

COUNTY OFFICE AND DEPARTMENTS

A) Abstract of Votes - June 2019

B) Gary Road Convenience Site - Bid Review - Five contractors received plans, three contractors attended the non-mandatory pre-bid on June 28th. Jamie and Nicole will receive bids on July 10th and present them for the Board's review at the Board meeting.

C) SRO and Victim Witness Grant Award - the County received Notice of Award for Grants for FY20 for the School Resource Officer and Victim Witness.

SRO - The School Resource Officer grant revenue is not in the adopted budget for a full fiscal year. We budgeted the staff expense as the prior grant had not yet expired (DCJS changed the grant period for application to fiscal year, whereas our prior agreement went from October 1, 2018 to September 30, 2019). The current grant award is based on FY20 July 1, 2019 to June 30, 2020.

Administrator Gee requests that the Board vote to accept and appropriate the revenue from the grant for DCJS.

Victim Witness - The Victim Witness Grant amount is already in the adopted budget; County Administrator Gee signed the acceptance.

ABSTRACT of VOTES

Cast in LUNENBURG COUNTY, VIRGINIA
at the 2019 June Republican Primary Election held on June 11, 2019 for,

Member Senate of Virginia

District: 015

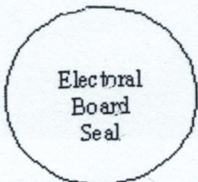
NAMES OF CANDIDATES ON THE BALLOT

TOTAL VOTES RECEIVED
(IN FIGURES)

Frank M. Ruff Jr.	631
Dale L. Sturdifen	221

We, the undersigned Electoral Board, upon examination of the official records deposited with the Clerk of the Circuit Court of the election held on June 11, 2019, do hereby certify that the above is a true and correct Abstract of Votes cast at said election for the Member Senate of Virginia.

Given under our hands this 14th day of June, 2019



Stonna Valague, Chairman
Mary Ann Estes, Vice Chairman
Chris S. Wright III, Secretary
Chris S. Wright III, Secretary, Electoral Board

STATEMENT OF GRANT AWARD (SOGA)

Virginia Department of Criminal Justice Services
1100 Bank Street, 12th Floor
Richmond, Virginia

School Resource Officer/School Security Officer Grant Program	
Subgrantee: Lunenburg DUNS Number: Grant Start Date: 07/01/2019	DCJS Grant Number: 20-A4811FR20 Grant End Date: 06/30/2020

Federal Grant Number: Federal Awardee: Federal Catalog Number: Project Description: Federal Start Date:

Federal Funds:	\$ 0	Indirect Cost Rate: _____%
State General Funds:	\$ 0	*If applicable
State Special Funds:	\$42,234	
Local Match:	<u>\$14,266</u>	
Total Budget:	\$56,500	

Project Director	Project Administrator	Finance Officer
The Hon. Arthur Townsend Jr. Sheriff Lunenburg County 160 Courthouse Square Lunenburg, VA 23952 (434) 696-4452 sheriff@lunenburgva.net	Ms. Tracy M. Gee County Administrator Lunenburg County 11413 Courthouse Road Lunenburg, VA 23952 (434) 696-2142 tgee@lunenburgva.net	Ms. Amona Currin County Treasurer Lunenburg County 11512 Courthouse Road Lunenburg, VA 23952 (434) 696-3354 awc@lunenburgva.net

***Please indicate your ICR in the space provided, if applicable.** As the duly authorized representative, the undersigned, having received the Statement of Grant Awards (SOGA) and Special Conditions attached thereto, hereby accepts this grant and agree to the conditions and provisions of all other Federal and State laws and rules and regulations that apply to this award.

Signature: _____

Tracy M. Gee
Authorized Official (Project Administrator)

Title: _____

County Administrator

Date: _____

6-28-2019

Landfill Liaison Report
July 2, 2019
June Report

CFS Landfill:

1. There have continued to battle against the storms that have hit our area. They use the water truck to keep Old Mansion Road clean.
2. They have experienced a couple of short dry periods. These periods produced dusty conditions. They watered the landfill roadways to try to control the dust.

Citizen Complaints:

1. We continue to receive complaints from citizens about truck speed and parking at the landfill. They have called and reported these incidents to the VA State Police. The State Police have resisted giving citations and have only issued warnings.

Comments:

1. The landfill manager has spoken with the state police again concerning how to approach this problem going forward.

Convenience Sites:

1. The trash traffic has been heavy this month with some warmer weather, especially during the weekends.
2. The compactor #1 at Switchback had a hydraulic line burst that had to be repaired.
3. We have had one of the compactors each at the Rocky Mill and Bus Shop sites to have electrical issues that were repaired in house.

