

BYLAWS OF
BROADWAY HOMETOWN PARTNERSHIP, INC PARTNERSHIP, INC.

Revised 10/12/2024

Broadway Hometown Partnership, Inc., (the Corporation), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the Code), hereby adopts the following Bylaws of the Corporation, which shall govern the management and operation of the Corporation's business and the regulation of its affairs to the extent consistent with the Corporation's Articles of Incorporation and applicable law and in accordance with Section 13.1-823 of the Code.

ARTICLE I: DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code.

ARTICLE II: MEMBERS

The Corporation shall have no members.

ARTICLE III: BOARD OF DIRECTORS

Section One - Authority.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Unless otherwise provided by resolution of the Board of Directors, the directors shall have the sole voting power.

Section Two - Number and Qualification.

- A. The number of directors shall be no less than seven (7) and no more than fifteen (15) at all times, with the exact number to be fixed by resolution of the Board of Directors.
- B. It is preferred that one director's seat shall be held by a town representative representing the Town of

Broadway. At the end of the town representative's term another town representative should be sought to place on the ballot or special consideration should be given to retaining the current representative if they wish to continue serving.

- C. An ideal board composition would consist evenly of local business owners and private citizens committed to the mission of BHP. This composition provides representation of public, private and municipal interests.

Section Three - Election and Term.

- A. Director terms shall be in accordance with those stated in the Articles of Incorporation.
- B. The process for nominating a prospective Director includes:
 - 1. Anyone interested in serving as a director must complete the "Prospective Director Questionnaire" either through the website or paper copy.
 - 2. Interested candidates' eligibility will be discussed during a regular meeting and either deemed eligible or in eligible.
 - 3. If less than 70% of directors are certain of eligibility the Candidate will be invited to attend a BHP meeting, within the following two months, where the Board of Directors may interview them before adding them to the annual ballot or voting for them to complete a vacant seat until the next annual meeting.
 - 4. The election will be held by paper ballot using "Ranked" voting to be tallied by the President and Executive Director. To serve on the Board, candidates will be scored using Ranked Voting (see example on last page) Board Members attending the corresponding meeting either in person or by a virtual communication platform, where the virtual Director(s) will submit their vote(s) electronically to the President and the Executive Director.
 - 5. Director terms will be one year to three years in length as indicated in The Articles of Incorporation starting at the date of the annual meeting. During the annual meeting the board

will vote to either renew terms for members or fill them with candidates who have applied and deemed eligible and have been placed on the ballot along with directors with expired terms and wish to continue serving.

C. Directors shall be elected in the manner provided in the Corporation's Articles of Incorporation.

Directors shall serve until their respective successors are elected and qualify. Directors named between annual meetings pursuant to Section Five of this Article shall serve for the unexpired term of the director whom he or she is replacing.

Section Four - Resignation and Removal.

A director may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove one or more directors with or without cause upon an affirmative vote of 70 percent of the Directors then in office. Motions may be made to remove a director prior to the annual meeting based on violations of the Directors Code of Conduct listed on this document.

Section Five - Vacancy.

If a vacancy occurs on the Board of Directors between annual meetings, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board.

Section Six - Annual Meeting.

The Board of Directors shall meet at least annually in the month of January or February, specified by resolution of the Board for the purpose of general organization, the appointment of officers, and consideration of any other business that may properly be brought before the meeting. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action. This is a closed meeting.

Section Seven – Regular, Closed, and Special Meetings in Addition to the Annual Meeting.

Regular meetings of the Board of Directors shall be held at such times as the Board may designate

by resolution. Regular meetings may enter into a closed meeting at the discretion of the Board at any time during the meeting. Reasons for entering into a closed meeting include items such as voting, discussion of Board funds, or items related to specific Board member(s) in which case that Board member(s) will be asked to leave the board meeting to discuss the topic. Special meetings of the Board of Directors may be called any time by the President of the Board or by the Secretary upon the request of any two (2) directors.

Section Eight - Notice of Meetings.

The Secretary or officer performing the Secretary's duties shall give not less than two (2) days' notice by word-of-mouth, mail, facsimile, or e-mail of all special meetings of the Board of Directors. The notice shall set forth the agenda, minutes, and other items of business requiring a vote. Special meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. No notice shall be required for annual and regular meetings.

Section Nine – Director Code of Conduct.

