

BY-LAWS

Of

LYNCHBURG COMMUNITY ACTION GROUP, INC.

ARTICLE I. NAME

- A. The name of this corporation shall be Lynchburg Community Action Group, Inc.
- B. This corporation shall be a non-profit organization.

ARTICLE II. PURPOSE

A. This corporation shall have and, from time to time exercise, only such powers as shall permit it to qualify as an "exempt organization" under the provisions of Section 501 © (3) and (4) of the United States Revenue Code as now written or hereafter amended, and no part of the net earnings of the corporation shall inure to the benefit of any private person or individual, nor shall any substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it in any way participate in, or intervene in any political campaign on behalf of any candidate for public office. Consistent with this policy, in furtherance of the general powers conferred by the laws of the Commonwealth of Virginia, and subject to the provisions set forth in its Articles of Incorporation, this corporation has the following purposes and powers, it being expressly provided that enumeration of its specific powers shall not be Constituted to limit or restrict in any way the general powers of the corporation:

1. To represent the metropolitan area of Lynchburg, Virginia, including the counties of Amherst, Appomattox, Bedford, Campbell and the Cities of Lynchburg and Bedford (otherwise known as Planning District 11) and any other areas subsequently designated in the conduct, coordination, administration and implementation of the Virginia Community Action Act and related legislation.
2. To function as a private, non-profit agency in compliance with provisions of the aforementioned act and applicable subsequent legislation.
3. To plan, coordinate, evaluate and administer programs directed toward the elimination of poverty and enable low-income families and individuals of all ages, in rural and urban areas within appropriately designated service areas to attain the skills, knowledge, motivation and opportunity to become self-sufficient.
4. To initiate and sponsor projects responsive to the needs of the poor which are not otherwise being met, with particular emphasis on providing central or common services that can be drawn upon by a variety of related programs.
5. To engage in the development and implementation of programs and projects designed to serve the poor with maximum feasible participation in those areas to be served.
6. To seek the services, assistance and participation of community groups and leaders in order to provide employment opportunities and otherwise influence the quantity and quality of service to the poor.

7. To receive and administer:
  - (a) Funds under the Community Action Act;
  - (b) Funds and contributions from private and local sources which may be used in support of a community action program;
  - (c) Funds under other Federal and State assistance programs.
8. To transfer funds and delegate powers to other agencies, as authorized by the Board of Directors and according to overall program responsibilities, in order to contribute to efficiency and effectiveness, or otherwise further program objectives, in accordance with regulations of the Virginia Department of Social Services, or other funding sources, where applicable.
9. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or objectives, or in the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts incidental to or growing out of the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the law under which this corporation is organized, the spirit of Virginia Department of Social Services requirements, or the regulation of other funding sources, where applicable.
10. To provide safe, warm, decent and affordable housing.

#### ARTICLE III.

The membership of this organization shall be composed of the Board of Directors.

#### ARTICLE IV.

A. The management of the affairs of the corporation shall be vested in the Board of Directors, unless otherwise delegated in keeping with these by-laws, consisting of not less than fifteen (15), nor more than fifty (50) members. At least one-third of the members of the Board shall be persons chosen democratically to represent the poverty-stricken in the area served. At least one-third of the members shall be elected public officials or their designees, who shall be selected by the local governing body or bodies of the service area. The other members shall be members of the private sector, including, but not limited to: business, industry, labor, religious, social service, education or other major community groups. To maintain compliance with the Head Start Act governance provisions accounting background, a person with background in early childhood education and development and a licensed attorney at law. Should the Board of Directors be unable to fill membership with these three areas of expertise the Board may retain the services of an independent consultant to advise the seated Board members. These retained consultants will not have any voting power or other powers reserved for Board members. Additionally, membership must include parents of children who are currently or were formerly enrolled in Head Start programs and individuals with expertise in the areas of education, business administration and/or community affairs. One person may fill multiple roles as outlined herein, as their qualifications and/or professional credentials allow.