Citizen Complaints:

1. We have had several complaints about the landfill convenience site being closed after working hours as well as weekends.
2. There is a distinct possibility that the landfill closing the site has increased the amount of trash at both the Courthouse and Bus Shop sites.

Comments:

1. Joe and I are going to try to pinpoint whether the trash is increasing from the weather, the time of year, or the reduced hours at the landfill site. Then we will determine how to address this issue going forward.

BOARD OF SUPERVISORS

Charles R. Slayton, CHAIRMAN
Election District 4

Frank W. Bacon, VICE-CHAIRMAN
Election District 3

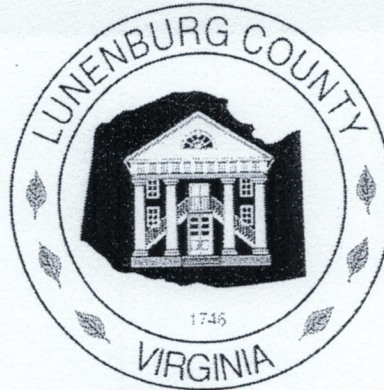
T. Wayne Hoover
Election District 1

Mike Hankins
Election District 2

Edward Pennington
Election District 5

Alvester L. Edmonds
Election District 6

Robert G. Zava
Election District 7



Lunenburg County Administration
11413 Courthouse Road
Lunenburg, VA 23952

Tracy M. Gee
County Administrator

Telephone: (434) 696-2142
Facsimile: (434) 696-1798

Animal Control Report to the Board of Supervisors

Date: July 1, 2019

The following activities were conducted by Animal Control during the month of June 2019:

<u>7</u> Stray Cat(s) Picked Up	\$ _____	Surrender Fees
<u>18</u> Stray Dog(s) Picked Up	\$ <u>140.⁰⁰</u>	Impoundment Fees
_____ Injured or Ill Cat(s)	\$ <u>75.⁰⁰</u>	Adoption Fees
_____ Injured or Ill Dog(s)		
<u>15</u> Cat Calls Dispatched	\$ <u>215.⁰⁰</u>	Total Fees Collected
<u>72</u> Dog Calls Dispatched		
_____ Cats, Surrendered by Owner		
<u>3</u> Dogs, Surrendered by Owner		
_____ Cat Bite		
<u>1</u> Dog Bite		
<u>2</u> Cat(s) Euthanized	<u>7</u> Dog(s) Transferred to SPCA	
<u>1</u> Dog(s) Euthanized	_____ Cat(s) Transferred to SPCA	
<u>14</u> Cat Trap(s) Set	<u>6</u> Wildlife Calls	
<u>2</u> Dog Trap(s) Set	<u>6</u> <u>Livestock/Horse</u>	
_____ Summons Issued	_____	
_____ Animal(s) Released to ACO	_____	
<u>4</u> Expired at Shelter and/or DOA		
<u>158</u> Telephone Calls for Animal Issues		
<u>14</u> Check License		
<u>1</u> Lost Cat(s) - Incoming Calls		
<u>4</u> Lost Dog(s) - Incoming Calls		
_____ Cat(s) Returned to Owner		
<u>3</u> Dog(s) Returned to Owner		
<u>1</u> Quarantine		
_____ Adoption—Dogs		
<u>5</u> Adoption—Cats	<u>30</u> Total Number of Animals Handled	

D. Ray Elliott ACO

D. Ray Elliott
Animal Control Officer



Lunenburg County Sheriff's Office
 Report To The Board Of Supervisors
 June 2019

JUL 0 2019
 BY: _____



Jury Summons Served	0
Subpoenas Served	33
Summons Served	56
Levies Executed	0
Other Civil Process	50
Traffic Citations	76
Protective Orders	13
Arrests	12
Inmates Transported	19
Mental Patients	1
Extraditions	0
Circuit Court Days	4
General Court Days	4
J&DR Court Days	4

Expense Report

Dues	\$0.00
Postage	\$0.00
Office Supplies	\$454.81
Telephone	\$556.26
Police Supplies	\$0.00
Vehicle Maintenance & Repairs	\$2,021.23
Fuel (May)	\$2,363.88
Gallons of Fuel Use	1091

A. Marshall / A. Townsend Jr
 Arthur Townsend, Jr.
 Sheriff, Lunenburg County

7/2/19
 Date

Southern Dominion Health Services

Letter of Support

BOARD OF SUPERVISORS

Charles R. Slayton, CHAIRMAN
Election District 4

Frank W. Bacon, VICE-CHAIRMAN
Election District 3

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Mike Hankins
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July 11, 2019

