

Bylaws of The Journey Through Hallowed Ground Partnership

Article I Offices

Section 1.1 *Registered Office.* The Registered Office of THE JOURNEY THROUGH HALLOWED GROUND (the “Partnership”) shall be at 201 Loudoun Street, S.E., Suite 201, Leesburg, VA 20175. The Partnership’s Board of Trustees (the “Board”) may order a change of the place of the Partnership’s registered office at any time and from time to time, to any other place or places within the Commonwealth of Virginia.

Section 1.2 *Additional Offices.* The Partnership may also have such additional offices at such places, within or without the Commonwealth of Virginia, as the Board shall direct or the business of the Partnership shall require.

Article II Objects and Purposes

Section 2.1 *Objects and Purposes.* The Partnership’s objects and purposes shall be those set forth in the Partnership’s Articles of Incorporation. As such, the Partnership is organized and shall be operated exclusively to receive, maintain, and administer assets in perpetuity for charitable, religious and educational purposes; and use and apply for the whole or any part of the income and principal accordingly for such purposes either directly or by contributions to other organizations.

Section 2.2 *Distribution of Income and Restrictions.* As a means of accomplishing these purposes, the Partnership shall distribute its income in such manner as not to subject the Partnership to tax under Section 4942 of the Internal Revenue Code (relating to taxes on Failure to Distribute Income). The Partnership, and anyone acting on its behalf, shall not:

- (i) engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code;
- (ii) retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code;
- (iii) make any investment that would subject the Partnership to tax under Section 4944 of the Internal Revenue Code (relating to Taxes on Investments Which Jeopardize Charitable Purpose);
or
- (iv) make any taxable expenditure as defined in Section 4945 of the Internal Revenue Code. (Each reference is to a Section of the Internal Revenue Code of 1986, as amended, or to any corresponding provisions of any subsequent federal tax law.)

Article III Policies

The following are the Partnership’s basic policies:

Section 3.1 *Noncommercial and Nonpartisan.* The Partnership shall be noncommercial and nonpartisan. Neither the Partnership’s name nor the names of any of its members in their official

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capacity may be used in connection with any commercial concern or venture or for any purpose not appropriately related to the promotion of the Partnership's objectives.

Section 3.2 Cooperation. The Partnership may cooperate with other nonprofit charitable, religious, educational, or scientific organizations for the promotion of the Partnership's purposes, but persons representing such other organizations in such matters shall make no commitments binding the Partnership.

Section 3.3 Nondiscrimination. The Partnership shall select its officers and Trustees and distribute its funds without regard to gender, race, national origin, sexual orientation, religion or disability.

Section 3.4 Nonprofit. No part of the Partnership's profits or net earnings shall inure to the benefit of any Trustee, trustee, incorporator, officer, or other private person. This shall not preclude the Partnership from paying reasonable compensation for services rendered to the Partnership and from making payments and distributions that are in furtherance of the Partnership's objectives and purposes.

Section 3.5 Legislative Activities. No substantial part of the Partnership's activities shall be carrying on propaganda or otherwise attempting to influence legislation, and the Partnership shall not participate on, or intervene in (including publishing or distributing of payments) any political campaign on behalf of any candidate for public office, except as otherwise permitted by the Internal Revenue Code of 1986, as amended to date, or the corresponding provision of any future federal tax law.

**Article IV
Programs, Grants, and Operations**

The Partnership shall have such programs and make such grants, loans, and other endowments as the Board may, from time to time, determine appropriate to implement and effectuate the Partnership's purposes. All such programs and grants shall be in writing and adopted by resolution of the Board.

**Article V
Members**

The Partnership's Trustees shall constitute its members and, unless otherwise provided by the Board, the annual meeting of the Board shall constitute the annual meeting of the Partnership's members. Members of the Partnership shall not have voting rights in their capacity as members. No membership certificates shall be issued by the Partnership and memberships shall not be transferable.

**Article VI
Board of Trustees**

Section 6.1 General Powers. The Partnership's Board shall manage its property, affairs, and activities, and except as may be otherwise provided in the Articles of Incorporation or these Bylaws, they shall be invested with all of the Partnership's powers.

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Section 6.2 *Number.* There shall be minimum of (7) seven and no more than (25) twenty-five Trustees of the Board.

Section 6.3 *Composition of the Board.* The Board shall consist of such Trustees as may be nominated and elected to the Board pursuant to this Article.

Section 6.4 *Term of Office.* The term of office of a Trustee shall be determined under the following rules:

Section 6.401 Trustees of the Partnership shall hold office until the later of the expiration of their term or the appointment of a successor unless a Trustee's tenure is earlier terminated by his or her death, disability, resignation, or removal.

