

**BY-LAWS
OF
FRIENDS OF DRAGON RUN, INC.**

ARTICLE I. NAME

This organization shall be known as the FRIENDS OF DRAGON RUN, INC.

ARTICLE II. PURPOSE

The purpose of FRIENDS OF DRAGON RUN, INC. shall be the preservation, protection, and encouragement of wise use of the Dragon Run and its watershed.

Specifically, FRIENDS OF DRAGON RUN, INC. shall promote these goals through the example it gives the community by the actions and those of its members, primarily concerning the land that it owns or manages and the biodiversity it preserves and protects.

In addition, it shall be the purpose of this organization to foster the protection and preservation of the whole Dragon Run and its swamplands in its natural wilderness state. The organization will encourage others who own or manage property in and adjacent to or downstream from the Dragon Run and its swamp lands to donate fee title or conservation easements. This is to assure that future uses and development of the Dragon Run watershed, its corridor, as well as the Piankatank River and its watershed are compatible with maintaining ecological integrity. The use of buffer zones and the application of other agricultural and forestry best management practices will be encouraged and promoted. We strive to increase environmental literacy about the critical role of the Dragon Run and its role as the headwaters and source of the Piankatank River.

It is the intent of the organization to seek this objective through the operation of a public interest land trust and by cooperation with and through the resources of the Chesapeake Bay Foundation, the Virginia Outdoors Foundation, The Nature Conservancy, and other appropriate conservation organizations.

ARTICLE III. MEMBERSHIP

Membership in this organization shall be open to any person who subscribes to the purpose of the organization and shall be conferred upon payment of the dues or fees of the class of membership sought.

Each paid membership shall be entitled to one vote in the affairs of the corporation at meetings of the membership.

ARTICLE III. MEMBERSHIP Cont'd.

The Board of Directors may bestow Honorary Membership in the organization to individuals or organizations that have made outstanding contributions to the betterment of the Dragon Run Watershed.

Effective January 1, 2007, the classes of membership and the dues or fees associated with each class, for new and renewing members, shall be determined and set by the Board of Directors. Existing Life memberships, conferred before December 31, 2006, for Founders, Sponsors and Patrons; and those Donor memberships conferred prior to March 15, 1995, as well as Honorary Memberships, will be recognized in perpetuity.

Classes of membership and the dues or fees associated with each will be documented in writing and made a part of the Policies and Procedures Manual.

ARTICLE IV. BOARD OF DIRECTORS

The Board of Directors shall consist of a minimum of thirteen members (13) and a maximum of nineteen (19) members, including the four officers and the immediate past President. Elected members may be from any class of membership. The officers and board members shall be elected by the membership. Officers shall serve on an annual basis. The term for all other board members shall be two years, terms to be staggered with no more than seven board positions (except for vacancies created by resignations, etc.) open in any given year. Members and officers may stand for re-election. The immediate past president shall serve as an ex-officio voting member. The Board of Directors shall determine the general policies of the organization in pursuit of the purpose as stated in Article II of these By-Laws.

A quorum of the Board of Directors shall consist of at least seven (7) of the current members of the board. In the case where the President and Vice President are both absent, and a quorum is present, a simple majority vote of the attending board members shall determine which member shall preside at the meeting.

A written summary of each meeting shall be kept and made available to the organization membership at the next subsequent meeting. In cases where the Secretary is absent, the Chair shall designate a member to perform that function.

ARTICLE V. OFFICERS

The elected officers of the organization shall be a President, a Vice President, Secretary, and Treasurer.

ARTICLE V. OFFICERS Cont'd.

The officers and members of the Board of Directors shall be elected at the Annual Meeting by a simple majority of the members present, and shall assume office on 1 January of the following year. Vacancies that develop between Annual Meetings shall be filled by appointment by the President.

The President shall preside at all meetings, appoint committees as may be required for the conduct of the organization activities, and in general direct the activities of the organization.

The Vice President shall preside at any meetings at which the President is absent and will assume the position in cases where the President resigns or is unable to serve.

The Treasurer shall receive all monies of the organization, maintain bank accounts in the name of the organization as appropriate, pay all proper bills out of funds at hand, maintain financial records, and submit a financial report at the Annual Meeting and to the Board of Directors at least quarterly.

The Secretary shall maintain a written record of all meetings, send out notices of meetings of the Board of Directors and the membership, and assist in correspondence for the organization.