Jill Seamans, Chief Executive Officer
Southern Dominion Health System, Inc.
1508 K-V Road
P.O. Box 70
Victoria, VA 23974

Re: Southern Dominion Health System, Inc.—2020 Grant Application

Dear Mrs. Seamans,

Lunenburg County is in full support of Southern Dominion Health System's grant application for the 2020 Competitive Continuation Funding. Southern Dominion plays a critical role in serving the primary health care needs of a large medically underserved region in the Central Piedmont of Virginia. In addition, with medical centers in Victoria, Amelia, Dinwiddie, and Emporia, as well as the dental and behavioral office in Victoria, Southern Dominion brings access to specialized care through a well-developed and active referral system. Without these medical centers in our area, our citizens would be denied access to these vital services.

We are pleased to provide this letter of support for Southern Dominion's 330 Federal Grant Funding for the 2020 year and look forward to the continuation of the quality medical services provided in our part of the state of Virginia. Any questions may be directed to my attention.

Sincerely,

Charles R. Slayton
Chairman, Board of Supervisors
Lunenburg County

Southern Dominion Health System, Inc.

JUN 10 2019

June 5, 2019

BY: _____

Tracy M. Gee, County Administrator
Lunenburg County Administration
11413 Courthouse Road
Lunenburg, VA 23952

Re: Letter of Support, Health Infrastructure Investment Program

Dear Mrs. Gee,

Southern Dominion Health System, Inc. is in the process of preparing a grant submission for our Service Area Competition Grant. With the approval of this grant, we are able to help many patients in our service area with their medical needs. We offer a sliding fee discount program, discounted medication assistance program and many other helpful programs. Without FQHCs, some patients have a barrier to healthcare and we are here to lessen the barrier.

Your support of our project would be very much appreciated. I am including a draft letter of support as a guide, if you would be willing to give us your assistance in this project. Please feel free to make any changes to the letter you wish, and recreate on your own letterhead. Should you wish to have a copy of this letter emailed to you for convenience, please contact Stephanie Mattox at mattox@sdhsinc.com, and she will be happy to assist you with this. I am also enclosing a postage-paid return envelope.

We are kindly requesting that all letters of support be returned by July 31st, 2019, in order to accommodate the submission guidelines. Again, thank you so much for your continued support of Southern Dominion Health System, Inc.

Sincerely,

Jill W. Seamans

Jill W. Seamans
Chief Executive Officer

Lunenburg Medical Center
1508 K-V Road
PO Box 70
Victoria, VA 23974
434.696.2165
434.696.1557 (Fax)

**Dinwiddie Medical Center
& Counseling Center**
13855 Courthouse Road
Dinwiddie, VA 23841
804.469.3731
804.469.5307 (Fax)

Emporia Medical Center
702 N. Main Street
PO Box 267
Emporia, VA 23847
434.634.7723
434.634.7725 (Fax)

Amelia Healthcare Center
8920 Otterburn Road
Amelia, VA 23002
804.561.5150
804.561.6643 (Fax)

SDHS Family Dentistry
1685 K-V Road
PO Box 70
Victoria, VA 23974
434.696.4180
434.696.4182 (Fax)

**SDHS Counseling and
Behavioral Services**
1685 K-V Road
PO Box 70
Victoria, VA 23974
434.696.2319
434.696.2326 (Fax)



DEBRIS MANAGEMENT PLAN

I emailed the 115 page document to those with email and also have a copy of the DMP available at the office.

The CRC completed the Debris Management Plan utilizing State Homeland Security Program grant funds. Debris management planning is a priority and one of the top recommended items from emergency management experience in Appomattox County after the Evergreen tornado damage a few years ago. Our regional emergency management professionals utilized the grant funds from the SHSP through CRC and the work of Todd Fortune and the committee to formulate this document.

Rodney Newton is present to provide additional information.

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RESOLUTION TO ADOPT LUNENBURG COUNTY DEBRIS MANAGEMENT PLAN

WHEREAS, Lunenburg County is vulnerable to an array of natural and man-made hazards that can cause loss of life and damage to public and private property; and

WHEREAS, the County maintains an Emergency Operations Plan (EOP), which establishes responsibilities for each County agency and sets forth lines of authority and organizational relationships that are essential for the protection of the public; and

WHEREAS, the County realizes that there may be an event that exceeds the capacity of its personnel and resources to properly respond; and

WHEREAS, the Commonwealth Regional Council (CRC) has assisted Lunenburg County with the development of a local Debris Management Plan that outlines roles and responsibilities in the response to such an event; and

WHEREAS, the CRC consulted with staff from Lunenburg County and other local, state and federal agencies, including the Virginia Department of Emergency Management (VDEM) and Federal Emergency Management Agency (FEMA), in the development of this Plan; and

WHEREAS, this Plan supports the County's EOP; and

WHEREAS, having a FEMA-approved Debris Management Plan is required for the County to qualify for FEMA funds to help with debris removal related to such an event; and

WHEREAS, VDEM and FEMA have reviewed this Plan, and FEMA has advised that local adoption is required before they can give final approval of the Plan.

NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors for Lunenburg County hereby adopts the Lunenburg County Debris Management Plan, and agrees to take actions as outlined in the Plan in response to an event that would necessitate a request for FEMA funding to help with related debris removal.

Adopted on _____

Signed

Attest

Chair, Board of Supervisors

County Administrator

Planning Update

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MEMO

TO: Lunenburg County Board of Supervisors

FROM: Glenn Millican

DATE: July 2, 2019

Subject: Monthly Activity

-
- Reviewing and revising zoning ordinance for agreement with new Comprehensive Plan.
 - Completing required Commonwealth of Virginia incentive reports.
 - Implemented a meeting with staff of the Tobacco Commission, Lunenburg-Brunswick produce producers and the Commonwealth Regional Council Director to develop a Tobacco Commission grant proposal to assist organic growers in conversion of tobacco production to organic produce production.
 - Attended :
SOVA Innovation Hub Advisory Committee meeting.
Commonwealth Regional Council
VaCO utility scale solar development regional seminar.
 - Review Virginia legislative changes for 2019-2020.

VIRGINIA'S CROSSROADS

VA's Retreat, our regional tourism organization, recently went through the re-branding process and will now be known as VA's Crossroads. This organization is responsible for maintaining the Civil Rights in Education Heritage Trail and is the partner with the County on the long-standing VDOT Grant for upgrades to the trail. The intent is to start fresh, with a newly-formed Virginia non-stock corporation (comprised of the same members and one additional), but with a slightly modified mission/purpose that will hopefully allow for the IRS to recognize it as a 501(c)(3) status (which is the goal seal of tax exempt entities and would allow for tax deductible contributions, etc.) vs. a 501(c)(6) business league/tourism type organization. The new organization, like the prior entity, would be a stand-alone organization with the member counties each appointing a representative and would be governed pursuant to the terms of the Bylaws and the Articles of Incorporation. I recommend the adoption of these by-laws for the advancement of the organization to assist us in our regional tourism efforts.

--Tracy Gee

**BYLAWS
OF
VIRGINIA'S CROSSROADS, INC.**

**ARTICLE I
Name and Location**

The name of the corporation is Virginia's Crossroads, Inc., (the "Corporation"). The principal office of the Corporation in the Commonwealth of Virginia shall be located initially at 121 E. Third Street, Farmville, Virginia 23901, but may be changed by the vote of a majority of the members of the Board of Directors.

**ARTICLE II
Objectives and Purposes**

The objectives and purposes for which the Corporation is formed are as set forth in the Articles of Incorporation and are also set forth herein:

Section 1. Objectives and Purpose. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code or corresponding section of the future federal tax code. In particular, the Corporation's purpose and mission is to promote, preserve, enhance, and educate the general public about the natural, historical, and recreational resources of Central and Southern Virginia¹, including in particular, the support for, development of, and education about the region's Civil Rights in Education Heritage Trail™ (the "CRIEHT"), the Lee's Retreat trail, and the Wilson-Kautz Raid trail.

The Corporation shall seek recognition as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of the future Federal Tax Code. The Corporation shall not discriminate against any person on the basis of race, color or religion.

The Corporation is an independent and autonomous organization and shall be governed by its Articles of Incorporation, these bylaws, and its independent Board of Directors.

Section 2. Prohibited Actions and Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, Officers, other private individuals, or organizations organized and operated for profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein stated.) Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on by:

- a. an organization exempt from federal tax under Section 501(a) of the Internal Revenue Code as described in Section 501(c)(3) of such Code (or the corresponding provisions of any future federal tax code);
- b. an organization described as Section 509(a)(3) of the Internal Revenue Code (or the corresponding provisions of any future federal tax code); or

¹ Central and Southern Virginia is the geographic area of Virginia that includes Amelia County, Appomattox County, Brunswick County, Buckingham County, Charlotte County, Dinwiddie County, City of Emporia; Greensville County; Lunenburg County, Mecklenburg County, Nottoway County, Prince Edward County, and the City of Petersburg.

c. an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation shall not undertake to support, participate in, or contribute to, any political campaign on behalf of any candidate for public office, or to support or contribute to any political party or organization, nor shall a substantial part of the activities of the Corporation be for the purposes of propaganda, lobbying, or influencing legislation. Participation and support by the Corporation shall be limited to activities that are designed to educate, inform, and increase understanding in furtherance of the purposes set forth in (1) above.