Section 6.402 The term of office for the Trustee shall be three years, subject to re-election, for up to three consecutive terms, except that elected officers may serve unlimited terms.

Section 6.403 *Vacancy.* Any individual elected to fill a vacancy in the term of a deceased, disabled, resigned, or removed Trustee who has to serve a fixed number of years shall serve only until the expiration of the term of office of the Trustee being replaced.

Section 6.404 *Staggered terms.* The Board of Trustees shall serve in staggered three year terms with an approximately equal number of Trustees' terms expiring each year.

Section 6.5 *Nomination and Election.* Trustees will be elected by the Board. Individuals may be nominated to be Trustees by any Trustee of the Partnership. Individuals so nominated shall become Trustee upon the affirmative vote of a majority of the Trustees.

Section 6.6 *Removal and Resignation.* A Trustee may be removed from office with or without cause by the unanimous vote of the Trustees (excluding the vote of the Trustee to be removed) and provided that a Trustee may be removed only at a meeting called for the special purpose of removal and the fact of a Trustee's removal must be included in the notice of the meeting. Any Trustee may resign at any time by giving notice to the Chair of the Board, and unless otherwise specified in such notice, such resignation shall take effect upon its delivery to the individual to whom such notice was properly given. A resignation need not be accepted before it becomes effective.

Section 6.7 *Trustee Meetings.* The Board shall take all actions at meetings to be held at a set place, within the Commonwealth of Virginia, the State of Maryland, the State of West Virginia, the Commonwealth of Pennsylvania, or the District of Columbia. The Board may further elect to hold meetings telephonically and/or electronically, at such time and place as the Board shall determine. All actions at such meetings shall be taken by resolution adopted by an affirmative vote of a majority of the members voting and entitled to vote at such meeting.

Section 6.701 *Frequency.* The Board shall hold an annual meeting. In addition the Board shall meet at least one additional time during the year at such place and time as the Board shall determine. Special meetings of the Board may be called by the Chair, or by any members of the board.

Section 6.702 *Notice.* The Partnership's Chair shall give notice to all the Trustees of the annual meeting and of any regular meeting. Notice shall be absolute if sent to a Trustee by the United States Postal Service, postage prepaid, with or without a return receipt, and any failure of delivery of such notice shall not impair its sufficiency. Notice given by such, United States

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Postal Service, shall be deemed given on the date of its postmark. Notice given by another reasonable means, including telephone, electronically, telegram, or facsimile, shall be deemed given when actually or constructively received by the person to whom it was directed. Notice of any Special Meeting must be given in writing by the United States Postal Service, postage prepaid, electronically, with or without return receipt. Notice of any meeting shall be given not less than two business days before such meeting. Any Trustee may waive the requirement of such notice, prior to, during, or after any meeting.

Section 6.703 *Quorum; Voting.* A quorum of the Board is required for action to be taken at any meeting. A quorum is a majority of the number of Trustees serving at the time of the meeting. The act of a majority of the members at the Board meeting at which there is a quorum constitutes an act of the Board. Less than a quorum of the Board may adjourn a meeting. Trustees who agree after a meeting to action taken at the meeting shall be deemed present and shall be counted in constituting a quorum. At any meeting of the Board, each Trustee shall be entitled to one vote on any matter. Any Trustee may vote and be present at any meeting by proxy, but a proxy is not valid unless it is in writing and signed by the Trustee or his duly authorized attorney-in-fact.

Section 6.704 *Conduct of Meeting.* All Board meetings will be presided over by the Partnership's Chair. At any meeting of the Board, ordinary parliamentary procedures will be followed and the Chair will establish the order of business. A written record of the actions taken at any meeting of the Board will be made by the Partnership's President. The order of business shall, in all events, include the following items:

- (A) calling the meeting to order;
- (B) declaring that notice of the meeting has been given or waived;
- (C) declaring that a quorum is present;
- (D) reading and approving the minutes of the prior meeting, or waiver thereof;
- (E) transacting new and old business, receiving reports, electing officers and Trustees, where appropriate; and
- (F) adjourning.

Section 6.8 *Compensation.* Any Trustee shall be entitled to such reasonable compensation and to reimbursement of such reasonable expenses as the Board shall fix provided; however, that no amount of compensation shall be paid which would constitute an act of self-dealing as defined in Section 4941 of the Internal Revenue Code. A Trustee receiving compensation shall not be barred from otherwise receiving reasonable compensation for other professional services rendered to the Partnership, including (but not limited to) any legal or accounting services.

