall be appointed as provided in § 5.3.

5.5 Vacancies in Board

A vacancy occurring in the Board for any reason need not be filled prior to the next annual

meeting, unless the remaining Directors are fewer in number than required by law or § 5.2, in which case a special meeting of the Board shall be called to elect an additional Director(s).

5.6 Compensation of Directors

Whether or not employed by the Corporation for other purposes, Directors shall be regarded as volunteers and serve without compensation for their Director duties, though they shall be entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation. Any Director barred from receiving compensation under this provision shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

5.7 Chairman of the Board

If the Board so desires, it may elect a Chairman from among its membership. The Chairman, if one is elected, shall be responsible for management of Board activities, including but not limited to presiding over meetings of the Board.

6 OFFICERS

6.1 Titles

The Corporation shall have a President, a Secretary, and such other Officers

as are elected. One person may be elected to more than one office, except that the offices of President and Secretary may not be held by the same person.

6.2 Election

All Officers shall be elected or appointed at the meeting of the Board following the annual meeting of Board of Directors or at any special meeting of the Board.

6.3 Term of Office

The Officers of the Corporation shall be elected for terms not to exceed two (2) years. Each Officer shall hold office until the expiration of the term for which the Officer is elected. An Officer may be elected to more than one (1) term, but not for more than five (5) consecutive terms, followed by at least a one (1) year break from being an Officer. After the minimum one (1) year break from being an Officer, the Director is permitted to be an Officer again. All Director term limits under § 5.3 apply to Officers.

6.4 Removal

Any Officer may be removed by the vote of a majority of the entire Board, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

6.5 Duties – General

All Officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation, in addition to those described in these bylaws, as usually appertain to such Officers of charitable nonstock corporations, except as may be otherwise prescribed by the Board.

6.6 Duties – President

The President shall be the Executive Director of the Corporation and shall be primarily responsible for implementation of the policies of the Board of Directors. The President shall have authority over the general management and direction of the operations of the Corporation, subject only to the ultimate authority of the Board of Directors. The President may sign and execute in the name of the Corporation deeds, contracts or other instruments, except where Virginia law or the Board requires such signing or execution to be carried out by some other Officer or agent of the Corporation.

6.7 Duties – Secretary

The Secretary, or such other Officer as may be designated by the Board of Directors from time to time, shall have the responsibility for preparing minutes of the Directors' and members' meetings and for authenticating records of the Corporation.

6.8 Salaries

The salaries of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such salary for his/her duties as an Officer by reason of the fact that he/she is also a Director of the Corporation.

7 TRANSACTIONS WITH INTERESTED PARTIES

A contract or other transaction between the Corporation and one or more of its Directors, Officers, or family members (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more directors, officers or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

7.1 The Corporation entered into the transaction for its own benefit and consistent with its obligations as a tax exempt entity;

7.2 Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction;

7.3 Prior to authorizing or approving the transaction, the Board, in good faith, determined, and has demonstrated through competitive bids, comparable valuations, or other reasonable means, after reasonable investigation and consideration, that the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, and the transaction furthered the Corporation's best interests; and

7.4 The transaction, if material, will be fully disclosed in the audited financial statements of the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, which authorizes, approves or ratifies such a contract or transaction. Periodic

reviews of transactions with interested parties shall be conducted to insure that they continue to further the interests of the Corporation.

8 LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The personal liability of each Director and Officer of the Corporation for monetary damages for breach of fiduciary duty as a Director or Officer shall be eliminated to the full extent permitted by applicable Virginia law.

9 INDEMNIFICATION

To the extent permitted or required by The Virginia Nonstock Corporation Act, the Corporation shall indemnify (1) an individual who is a party to a proceeding because such individual is or was a member of the Board of Directors, or an Officer of the Corporation, or an employee or agent of the Corporation (2) against any liability incurred in such proceeding, and (3) prior to the disposition of such proceeding, shall advance the reasonable expenses incurred by such individual. The determination and authorization of entitlement to indemnification or advancement of expenses shall be made in accordance with the requirements of the Virginia Nonstock Corporation Act.

To the extent permitted by law, the Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section. The Corporation also may procure insurance, in such amounts as the Board of Directors may determine, on behalf of an individual who is or was a Director, Officer, employee or agent of the Corporation, against liability asserted against or incurred by him/her in that capacity, whether or not the Corporation would have the power to indemnify him/her against the same liability under the provisions of this Section.

Every reference herein to a member of the Board of Directors, Officer, employee or agent of the Corporation shall include every Director, Officer, employee and agent thereof and former Director, Officer, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any Director, Officer, employee or agent of the Corporation might otherwise be entitled, and provisions hereof shall neither impair nor adversely affect such rights.

10 MISCELLANEOUS

10.1 Contracts and Banking Activity

The Board of Directors may authorize any Officer(s) or agent(s) to enter into any 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. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) or agent(s), of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may select, or as may be designated by any Officer(s) or agent(s) of the Corporation to whom such power may be delegated by the Board of Directors.

10.2 Access of Program Services

The Corporation does not deny access to its program services based on the applicant's race, ethnicity or religion.

10.3 Acceptance of Gifts

The Board of Directors or any Officer of the Corporation or any agent of the Corporation to whom such authority may be delegated by 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.

10.4 Fiscal Year

The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on January 1 and shall terminate on the following December 31.

10.5 Seal

The Corporation may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

10.6 Bond

At the direction of the Board of Directors, any Officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

11 AMENDMENTS

11.1 Amendment of Bylaws

These bylaws may be amended, altered or repealed, and new bylaws may be adopted, only by an affirmative vote of a two-thirds majority of the entire

Board of Directors of the Corporation.

11.2 Amendment of the Articles of Incorporation

The Articles of Incorporation may be amended or restated only by the affirmative vote of a two-thirds majority of the entire Board of Directors of the Corporation.

I certify that the foregoing bylaws were adopted by the Board of Directors of Restore Alexandria on the

Secretary