Section 3. Powers and Authority. The Corporation shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE III Membership

Section 1. Application and Acceptance to Membership. The Board of Directors of the Corporation shall set the criteria for admission of an applicant as a member of the Corporation. The criteria may be amended by the Board of Directors at any time.

Section 2. Membership Categories. The Corporation shall have two initial classes of members, namely Standing Members (voting) and Supporting Members whose criteria and rights are set forth below:

a. Standing Members: Any local governmental body (i.e. a county, city) or other governmental body or agency committed to fostering and supporting, through its time, efforts, and contributions, the Corporation's objectives and purpose. Standing Members, by and through their designated representative, shall attend corporate meetings and pay the dues assessed pursuant to this Article III. Standing Members shall be entitled to vote on all matters requiring a member vote set forth in these Bylaws or the Articles of Incorporation.

b. Supporting Members: Supporting Member status may be extended to any person, entity, or organization interested in the Objectives and Purpose set forth in Section 1 of Article II, above, who does not otherwise qualify for Standing Member status pursuant to Section 2(a) of this Article III, above, who agrees to support the Corporation through its time, effort, and/or contribution. Supporting Members by and through their designated representative shall attend corporate meetings and, if applicable, pay any dues that may be assessed pursuant to this Article III, below. Supporting Members may be individuals, entities, or organizations. Supporting Members shall be entitled to attend meetings of the Corporation, but may not vote.

Section 3. Termination of Membership. Any member not in good standing may have its membership terminated by the affirmative vote of a majority of the Standing Members of the Board of Directors. A member shall not be in good standing if any of the following circumstances occur or apply: (1) failure to pay any dues set; (2) loss of eligibility; (3) business practices which the Board of Directors deems potentially harmful to the Corporation's reputation; or (4) failure to attend meetings or

participate in the Corporation's efforts, following written notice of the same from the Board of Directors. Members shall be given thirty(30) days written notice of the Board's intent to terminate his/her/its membership and shall be given the opportunity to respond to the basis for the termination of membership and to be heard by the Board prior to the termination of his or her membership.

Section 4. Dues.

a. The annual dues shall be recommended by the Board of Directors and approved by a majority vote of the Standing Members at the annual meeting. Any change (increase or decrease) in dues shall be decided at the annual meeting and effective as of the beginning of the next fiscal year.

b. Dues for each fiscal year must be paid within ninety (90) days after the commencement of the applicable fiscal year in order to maintain an active membership in the Corporation.

c. Notwithstanding the foregoing, the Board of Directors may provide for payment of dues in installments or on a more frequent basis.

Section 5. Participation. All members shall take an active interest, as shown by contributions and attendance at meetings. All members are invited to attend annual meetings and to participate in the form of papers and discussions.

**ARTICLE IV
Board of Directors**

Section 1. General Powers. Subject only to the provisions of the Articles of Incorporation and the applicable laws of Virginia in respect to non-stock corporations, the property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2. Number and Election of Directors. The Board of Directors initially shall consist of thirteen(13) directors, with each Standing Member entitled to appoint one individual as its representative director. The initial directors are set forth in the Corporation's Articles of Incorporation and shall serve one (1) year terms. Each director shall serve a term of one year; provided, however, that the initial directors shall be entitled to serve a term in excess of one year and until the conclusion of the first complete fiscal year of the Corporation. In addition, and notwithstanding the foregoing, any Standing Member shall be entitled to designate an individual who would be automatically re-elected on an annual basis to serve as that Standing Member's designated representative director until such time as the Standing Member appoints a new representative to replace its then serving director. Any member of the Board of Directors shall be subject to removal from such Board by a vote of the majority of the entire Board. Any vacancies on the Board of Directors arising by reason of resignation, death, annual rotation or for any other reason shall be filled by the Standing Member whose appointed director's seat has been so vacated.

Section 3. Compensation. The Director shall serve without compensation for his services as Director but may be reimbursed by the Corporation for all travel and out-of-pocket expenses reasonably incurred in connection with the affairs of the Corporation. The Director shall not be disqualified from receiving reasonable compensation for professional, business, or other services rendered other than in the capacity of a Director.