Article VII Officers

Section 7.1 *Officers of the Partnership.* Officers of the Partnership shall be the Chair, Vice Chair, Secretary, Treasurer, and other such officers as the Board may from time to time designate. The election or appointment of any officer shall not itself create contractual rights for any such officer. Any officers of the Partnership shall exercise such powers and perform such

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duties that shall from time to time be determined by the Board. Any two or more offices may be held by the same person, except that of the Chair.

Section 7.2 *Election and Appointment of Officers.* The Board of Trustees shall elect the Chair, Vice Chair, Secretary and Treasurer at the annual meeting of the Board of Trustees each year. The Chair will, if present, preside over all meetings of the Board. The Chair, Vice Chair, Secretary and Treasurer shall take office immediately and shall hold office, unless removed, until the following annual meeting. The immediate past Chair of the Board may serve as a voting member of the Executive Committee, at the pleasure of the Board. The Board shall appoint the President, whenever any vacancy occurs in such office, after receiving recommendations for such office from a search committee appointed by the Board of Trustees.

Section 7.3 *Removal and Resignation.* Any officer may be removed with or without cause by a vote of the Board at any meeting, provided that notice was given to all Trustees that removal of the particular officer would be voted on at such meeting. Any officer may resign at any time by giving written notice to any member of the Board, and unless otherwise specified in such written notice, such resignation shall take effect upon its delivery to the individual to whom such notice was properly given. A resignation need not be accepted before it becomes effective. Any vacancy occurring in any office may be filled for the unexpired portion of the term by the Board or by the President, in the case of a vacancy occurring in an office as to which the President has been delegated the authority to make appointments.

Section 7.4 *The President.* The President shall be the Chief Executive Officer of the Partnership and shall have general charge of the Partnership's affairs and property and general supervision over its other officers and agents. The President shall serve at the will of the Board and in pursuant to a written contract approved by Executive Committee.

In general, the President shall see that all resolutions and orders of the Board are carried out. The President, after consultation with Executive Committee, shall appoint, hire, retain and manage professionals deemed necessary or advisable. The President is authorized to execute contracts obligating the Partnership up to \$10,000, with obligations above that amount approved by the Executive Committee via email or in person vote as a body, outside the approved annual budget.

Section 7.5 *The Secretary.* The Secretary shall be a Trustee of the Partnership and shall attend all meetings of the Board and record all votes and the proceedings of the meetings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall have custody of the Partnership's seal and shall have authority to affix the same to any instrument requiring it. When so affixed the Partnership's seal may be attested to by the Secretary's signature. The Board may give general authority to any other officer to affix the Partnership's seal and to attest the affixing thereof by such other officer's signature.

Section 7.5a *The Assistant Secretary.* In accordance with Section 7.8, below, the Board shall appoint an Assistant Secretary who shall have the duties as generally pertains to those ascribed to the Secretary.

Section 7.6 *The Treasurer.* The Treasurer shall be a Trustee of the Partnership and shall have custody of the funds and securities of the Partnership and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Partnership and shall deposit all monies or

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other valuable effects in the name and to the credit of the Partnership in such depositories as may be designated by the Trustees. The Treasurer shall disburse the funds of the Partnership as may be ordered by the President or the Trustees, taking proper vouchers for such disbursements, and shall render to the President and Trustees, at the regular meeting of the Trustees, or whenever they may require it, an account of the transactions as Treasurer of the Partnership.

Section 7.7 *Duties of Other Officers.* The Board may appoint other officers, including, for example, an Assistant Secretary and an Assistant Treasurer, and these other officers shall have such duties as generally pertain to their offices, respectively, as well as those powers and duties prescribed by law or here after conferred on them by the Board.

Section 7.8 *Compensation.* Each officer shall be entitled to such reasonable compensation and to reimbursement of such reasonable expenses as the Board shall fix provided; however, that no amount of compensation shall be paid which would constitute an act of self-dealing as defined in Section 4941 of the Internal Revenue Code. Any officer receiving compensation shall not be barred from otherwise receiving reasonable compensation for professional services rendered to the Partnership, including (but not limited to) any legal or accounting services.

Article VIII Committees

The Board, by resolution adopted by a majority of the whole Board, may designate committees consisting of not less than two (2) Trustees each which shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board. A majority of any such committee may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide. The Board, by such affirmative vote, shall have power at any time to change the powers and members of any such committees, to fill vacancies, and to dispose of such committee.