- A. Place of Meetings: Meetings of the Board of Directors, annual, regular, or special, shall be held at the principal office of the Corporation or at such place as the Board of Directors may designate, such as a virtual communication platform.
- B. Confidentiality of Meetings: Board members shall maintain the confidentiality of sensitive information obtained through their service on the Board. Confidential information includes, but is not limited to, financial standing, donor information, personnel matters, and strategic plans.
- C. Respectful Communication: Board members shall engage in respectful and constructive communication with fellow board members, staff, volunteers, and stakeholders. Disagreements shall be handled professionally and resolved in a manner that upholds the organization's integrity.
- D. Conflict of Interest: When a Director has a financial, business, or personal interest including family and friends, in any matter coming before the Board of Directors, the affected shall:
 - a. Fully disclose the nature of the interest and
 - b. Withdraw from discussion and voting on the matter.
 - c. Understand that failure to do so would be a violation of director's code of conduct.

E. Consequences of Violations: Violations of the above Code of Conduct may result in disciplinary actions, including, but not limited to reprimand, removal from committee assignments, or removal from the Board.

Section Ten - Quorum and Voting.

Action may be taken on a matter by the Board of Directors only at a meeting at which a quorum shall be present. A quorum of the Board of Directors shall consist of a simple majority of the number of directors on the board. Unless otherwise provided in these Bylaws, if a quorum is present when a vote is taken, the affirmative vote of a simple majority of directors present is the act of the Board of Directors. Whenever applicable law requires the Board of Directors to recommend or approve any proposed corporate act, such recommendation or approval shall not be required if the proposed corporate act is adopted by the unanimous consent of the members.

Section Eleven – Conducting Meetings.

The President shall preside over all meetings of the directors. If the President is not present, the Vice President shall so preside. If none of such officers are present, a chairman shall be elected at the meeting. The Secretary of the Corporation shall act as secretary of all the meetings if present. If the Secretary is not present, the officer presiding over the meeting shall appoint a secretary of the meeting. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct a meeting through the use of any means, such as a virtual communications platform, by which all directors participating may simultaneously communicate with each other during the meeting.

Section Twelve – Discretionary Spending

Any spending by authorized signers that exceeds \$500 in a 30-day period, must have majority approval. Approval can be granted by a special meeting, facsimile, and/or email.

Section Thirteen - Action Without a Meeting.

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents

stating the action taken, 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 is effective when the last director signs 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 shall have the same effect as a meeting vote and may be described as such in any document.

ARTICLE IV: COMMITTEES

Section One - Board Committees.

The Board committees will consist of, but not be limited to, committees that will further the BHP mission, which may include an events committee, economic development committee, and/or a beautification committee. The Directors may volunteer to actively serve on any committee(s) of their choice. Each Director must actively serve on at least one committee. Each Board committee shall consist of three (3) or more directors. Each Board committee may exercise the authority of the Board of Directors, subject to Section 13.1-869(D) of the Code.

Section Two – Committee Meetings & Activities.

Each Board Committee, consisting of the Board Chair and committee members, shall determine an annual goal(s) and a plan to achieve them by the end of the calendar year. The Committee Chair will present this information at the March/April Board meeting. Committee meetings will be held (in-person, virtually and/or by email) throughout the year as determined by each committee in their annual plan. Before ideas are brought to the board, they should be vetted by each committee.

The provisions of these Bylaws which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors shall apply to Board committees and their members as well.

Section Three – Committee Budget Allocation and Oversight

Budget Allocation: Each committee, namely the Economic Development Committee, the Beautification Committee, and the Events Committee, shall receive an annual budget set by the Board of Directors. The

amount allocated shall be determined during the first Board meeting of the fiscal year or as soon thereafter as practicable.

Expenditure Approval: Each committee is authorized to expend allocated funds in accordance with its designated purpose and within the constraints of the approved budget. All expenditures shall require approval by a majority vote of the committee members is established. Detailed records of the vote and expenditures shall be maintained and submitted to the Board Treasurer quarterly. **Reporting and**

Oversight: Committees must include a summary of their expenditures and project updates in their regular reports to the Board of Directors at each board meeting. This report shall provide an opportunity for the Board to review committee activities, ask questions, and give feedback.

Additional Resources: Projects that exceed the committee's allocated budget or require additional human resources must be brought before the entire board for consideration.

Amendment of Budget: The Board of Directors retains the authority to amend a committee's budget during the fiscal year in response to changing circumstances or emerging opportunities. Any amendments must be approved by a majority vote of the Board.

Non-Compliance: Failure to adhere to these procedures may result in budgetary reallocation or other corrective actions as determined necessary by the Board of Directors.