Section 4. Quorum. A simple majority (at least 51%) of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time

by a majority of the Directors present, without notice other than by announcement at the meeting, until a quorum shall attend; provided, however, that if the Directors receive notice prior to the meeting date that there will not be a quorum present, the Directors may preemptively cancel or reschedule the meeting and provide notice to the members prior to the meeting date. A vote of sixty percent (60%) of those present at any meeting shall be sufficient authority for any action thereby taken. Board Members may participate in and be deemed present at the meeting by other than physical presence as authorized by applicable law.

Section 5. Annual Meetings and Notice Thereof. The annual meeting of the Board of Directors shall be held on the first Friday of May of each year in the Commonwealth of Virginia, or at such other time or place as the Board may prescribe from time to time and as may be designated in the notice thereof. Notice of the time, place and purpose of such meeting shall be sent by the Chairman, Vice Chairman, or Secretary, by hand delivery, regular mail, or electronic mail to each member of the Board at least ten (10) days prior to the day fixed for such meeting. Any member of the Board may, by writing signed by him, waive notice of any annual meeting, and his presence at any annual meeting shall constitute a waiver of notice of such meeting.

Section 6. Special Meeting and Notice Thereof. Special meetings of the Board for any purpose may be called at any time to be held at any place in Central and Southern Virginia by any one of the Officers or any two (2) members of the Board. Notice of the time, place and purpose of such meeting shall be sent by hand delivery, regular mail or electronic mail to each member of the Board at least ten (10) days prior to the time fixed for such meeting. Any member of the Board, may by writing signed by him, waive notice of any special meeting, and his presence at any special meeting shall constitute a waiver of notice of such meeting. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that referred to in the notice of such meeting.

Section 7. Action Without a Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by the requisite number of members of the Board from whom consent is required for such action. The action shall be evidenced by one or more written consents stating the action taken (which may be executed in counterparts and may be evidenced by emailed approval or consent), signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section becomes effective when the requisite number of Directors executes the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Director. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE V Executive Committee

Section 1. Designation of Committee. The Board of Directors hereby creates an Executive Committee which shall be comprised of the Chairman, Vice Chairman, Secretary, Treasurer, and the immediate past Chairman and such additional persons as the Board of Directors may designate. Vacancies occurring in the Executive Committee shall be filled by the Board, provided that vacancies not so filled shall, for purposes of determining a quorum and transaction of business, automatically reduce the number of the Executive Committee members by the number of vacancies existing at the time.

Section 2. General Powers. The Executive Committee, when the Board of Directors is not in session, shall have all the powers vested in the Board by law, the Articles of Incorporation and these Bylaws for the control and management of the Corporation, except the Executive Committee shall have

no authority to elect any member to the Board of Directors, to elect any member to the Executive Committee, to elect any member to any other committee of the Corporation, to elect any Officer of the Corporation, to amend the charter of the Corporation or adopt a plan of merger or consolidation, or to make, alter or repeal any of the Bylaws of the Corporation. Except as limited in the preceding sentence, each and every act of the Executive Committee shall have the same force and effect as if the same were taken by the Board of Directors. Included within these powers is the power to authorize the seal of the Corporation to be affixed to all papers that require it. The Executive Committee shall report at each meeting of the Board all actions that the Committee may have taken since the last meeting of the Board.

Section 3. Meetings and Notice Thereof. Meetings of the Executive Committee for any purpose may be called at any time to be held at any place in Virginia by any two (2) of its members of the Executive Committee. Notice of the time, place and purpose of such meeting shall be forwarded as provided in Section 5 of Article IV, above, and may be waived by any member as therein provided.

Section 4. Quorum. All acts of the Executive Committee shall be in meeting, duly assembled, at which a majority (but not less than sixty percent (60%) of the members) shall be present in order to constitute a quorum, and a vote of sixty percent (60%) of those present shall govern all matters coming before the meeting.

Section 5. Committees.

a. Standing Committee. The following standing committees shall be formed to actively participate in the undertaking of the Corporation's activities in specific topical areas as detailed herein this Section 5 of this Article V: Finance; Marketing; Special Events; and Nominating and Personnel. Committee members can be Standing Members or Supporting Members, as defined in Section 2 of Article III.

b. Finance Committee. The Finance Committee shall be chaired by the Corporation's Treasurer and shall have the following primary responsibilities:

- i. Overseeing the financial wellbeing of the Corporation.
- ii. Preparing an annual budget.
- iii. Other financial duties as assigned by the Board of Directors.

c. Marketing Committee. The Marketing Committee shall be chaired by an appointee of the Corporation's Chairman and shall have the following primary responsibilities:

