



WAYNESBORO POLICE FOUNDATION

Waynesboro, Virginia

WAYNESBORO POLICE FOUNDATION, INCORPORATED BYLAWS

Article I – Name

1.1 Name. The name of the corporation shall be the Waynesboro Police Foundation, Incorporated. The business of the Waynesboro Police Foundation, Incorporated may be conducted as the Waynesboro Police Foundation.

Article II—Purposes and Powers

2.1 Purpose. The Corporation is organized exclusively for charitable, educational and scientific purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.3 Nonprofit Status and Exempt Activities Limitation. The Waynesboro Police Foundation, Incorporated is a non-profit public benefit corporation, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

2.3.1 Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, member, or other private person, nor shall any Director be entitled to any compensation for his or her service as a Director.



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Article III—Board of Directors

3.1 Board of Directors. The Waynesboro Police Foundation, Incorporated shall have a Board of Directors (hereafter referred to as the “Board”).

3.2 Powers. All corporate powers shall be exercised by or under the authority of the Waynesboro Police Foundation, Incorporated. The business and affairs of the Foundation shall be managed under the direction of its Board, subject to the limitations set forth in the Articles of Incorporation, except as otherwise provided by law.

3.3 Number of Directors. The Board shall consist of no less than four and no more than fifteen Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

3.4 Election and Term. Directors shall be elected by the Board for terms of three years, measured from the beginning of the nearest fiscal year. Directors may be re-elected without limit.

3.5 Qualifications. In order to be eligible to serve as a Director, the individual must be at least 18 years of age.

3.6 Removal and Vacancies. The Board, by majority of a quorum present and voting may remove any Director, with cause, but only if the notice of the meeting states that the purpose or one of the purposes of the meeting is the proposed removal of the Director. Any vacancy on the Board may be filled only after the Board declares a position to be vacant and may be filled only for a term identical to the remainder of the vacated term.

3.7 Meetings. An annual meeting and a suitable number of regular meetings of the Board shall be held after at least 15 days’ notice of the time, place and purposes. Meeting notices must be approved by at least two Directors. In addition, special meetings may be called by the Chairman of the Board or a majority of the Directors, as long as reasonable notice has been given of the time, place and purposes. Participation of a Director in a meeting implies that adequate notice had been given to that Director. Meetings may be held physically and/or virtually. The specific location (whether physical and/or virtual), time and date must be stated in the meeting notice,

3.8 Manner of Acting. A majority of Directors shall constitute a quorum. Approval by a majority of those Directors present and voting expresses the decision of the Board.



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3.81 Procedures for Motions Made by Email. Any Director may make a motion via an email message addressed to all other Directors.

- The subject line should include the word “Motion.”
- The first line of the body of the email should include the words “I move that the Board”.
- The motion, if not seconded, will expire after 10 calendar days or at the conclusion of the next Board meeting – whichever comes first.
- Discussion of a motion properly made and seconded may take place using any agreed-on and synchronous physical and/or virtual methodology.
- Board members should include the words “I vote No” or “I vote Yes” in the first line of their response to the motion.
- Email motions can be voted up or down and may be tabled for discussion at a later date.
- Email motions cannot be amended.
- The member who proposed the motion may withdraw the motion at any time prior to approval.
- A motion by email is approved if and only if a majority of Directors votes “yes” otherwise the email motion fails.
- The Secretary is responsible for promptly tallying all email votes and informing the Board of the tally and of the outcome of the motion. This information will also be included by the Secretary in a dated addendum to the minutes of the immediately previous Board meeting for consideration at the next subsequent Board meeting. The Secretary will be responsible for soliciting the vote of any Board member without email and informing the rest of the board about his or her vote.

Article IV – Committees

4.1 Committees. The Board may by majority vote create one or more committees and appoint Directors to serve on them.

4.2 Authority of Committees. The Board shall charge the committee except that the Board shall not charge the committee to fill vacancies on the Board or any of its committees; amend the Articles of Incorporation; adopt, amend, or repeal these Bylaws; or approve a plan of merger or dissolution.