Section 8.1 *Executive Committee.* The Executive Committee shall have full authority to manage, operate and administer the Partnership between meetings of the Board of Trustees and to act in all situations except those reserved to the Board of Trustees and those specified within the Authority of Committees section of these Bylaws. The Executive Committee may establish committees as needed for the management, operation, and administration of the Partnership as determined. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer, and not less than one and not more than three additional Trustees. The immediate past Chair of the Board may serve as a voting member of the Executive Committee, at the pleasure of the Board. The Chair of the Board shall always serve as the Chair of the Executive Committee.

Section 8.2 *Finance, Audit and Personnel Committee.* The Board of Trustees shall have a Finance Audit and Personnel Committee consisting of three or more Trustees, Chaired by the Treasurer. The Finance, Audit and Personnel Committee shall regularly review the adequacy of the Partnership's internal financial controls, budget; review with the Partnership's independent public accountants the annual audit program and the Partnership's financial statements, recommend the selection of the Partnership's independent public accountants and review personnel policies, procedures and performance.

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Section 8.3 *Nominating Committee.* The Board of Trustees shall appoint a Nominating Committee consisting of three Trustees, and at least one non-Trustee. The Nominating Committee shall recommend to the Board of Trustees the names of individuals for election as Elected Trustees of the Partnership, including those Elected Trustees whose terms expire and are eligible for reelection for a single, additional three-year term in accordance with the Articles of Incorporation, and such officers as are elected by the Board of Trustees, and recommend to the Board of Trustees those Elected Trustees who should be made Trustee Emeriti.

Section 8.4 *Advancement Committee.* The Board of Trustees may have an Advancement Committee consisting of two or more Trustees. The Advancement Committee shall provide oversight to the Partnership's fundraising, public relations, member services, and related activities.

Section 8.5 *Heritage Tourism Committee.* The Board of Trustees may have a Heritage Tourism Committee consisting of one Trustee and members nominated for appointment. The Heritage Tourism Committee will work to create cooperative tourism partnerships among destination marketing organizations, businesses, and other entities that promote heritage tourism throughout The Journey Through Hallowed Ground.

Section 8.6 *Preservation/Conservation Committee.* The Board of Trustees may have a Preservation/Conservation Committee consisting of two Trustees and members nominated for appointment. The Preservation/Conservation Committee will work to create cooperative partnerships among the property owners, nonprofit organizations, heritage sites, citizens, businesses, real estate leaders and public officials to find that balance between growth and preservation which will help communities prosper and citizens to travel safely, and on issues pertaining to historic preservation, environmental conservation, land use, transportation and community design.

Section 8.7 *Education Committee.* The Board of Trustees may have an Education Committee consisting of two Trustees and members nominated for appointment. The Education Committee shall develop and oversee education programs to reach students and teachers within the region as well as across the nation.

**Article IX
Indemnity of Officers and Trustees**

Section 9.1 *Indemnification in General.* To the greatest extent permitted by applicable law, the Partnership will indemnify each Trustee and officer against liability, fines, penalties, and claims imposed on or asserted against him or her, including any amounts paid in settlement and any attorneys' fees or other expenses incurred in connection therewith, by reason of having been a Trustee or officer, as the case may be, whether or not the individual is then continuing in that capacity. This right of indemnification is not exclusive of any other rights any officer or Trustee may have against any person.

Section 9.2 *Gross Negligence or Willful Misconduct.* No person shall be indemnified in connection with any matter in which: (1) he or she shall have been finally adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties as a Trustee or officer; or (2) if there is a settlement, the Partnership is advised by its independent counsel that the person, if an officer, was guilty of gross negligence or willful misconduct in the

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performance of his or her duties as an officer; or (3) if there is a settlement, the Partnership is advised by its Board that the person, if a Trustee, was guilty of gross negligence or willful misconduct in the performance of his or her duties as a Trustee.

Section 9.3 Definitions. Every reference to “Trustee” or “officer” in this Article includes both serving and former Trustees and officers, and persons who may have served at the request of the Partnership as a Trustee or officer of another trust or corporation in which the Partnership is the grantor, a beneficiary, owns shares of stock, is a creditor, or to which it contributes in the case of a non-stock corporation. It also includes the administrators and executors of the estates of such persons.

**Article X
Effective Date**

These Bylaws shall be effective on the date on which the Board approves them.

**Article XI
General Provisions**

Section 11.1 Fiscal Year. The Partnership’s fiscal year shall end on September 30.

Section 11.2 Audit. The Partnership shall conduct an independent audit annually.

Section 11.3 Checks, Notes, and Drafts. Checks, notes, drafts, and other orders for the payment of money may be signed on the Partnership’s behalf by the President or the Treasurer and such persons as the Board may authorize from time to time, and such signatures may, with Board authorization, be made by a facsimile.