ARTICLE V: OFFICERS

Section One - General.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as the Board may appoint. All officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors for such compensation as may be fixed by the Board. A Director may not hold more than one officer position.

Section Two - Resignation and Removal.

An officer may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a

later date and the Corporation accepts the future effective date, it may fill the pending vacancy before the effective date if the officer's successor does not take office until the effective date. The Board of Directors may remove any officer at any time with cause for example but not limited to violations of the code of conduct.

Section Three - Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board.

Section Four - President.

The President shall serve as the chief executive officer of the Corporation and, subject to the control of the Board, shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and shall have such other powers and duties as the Board may prescribe from time to time.

Section Five - Vice President.

The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the latter, unless and until the directors shall otherwise determine. They shall have such power to perform such other duties as shall be prescribed by the Directors. There may be additional Vice Presidents without executive power.

Section Six - Secretary.

The Secretary shall attend all meetings of the Board of Directors and shall have the responsibility for preparing and maintaining custody of minutes of the meetings of the Board and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all meetings. The Secretary shall be custodian of the records and the seal of the Corporation and shall see that the seal is affixed to all required documents, the execution of which on behalf of the Corporation under its seal have been duly authorized. The Secretary shall attend to the giving of all notices and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

Section Seven - Treasurer.

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep this bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

Section Eight - Transfer of Authority.

In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation.

ARTICLE VI: SPECIAL CORPORATE ACTS NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of registered bonds or other securities owned by the Corporation, shall be signed by such officers as the Board may from time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature; may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. Any shares of stock issued by any other corporation and owned or controlled by the Corporation may be voted at any directors' meeting of the other corporation

by the President of the Corporation, if he or she be present; or, in his or her absence, by the Secretary of the Corporation; or, in the event both the President and the Secretary are absent, then by such person as the President shall, by duly executed proxy, designate to represent the Corporation at such directors' meeting.

ARTICLE VII: TRANSACTIONS WITH DIRECTORS

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and a majority of the directors who have no direct or indirect personal interest in the contract or transaction shall, nevertheless, vote to authorize or ratify the contract or transaction. However, no such contract or transaction may be authorized or ratified by a single director. If a majority of disinterested directors vote to authorize or ratify the contract or transaction, a quorum is present for the purpose of taking action under this Article. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VIII: CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by the Board of Directors.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall be a calendar year.

ARTICLE X: EMERGENCY BYLAWS

In the event that a quorum of the Corporation's Board of Directors cannot readily be assembled because of some catastrophic event, the Board of Directors of the Corporation may, consistent with Section 13.1-824 of the Code, adopt other bylaws to be effective only in such an emergency, which bylaws shall

provide procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional or substitute directors as well as other provisions necessary for managing the Corporation during such emergency. All provisions of these Bylaws consistent with such emergency bylaws shall remain effective during such emergency. Such emergency bylaws shall not be effective after such emergency ends. Corporate action taken in good faith in accordance with such emergency bylaws shall bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent of the Corporation.

ARTICLE XI: DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the code, as the Board of Directors shall determine. Any assets not so distributed shall be distributed by the Circuit Court for the County of Rockingham, Virginia, to any exempt organization or organizations to be used in such

ARTICLE XII: AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors at any regular or special meeting. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.

Example of Ranked Voting Board Election Ballot

Instructions:

- Rank all candidates from 1 (your top choice) to 19 (your least preferred).
- The candidate with the fewest votes keeping them on the board will be eliminated, and votes will be redistributed according to next preferences until all seats are filled or a sitting member is replaced by a prospective member. Votes would be tallied by adding the numbers from each ballot according to a persons name, for example if all sitting members chose “David Jones” as their first choice his score would be “15” and if Emily Brown were everyone’s last choice behind one of the perspective board members her score would be greater than 255 and she would be replaced by one of the perspective board members.

Sitting Members:

1. John Smith: _____
2. Sarah Johnson: _____
3. Michael Williams: _____
4. Emily Brown: _____
5. David Jones: _____
6. Jennifer Miller: _____
7. Robert Davis: _____
8. Jessica Garcia: _____
9. William Wilson: _____
10. Linda Martinez: _____
11. Thomas Anderson: _____
12. Barbara Taylor: _____
13. Charles Thomas: _____
14. Elizabeth Hernandez: _____
15. James Moore: _____

Prospective Members:

1. Jacob White: _____
2. Olivia Harris: _____
3. Ethan Clark: _____
4. Sophia Lewis: _____

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