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Article V – Officers

5.1 Officers. The Officers of the Board shall be a Chairman, Vice Chairman, Treasurer, Alternate Treasurer, Secretary, and in the discretion of the Board, other Officers and assistant Officers as may be necessary or advisable to carry on the business of the Foundation. No Director shall hold more than one office at a time. The Secretary shall be the sitting Chief of Police for the Waynesboro Police Department and shall not be a voting Officer of the Board.

5.2 Terms of Office. Officers shall be elected at the annual meeting of the Board. They shall hold office for one year, beginning at the conclusion of the election, unless they resign or are removed. Officers may be re-elected each year without limit. A resignation shall be effective upon delivery of notice to the Chairman or the Vice Chairman unless the notice specifies a later date.

5.3 Removal of Officers. The Board may remove any Officer or Assistant Officer at any time, with cause. Any officer may resign at any time by giving written notice. If an Officer or Assistant Officer resigns or is removed, he or she can no longer serve on the Board of Directors.

5.4 Duties of Officers. The Chairman shall be the Chief Executive Officer. He or she and the other Officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board. The Secretary shall prepare or have prepared and maintain or have maintained custody of the minutes of the Board meetings and shall authenticate records of the Foundation.

Article VI – Contracts, Checks, Drafts, Bank Accounts, etc.

6.1 Execution of Contracts and Other Documents. The board, the Executive Committee, or a committee of the Board duly authorized by resolution of the Board, except as law or these Bylaws otherwise require, may authorize any Officer or Officers, agents or agents, in the name of and on behalf of the Foundation to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board or any such committee, in authorizing or directing the execution of any contract, deed, or other instrument, will fail to specify the Officer or Officers or other agent or agents who are to execute the same, such contract, deed or other instrument will be executed on behalf of the Foundation by the Chairman or any other Officer and, where necessary or appropriate, the corporate seal will be affixed thereto and attested by the Secretary or any assistant Secretary.

6.2 Checks, Drafts, etc. All checks, drafts and other orders for payment of money out of the funds of the Foundation shall be signed on behalf of the Foundation in such a manner as may from time to time be determined by resolution of the Board or any duly authorized committee of the Board.



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6.3 Deposits and Investments. Funds of the Foundation not otherwise employed will be deposited in such depositories or invested in such a manner as may be determined from time to time by the Board or by a duly authorized Officer. Any money deposited or invested shall be in accounts maintained in the name of the Foundation and shall not be comingled.

6.4 Reports and Audits. The Treasurer, Alternate Treasurer, or in his/her absence another Director, will report at each meeting of the Board (physical or virtual) the financial status of the Foundation. There shall be an annual audit of the WPD Foundation accounts and assets conducted by two Directors other than the Treasurer who have been appointed by the Chairman and who shall report their findings with the Board at the Annual Meeting.

Article VII – Gifts to the Foundation

7.1 Method. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation. Gifts will vest in the Foundation upon receipt and acceptance by it, with such acceptance to be signified by an authorized Officer, Director, employee or agent of the Foundation.

7.2 Investment and Sale. No gift will be required to be separately invested or held except as required by law or in order to prevent disqualification of the Foundation's tax-exempt status. Gifts may be sold or otherwise disposed of.

7.3 Presumption as to the Donor's Intent. Each gift to the Foundation will be presumed to be intended to be used for charitable purposes as determined by the Board and only in such a manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any federal income tax or to disqualify the Foundation as a qualified charitable organization and/or from classification as a public charity.

The Board may accept or reject a gift with one or more restrictions placed upon it by a donor. If the Board accepts a restricted gift, and if adhering to any such restriction(s) would result in use contrary to the donor's intent or would jeopardize the tax-deductible status of the gift or the Foundation's tax-exempt status, or if the Board is advised by counsel that there is a substantial risk of such result, the restriction will not be followed, but will be varied by the Board using its best judgment and its sole discretion unless it is possible to return the gift. Reasonable charges and expenses of counsel for such advice and proceedings concerning a gift will be proper expenses and will be charged against such gift.



