BYLAWS

of the

COWPASTURE RIVER PRESERVATION ASSOCIATION

Revised and Ratified 04/01 **, 2026**

ARTICLE I
Membership

Members. Members of the Association shall consist of all persons who desire to support the work and objectives of the Association as set forth in the Articles of Incorporation and pay annual dues of the Association as fixed by the Board of Directors from time to time. Each such member shall have one vote on all matters requiring the vote of members.

ARTICLE II
Meetings of Members

Section 1. The Annual Meeting of the members of the Association shall be held on an appropriate date in April or May as set by the Board of Directors.

Section 2. All meetings of members shall be held at the date, time, and place fixed by the Board of Directors and shall be stated in the notice of the meeting. Meetings of members shall be held whenever called by the President, by a majority of the Directors, or by members having five percent (5%) of the votes entitled to be cast at such a meeting.

Section 3. Members having ten percent (10%) of the votes entitled to be cast, represented in person or by written proxy, shall constitute a quorum at any meetings of the members. Each voter must designate by name a member of the Board of Directors who is to vote his/her proxy, which shall be forwarded to the Secretary. Any undesignated proxies shall be declared void. A quorum is not required for adjournment of any meeting.

Section 4. The President shall preside over all meetings of the members. If he/she is not present, the Vice President shall preside. If neither the President nor the Vice President is present, a chairman shall be elected by a majority vote. The Secretary of the Association shall act as Secretary of all the meetings, if present, and, if not present, shall appoint a director to act on behalf of the Secretary at that meeting.

Section 5. All meeting notices and procedures shall comply with the requirements of the Virginia Nonstock Corporation Act, as amended. As of the time of adoption, the Act requires notice to be given not less than 10 days and not more than 60 days in advance of an annual or special members' meeting, with some exceptions that require further advance notice, as set forth in the

Act.
Section 6. Meetings shall be in person and shall not be remote, unless otherwise provided by the Directors. If a remote meeting is authorized and held, it shall comply with the requirements the Virginia Nonstock Corporation Act, including Virginia Code § 31.1-844.2.

ARTICLE III
Board of Directors

Section 1. The number of regular Directors shall be no less than five and no more than fifteen. This number may be increased or decreased at any time by amendment of these Bylaws, in accordance with Article IX. In addition, the past President from the previous year will serve as an *ex officio* member of the board for one year. A majority of the Directors shall constitute a quorum. A quorum is not required to adjourn a meeting of the Directors.

Section 2. Directors shall be elected at the Annual Meeting of members and will assume office upon election.

Section 3. The Board of Directors will appoint a Nominating Committee of no less than three (3) persons at the fall quarterly meeting each year to submit a recommendation of names of potential directors. Members also may put names into nomination by mail prior to the Annual Meeting or from the floor during the Annual Meeting. Any person whose name has been put into nomination for the Board of Directors must have been a Member of the Association for at least one year. "One Year" is defined as the period of time from one Annual Meeting to the next Annual Meeting.

Section 4. Directors will be limited to no more than two consecutive elected terms of office. A term of office shall be one, two, or three years. They may run again after a one-year interim. "One Year" is defined as the period of time from one Annual Meeting to the next Annual Meeting.

Section 5. The members at any meeting, in person or by written proxy, by a vote of the majority of votes entitled to be cast, may remove any Director and fill the vacancy. Any vacancy arising among the Directors may be filled by the remaining Directors unless filled sooner by the members.

Section 6. Meetings of the Board of Directors shall be held quarterly and at any other times fixed by resolution of the Board or upon the call of the President or of a majority of the members of the Board. Notice of any meeting to be held that is not at a time fixed by a resolution of the Board shall be given at least two days before the meeting either to the Director's residence or business address by delivering such notice to him/her by hand, telephone or email at least one day before the meeting. Any such notice shall contain the time, place, and agenda of the meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

ARTICLE IV
Committees

Section 1. The Executive Committee shall be comprised of the officers of the Association. When the Board of Directors is not in session, The Executive Committee, may, to the extent permitted by law, exercise all powers of the Directors, and authorize the Seal of the Corporation to be affixed, as required. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required, and the keeping of its records.

Section 2. The Board of Directors shall determine the need for, and appointees to, standing committees and/or *ad hoc* committees as needed to attain the mission of the organization. These committees will be formed by a majority vote of the Directors as will their dissolution. *Ad hoc* committees may be formed by the Executive Committee if the Board is not in session and there is a requirement of timely action. The Chair of each such committee shall be responsible for determining the need for meetings, their time, place, and agenda. Committee chairs, or their appointees, will report activities and make recommendations to the Board at the regularly convened, bimonthly meetings.

ARTICLE V
Officers

Section 1. The Board of Directors, at the first Board meeting following the Annual Meeting, shall elect a President, a Vice President, a Secretary, and Treasurer, all of whom shall be Directors, and may appoint such other officers and Committees as it may deem proper. Any Officer may hold more than one office except that the same person shall not be President and Secretary. The term of office shall be one year and until their respective successors are elected and qualify, but any officer may be removed at any time by a majority vote of the Board of Directors. Vacancies among the officers shall be filled by the Directors. The Officers of the Association 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 delegated to them by the Board of Directors.

ARTICLE VI
Seal

Section 1. The Seal of the Association shall be a flat-faced circular die of which there may be any number of counterparts with the name of the Association and the words Seal and Virginia engraved thereon.

ARTICLE VII
Dues

Section 1. The annual membership dues to be paid by each member shall be determined by the Board of Directors at the first Board of Directors meeting following the Annual Meeting, and shall be payable before January 1 of the following year.

ARTICLE VIII
Rules of Order

Section 1. Roberts' Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws. All Directors shall be made aware of resources to references these rules.

ARTICLE IX
Amendments

Section 1. The Bylaws may be amended at any meeting of the Directors by a two-thirds (2/3) majority, provided written notice of the proposed amendment has been included in the notice of the meeting sent to each Director. The Bylaws also may be amended by the members by a two-thirds (2/3) majority of those present in person or by written proxy, provided at least 30 days' notice of the proposed amendment is sent to the Board of Directors prior to their notification of the Annual Meeting and is included in the notice sent to each member.

Section 2. All Bylaws amendments adopted by either the Board of Directors or the members must be ratified at the Annual Meeting by a two-thirds (2/3) majority of those present in person or by written proxy.

Section 3. The Directors shall evaluate the Bylaws at least every two years, and shall recommend and/or adopt revisions as necessary to pursue the goals of the Association and to comply with state and federal law. Such review shall include analysis of any revisions to the Virginia Nonstock Corporations Act or any analogous law that may be enacted.

ARTICLE X
Tax Year

Section 1. The Association shall operate on a calendar year, and shall prepare any and all reports required by the IRS on a calendar year basis.

ARTICLE XI
Conflicts of Interest

Section 1. The Association shall have a written policy governing conflicts of interest. Each member of the Board of Directors shall be required to sign a conflict of interest disclosure form each year and shall otherwise comply with the Association's written conflicts of interest policy.

As Amended February 17, 1989, December 7, 1992, May 2, 1998, May 6, 2000, March 12, 2002, January 10, 2005, May 9, 2009, May 14, 2011, and May 19, 2012.

Richard Brooks
President