ARTICLE VI. COMMITTEES

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past President. The Executive Committee shall have and exercise the authority granted to it in these By-Laws and shall meet at the request of the President. The Executive Committee shall review all completed Conflict-of-Interest forms submitted by Board members and conduct any investigations related to such forms. The Executive Committee may grant approvals of any conflicts disclosed in such forms. In addition, matters requiring pro-forma action and not meriting full Board attention may be handled routinely by the Executive Committee. Minutes shall

be kept recording the actions of the Executive Committee, and all such actions shall be reported to the Board of Directors at the meeting of the Board of Directors next following such actions. The Executive Committee shall not have the authority to approve any acquisition of real property or to approve any changes to its composition or the limits of its authority.

A Nominating Committee shall be appointed by the President, and shall submit a proposed slate of officers and board members for the Board of Directors at the Annual Meeting. Additional nominations for any position may be made from the floor.

ARTICLE VI. COMMITTEES Cont'd.

The Nominating Committee shall consist of no fewer than three members of the organization, at least two of whom shall not be serving as an officer or member of the Board of Directors.

A Property Manager shall be appointed by the President. The Property Manager shall oversee the management of all land parcels where Friend of Dragon Run hold property rights, whether through direct ownership, easement, or some other management arrangement.

The President shall appoint a Membership Secretary. The Membership Secretary shall maintain the membership roster and mailing list, correspond with prospective members, and send annual statements for the renewal of membership.

The President shall appoint members to serve on any committee required to assist in performing the actions necessary to carry out the goals of the organization.

ARTICLE VII. MEETINGS

The Annual Meeting of the organization shall be held in the month of November. Meetings of the Board of Directors shall be held from time to time as required by the activities of the organization, and shall be called by the President. Special meetings of the organization may be called as required by the Board of Directors. Due notice and reason shall be given for all special meetings. A quorum for purposes of the Annual Meeting and all special meetings shall be eleven members.

ARTICLE VIII. FINANCES

The organization shall operate as a non-stock, incorporated, non-profit

organization in accord with the requirements of Section 501(C) (3) of the IRS Code, and the regulations of the Commonwealth of Virginia. No officer or board member shall receive a salary, all services being rendered to the organization on a volunteer basis.

No part of the finances of the organization shall be distributed to its members or officers or other private persons or organizations except when the Board of Directors authorizes payment for reasonable compensation for services rendered or expenses incurred in achieving the goals of the organization.

All obligations and bills of the organization shall be paid by the Treasurer upon the authorization of the Board of Directors.

ARTICLE VIII. FINANCES Cont'd.

Dues shall be assessed annually to defray the operating expenses of the organization. Founders, Sponsors and Patrons are exempt from payment of annual dues. Special contributions will be sought from time to time to assist in acquisition of additional property or conservation easements.

These occasions will provide members the opportunity to become Founders, Sponsors and Patrons. Contributions at these times will be fully tax deductible.

ARTICLE IX. OF AFFILIATION

In recognition of the support provided during the initial operation of the organization, FRIENDS OF DRAGON, RUN, INC. is organized as an affiliate of the Virginia Outdoors Foundation.

ARTICLE X. FISCAL YEAR

The Fiscal Year of the organization shall be from January 1 through December 31.

ARTICLE XI. INSIGNIA

ARTICLE XII.

ARTICLE XIII. AMENDMENTS

Proposed amendments to these By-Laws may be submitted by any member, in writing, to the Board of Directors, which in turn, shall assure that the proposed amendment will be made known to the organization membership prior to the next Annual Meeting, at which time the proposed amendment shall be put to a vote of the membership. The proposed amendment shall become effective when seconded and approved by a majority of those members present.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of this organization, all the assets of the organization shall be transferred to the Virginia Outdoors Foundation. Should the Virginia Outdoors Foundation no longer exist, the assets of FRIENDS OF DRAGON, RUN, INC. will be transferred to a suitable conservation organization willing to accept such responsibility (e.g., Chesapeake Bay Foundation, Virginia Chapter of the Nature Conservancy, etc.).

ARTICLE XV. POLICIES AND PROCEDURES

Policies and procedures established by the Board of Directors or by Officers with respect to their elected positions, with the consent of the Board of Directors, may be required from time to time to efficiently manage the affairs of the corporation.

Such policies and/or procedures shall be recorded in writing and contained within an official Policies and Procedures Manual to be maintained by the Secretary. Such written guidelines shall govern the actions and conduct of all members in the pursuit of organizational objectives.

REVISED:

14 October 1986
20 April 1987
30 January 1990
28 January 1992

25 January 1994
14 March 1995
12 March 1996
13 March 2001
16 November 2001
21 November 2003
17 November 2006
18 November 2015
13 November 2023