- i. Development and implementation of an annual advertising calendar that, within budget constraints, coordinates print, voice, video, internet, and other acceptable advertising methods.
- ii. Development of advertisements, logos, tag lines, and other marketing tools that will, as necessary, enhance and refresh the Corporation's tourist appeal.
- iii. Creation and distribution of brochures as needed.
- iv. Development of an annual trade show calendar.
- v. Coordination of tradeshow logistics, including booth reservations and the recruitment of volunteer workers.
- vi. Oversight of fulfillment activities.
- vii. Website upgrades, enhancements and edits.
- viii. Other marketing duties as assigned by the Board of Directors.

d. Special Events. The Special Events Committee shall be chaired by an appointee of the Corporation's Chairman and shall have the following primary responsibilities:

- i. Full coordination of all seminars, summits, and other educational and/or promotional meetings, including coordination of food, facilities, speakers, advertising and other associated activities.
- ii. Full coordination of all groundbreaking, grand openings, and ribbon cutting events, including coordination of food, facilities, speakers, advertising and other associated events.
- iii. Other special event duties as assigned by the Board of Directors.

e. Nominating and Personnel Committee. The Nominating and Personnel Committee shall be chaired by an appointee of the Corporation's Chairman and shall have the following primary responsibilities:

- i. Recruitment and interviewing of potential organizational officers.
- ii. Presentation of slate officer candidates for approval by the full Corporation at its annual meeting.
- iii. Recruitment and interviewing of committee members.
- iv. Recruitment and interviewing of potential staff members.
- v. Development of compensation packages for staff members.
- vi. Conducting performance evaluations for staff members.
- vii. Other nominating and personnel duties as assigned by the Board of Directors.

f. Ad Hoc Committees. Ad Hoc Committees may be created as necessary, either by appointment of the Chairman or by a majority of the Standing Members.

Section 6. Other Committees. The Board of Directors may from time to time create such other committees for such purposes as it may deem advisable or expedient. The Board of Directors may impose upon each of such committees such duties and responsibilities as said Board may, in its discretion, deem proper to further the purpose of the Corporation.

ARTICLE VI Officers

Section 1. Officers; Duties. The principal officers shall be the "Chairman", "Vice-Chairman," "Past Chairman", "Secretary" and "Treasurer" (the "Principal Officers" and collectively the "Executive Committee"). The Principal Officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred upon them by the Board of Directors or as may be prescribed by these Bylaws as amended from time to time. In particular, the Principal Officers shall have the following duties:

- a. Chairman: The primary duties of the Chairman shall be as follows:
 - i. Serve as chief executive officer of the Corporation and preside at all meetings.
 - ii. Call regular and special meetings of the membership.
 - iii. Conduct and direct meetings and operations according to the approved policies of the Corporation, these approved Bylaws, and Roberts Rules of

- Order.
- iv. Act as official spokesperson for the Corporation.
 - v. Serve as the Corporation's official representative on boards and commissions (i.e. Virginia's Civil War Trail, Inc.), or appoint another member to represent the Corporation as necessary.
 - vi. Work in conjunction with the Nominating and Personnel Committee to appoint members of Standing Committees.
 - vii. Appoint other committees on an as-needed basis.
 - viii. Serve as ex-officio member on all committees.
 - ix. Ensure that officers and committees function according to their assigned duties.
 - x. Make or approve expenditures of up to \$1,000.00 for special contingencies without prior approval of the Standing Members.
- b. Vice-Chairman: The primary duties of the Vice-Chairman shall be as follows:
- i. Assist the Chairman in conducting the activities of the Corporation.
 - ii. Perform the duties of the Chairman in his or her absence.
 - iii. Assume the position of Chairman and complete the unexpired term in the event of a vacancy.
- c. Secretary: The primary duties of the Secretary shall be as follows:
- i. Notify all members of the Corporation where and when a regular or special meeting is to be held and provide any proposed agenda.
 - ii. Record attendance at all regular and special meetings.
 - iii. Record and distribute minutes of all regular and special meetings.
 - iv. Maintain and distribute a current directory of all members of the Corporation.
 - v. Execute correspondence as directed by the Chairman.
- d. Treasurer: The primary duties of the Treasurer shall be as follows:
- i. Maintain custody of all of the Corporation's funds.
 - ii. Maintain a complete and accurate accounting of all funds.
 - iii. Submit a complete Treasurer's Report, including receipts, expenditures, and account balances at all regular meetings or otherwise upon request.
 - iv. Make all disbursements and withdrawals by check, subject to approval of voting members.
 - v. Submit invoices for membership dues at the beginning of each fiscal year.
 - vi. Submit a final financial report to the Corporation at the end of the fiscal year.
 - vii. Provide an annual financial audit upon request.