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Whenever the Board, by a vote of three-quarters of the current Directors, determines that the conditions or circumstances are such that compliance with a restriction by a donor is impractical or impossible, or that such restriction is not consistent with the Foundation's charitable purposes, the Board may order such variance from the restriction and such application of the whole or any part of the principal or income of the gift as in the Board's judgment is then necessary to honor as nearly as practicable the intent of the donor, while effectively serving the charitable purposes of the Foundation.

Article VIII – Distribution and Disbursements

8.1 Authorization for Distribution. Decisions pertaining to the distribution of funds for charitable purposes will be made by the Board at a duly called meeting. The decision to distribute funds shall be determined by a majority vote of the Directors present and voting. No committee, Officer, Director or agent of the Foundation may be delegated the authority to make any such decision.

8.2 Investigation and Research. The Board or a duly authorized committee or Officer or Director or agent or agents thereof will gather and analyze facts and conduct such investigation and research as is deemed by the Board to be necessary or advisable in order to determine the most efficacious distribution of funds given for charitable purposes. Funds given to the Foundation may be assessed by the Board as it believes desirable to defray the cost of administration of the Foundation including, but not limited to, such fact gathering, analyses, research, evaluation, etc., for such purposes or from funds given without restriction as to purpose. Disbursement for other proper administrative expenses incurred by the Foundation, including salaries and expenses for such professional and other assistance as the Board may from time to time deem necessary, will be directed to be paid so far as possible from any funds which are available for such purpose, with any balance being paid out of other funds of the Foundation.

8.3 Distribution to other Organizations and to Government Entities. The Foundation may, in furtherance of its charitable purposes, when needs therefor have been determined and appropriate provisions to assure use for such purposes have been made, make gifts or loans, in cash or in kind, restricted or unrestricted, to such organizations or governmental entities as in the opinion of the Board can best carry out such purposes.

Article IX – Miscellaneous Provisions

9.1 Fiscal Year. The fiscal year of the Foundation shall be from 01 July to 30 June.



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9.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in the other gender.

9.3 Amendments. Except as otherwise provided herein and in the Articles of Incorporation, these Bylaws may be amended or repealed, due notice having been given and new Bylaws may be made, at any regular or special meeting of the Board with a majority vote of the Board or of those present and voting.

9.4 Information Requests. The Secretary for the Waynesboro Police Foundation Incorporated shall provide copies of the Foundation bylaws, conflict of interest policy, financial statements and all available Internal Revenue Service submissions required by law to the general public for inspection upon request, free of charge.

9.5 IRS Annual Information Returns. The elected Treasurer for the Waynesboro Police Foundation Incorporated is responsible for fulfilling the reporting requirements mandated by the Internal Revenue Service for this 501(c)(3) organization.

9.6 Conflicts of Interest.

9.6.1 The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest.

9.6.2 Each Director has an affirmative duty to avoid conflicts of interest. The Foundation shall not receive gifts, contributions or grants of money or property which encourage favoritism or result in special pecuniary benefit to the donor, or, as determined by the Board, are subject to restrictions detrimental to the general welfare of the Department or the public at large.

9.6.3 Unless the terms are fully disclosed and agreed to by the Board prior to the consummation of an agreement to sell, supply or furnish for compensation goods, services, or facilities, the Foundation shall not enter into any agreement with a Director, an immediate family member of a Director, or any entity controlled by a Director or his or her immediate family member for the furnishing of goods, services or facilities relating to the Foundation's operations where such agreement requires payment by the Foundation for said furnishing.

9.6.4 Each Director has a fiduciary duty to the Foundation and must act in accordance with the common law and the law of Virginia relating to fiduciary duties and conflicts of interest.

Revision Date: 11/18/20

Approved By Majority Vote of the Board: 11/18/20