Section 11.4 Seal. The Partnership’s seal will consist of a flat-faced circular dye, of which there may be any number of counterparts, on which there will be engraved the word “seal” and the Partnership’s name.

Section 11.5 Applicable Law. These Bylaws will be governed by and construed according to the laws of the Commonwealth of Virginia.

Section 11.6 Gender and Number. Whenever the context of these Bylaws requires, the masculine gender includes the feminine and neuter, and *vice versa*, and the singular number includes the plural, and *vice versa*.

**Article XII
Amendments**

The Board may amend or add any provision of these Bylaws by the vote of two-thirds of a majority of the Board, participating at any meeting. However, notice of the proposal to change or add any provision of these Bylaws must be included in the notice of the meeting at which such amendment or addition is to be voted upon, and further provided that no amendment to the Bylaws may cause them to be in conflict with the Partnership’s Articles of Incorporation.

Adopted by consent during the November 9, 2018 meeting of the Trustees of THE JOURNEY THROUGH HALLOWED GROUND, effective immediately.

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JAMES CAMPI, Secretary

Dates of Amendments

- *Reviewed by the Executive Committee November 11, 2005*
- *Amended by members of the Executive Committee in individual correspondence*
- *Resent to the Executive Committee Members November 29, 2005 and December 6, 2005*
- *Amended by the Board of Trustees December 20, 2005*
- *Amended by Kat and Peter 1/15/06 and reviewed by Nick Arundel*
- *Approved By Board of Trustees May 5, 2006 adding 8.10 and renaming “Trustees” to “Trustees”*
- *Approved by Board: Combining Committees July 13, 2007*
- *Amended by The Board of Trustees on February 13, 2009 (Committee Structure modifications)*
- *Amended by The Board of Trustees: Section 7.2 modified on December 3, 2009*
- *Amended by The Board of Trustees: Sections 6.2 increasing the number of Trustees to 25) and 6.4 Terms modified Sept 15, 2010*
- *Amended by the Board of Trustees: Combining Section 8.9 Audit and Personnel Committee with Section 8.6 Finance Committee to create Section 8.5 Finance, Audit and Personnel Committee. February 22, 2013*
- *Amended by the Board of Trustees: Motion to create a new standing Committee: Section 8.8 Living Legacy Tree Planting Committee. February 22, 2013*
- *Amended by Board of Trustees: Motion to change the fiscal year to June 30 close. April 29, 2016.*
- *Amended by Board of Trustees: Motion to change the fiscal year to September 30 close. November 13, 2017.*
- *Amended by Board of Trustees: November 9, 2018*
 - *To change the address of the Registered Office for the Journey Through Hallowed Ground in **Section 1.1 Registered Office** of the Bylaws to the current address at 15481 Second Street, Waterford, Virginia 20197.*
 - *To alter the term limits of Trustees in **Section 6.402** of the Bylaws from 2, 3-year terms to 3, 3-year terms.*
 - *To reduce **Section 6.2 Number** from (10) ten to a minimum of (7) seven Trustees.*
 - *To change **Section 6.7 Trustee Meetings** of the Bylaws to include the State of West Virginia and the District of Columbia as approved locations for official meetings of the Board of Trustees.*
 - *To alter **Section 8.1 Executive Committee** of the Bylaws to remove the Chairs of the Education Committee, the Destination Marketing Committee, the Land Use Committee and the Transportation and Community Design Committees and to add the immediate past Chair of the Board, who may serve as a voting member of the Executive Committee, at the pleasure of the Board.*
 - *To rename **Section 8.5 The Destination Marketing Committee** as **Section 8.5 Heritage Tourism Committee** and include “Nonprofit organizations” in the list of groups to establish cooperative partnerships with.*
 - *To rename **Section 8.6 Land Use, Transportation and Community Design Committee** as **Section 8.6 Preservation/Conservation Committee**, and to include the following*

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language, “and on issues pertaining to historic preservation, environmental conservation, land use, transportation and community design.”

- *To remove **Section 8.8 Living Legacy Tree Planting Committee.***
- *To remove **Section 8.9 Council of Elected Officials***
- *To approve the change of the term “Chairman” to “Chair” and the term “Director” to “Trustee” universally in the Bylaws.*
- *Amended by Board of Trustees: To remove this language from Section 7.4: The President: is authorized to execute contracts obligating the Partnership up to \$10,000, with obligations above that amount approved by the Executive Committee via email or in person vote ~~In addition, a second signature that of the Treasurer, is required on any obligation of \$15,000 and above that is initiated by the President and/or the Executive Committee as a body, outside the approved annual budget.~~ Modified June 4, 2021*
- *Amended by Board of Trustees: Registered Office updated on September 19, 2021.*