Section 2. Other Officers. The Board of Directors may create such other officers as it may deem necessary or convenient for the administration of the affairs of the Corporation. Such offices shall be filled by selection from among the members of the Board. The respective duties of officers elected pursuant to the provisions of this Section shall be such as may be directed by the Board or prescribed by amendment hereto.

Section 3. Election of Officers. Each Principal Officer shall serve for a one-year period. Chairman and Vice-Chairman shall not serve more than two years consecutively. The Officers comprising subsequent Executive Committees will be elected by the Board of Directors at large at the annual meeting from among a slate of nominees. These nominees will be named by a nominating committee whose members shall be appointed by the Chairman with the immediate past Chairman serving as chairperson of the committee; Standing Members may also nominate individuals prior to the annual meeting by notifying the immediate past Chairman of member names for consideration by the nominating committee. Any two offices (except those of Chairman and Secretary) may be combined in and performed by the same person.

Section 4. Removal and Resignation of Officers. Any Officer of the Corporation may be removed summarily with or without cause at any time by affirmative vote of a majority of the Board of Directors. Any Officer may resign as such by tendering his written resignation to the Chairman to be presented to the Board for action thereon. Such resignation shall be complete, and such Officer shall forthwith be relieved of all further duties of such office upon the acceptance of the resignation by the Board.

ARTICLE VII
Indemnification and Elimination
or Limitation of Liability

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the Corporation shall indemnify every individual made a party to a proceeding because he is or was a Director or Officer against liability incurred in the proceeding if; (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests; and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 2. Indemnification Not Permitted. The Corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the Corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standards of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the Corporation in which such individual was adjudged liable to the Corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time

parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the Board of Directors or its committee in the manner heretofore provided or, if such a quorum of the Board of Directors cannot be obtained and such committee cannot be designated, selected by a majority vote of the Board of Directors (in which selection Directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advances for Expenses. The Corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnishes the Corporation a written statement of his good faith belief that he has met the standards of conduct described in Section 1 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the Corporation in accordance with the provisions of this Section shall be unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the Corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as provided in this Article with respect to Directors and Officers.

Section 7. Definitions. In this Article:

“Director” and “Officer” mean an individual who is or was a Director or Officer of the Corporation, as the case may be, or who, while a Director or Officer of the Corporation is or was serving at the Corporation's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Corporation” means the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

“Expenses” includes but is not limited to counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (i) when used with respect to a Director, the office of Director in the Corporation; (ii) when used with respect to an Officer, the office in the Corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by

him on behalf of the Corporation. "Official capacity" does not include service for any foreign or domestic Corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the Corporation.

ARTICLE VIII

No Private Inurement and Dissolution

Section 1. No Private Inurement. It is the intent of the Corporation that no person serve as a Director or Officer of the Corporation, or appear to be or be induced to serve as a Director or Officer of the Corporation, for purposes of personal or pecuniary gain. Therefore, no part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any private individual, or otherwise benefit any person having a personal and private interest in the activities of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and benefits may be conferred if in conformity with said purposes. In paying such compensation or conferring such benefits, however, the Board of Directors shall give mature consideration to any conflict, potential conflict, or appearance of conflict with the intent and purposes of the Corporation. No Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall distribute all assets to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of pursuant to the order of any court of record with general equity jurisdiction in the city or county of the Commonwealth of Virginia where the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes as such court shall determine.

ARTICLE IX

Miscellaneous Provisions

Section 1. Examination of Books. The minute book of the Corporation and all audited or unaudited financial statements shall at all times during normal business hours be open to inspection by the Board of Directors or a Committee appointed by the Board or by any voting Members.

Section 2. Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors or the Executive Committee from time to time may authorize, and when so authorized by the Board of Directors or the Executive Committee, the signature of any such person may be a printed facsimile.

Section 3. Amendment of Bylaws. These Bylaws may be amended, altered or repealed at any meeting of the Board of Directors by affirmative vote of sixty percent (60%) of the Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30 of each year.

Section 5. Discrimination Prohibited. The Corporation shall not discriminate against any person on the basis of race, national origin, religion, gender, age, disabilities, or other protected classes.

Section 6. Conflict of Interest. The Board of Directors may draft and adopt a Conflict of Interest Policy which sets forth the policy with which all Directors, Officers, and members must comply.

Adopted at the organizational meeting of the
Board of Directors held on _____.

Secretary