1. Board Members Representing the Impoverished – There shall be one (1) representative on the Board of Directors for each of the following areas which have been designated target areas with the corporation's service area, and may from time to time be defined by the Board of Directors:

Currently Defined Target Areas:

White Rock/ Diamond Hill  
College Hill  
Daniel's Hill  
Dearington  
Tinbridge Hill  
Appomattox County  
Amherst County  
Bedford County  
City of Bedford  
Campbell County

*Correct Town of Bedford*

There shall also be one (1) representative from the Parent Policy Council of the Lyn-CAG Head Start Program.

All members of the Board of Directors who represent the impoverished must be residents of the specific target area that they represent. Their selection shall be by the residents of that target area they represent and must be by some democratic process, including, but not limited to the following:

- a. Nominations and elections held within target areas;
- b. Selection at a meeting or conference to which all target area residents, and especially those who are impoverished, are invited;
- c. Selection by members of a target area sub-area board who are themselves selected by target area residents; or,
- d. Selection on a small area basis (such as a city block) of representatives who in turn select members of the board.

The selection of each target area member of the Board of Directors shall be certified to the Board by a letter signed by the duly authorized representative of the selecting body, stating the name of the person so selected, his/her address, and a description of the method by which he/she was selected.

2. Board Members Who Are Public Officials or Their Designees -- One-third of the members of the Board of Directors shall be elected public officials currently holding office, including the chief elected official or officials, or their designees, unless the number of such officials reasonably available or willing to serve is less than one third of the membership of the Board. Such members shall be selected by the designating officials if there are not enough elected officials currently holding office that are reasonably available and willing to serve.

Public officials who are designated for representation on the Board of Directors, may, if they wish, choose one permanent representative to serve either full-time in their place or when ever they are unable to attend a meeting. The representatives need not be public officials themselves, as long as they have full authority to speak and act for the officials whom they represent at meetings of the Board.

3. Board Members Who Represent the Private Sector -- Members of the Board of Directors representing the private sector shall be elected by such established organizations and agencies acting with the service area of the Corporation (as herein before defined) as may from time to time be specified by the Board of Directors. Included in this sector shall be representatives of certain categorically identified private institutions, such as: industrial, collegiate and youth service, whose representatives on the Board shall be subject to special tenure policies as

hereinafter defined. Such organizations shall be selected in such a manner as to insure that the Board is a continuing and effective mechanism for securing community involvement. Representatives from such groups shall be chosen and certified by letter from the principal executive officer of each organization or his/her duly authorized agent.

B. Additional Representation -- If from time to time other segments, areas or groups within the metropolitan area of Lynchburg (as herein above defined) or other established organizations and agencies within such area desire or believe themselves entitled to be represented on the Board of Directors, they may file with the Executive Director, or any member of the Executive Committee, a written petition bearing the signatures of at least twenty-five (25) persons requesting such representation. The Executive Committee or Executive Director shall investigate all such petitions and representatives of any such petitioners shall be entitled to present evidence and to be heard by said Committee or Director, all in accordance with such reasonable rules and regulations as may be promulgated by the Executive Committee of the Board of Directors, or its designee.

The Executive Committee or Executive Director, as the case may be, shall also present to the Board of Directors a proposed plan for implementation thereof.

A copy of the petition, a copy of the Committee's or Executive Director's report and recommendations and a copy of the Board's action on the petition shall be sent to the Virginia Department of Social Services. If it is determined that additional representation is needed, then the Board shall declare that equal representation shall be provided for the remaining categories on the Board and shall take steps necessary to implement such action, including amendment of the By-Laws of the corporation, if necessary.

C. Vacancies -- In the event any member of the Board of Directors shall by reason of death, resignation, removal or any other reason be unable to carry on his/her duties as a member of the Board of Directors, notice of the same shall be given to the Board of Directors who shall notify, or request its Executive Director to notify, the appropriate selecting group in order that some other person may be selected to fill the unexpired term of the person no longer serving as a member of the Board.

Directors chosen to fill a vacancy shall serve for the unexpired term of their predecessors in office. Where seats of the representatives of the impoverished are vacant, either of two methods may be used to fill them:

- (1) the original method used to fill the seat, or (2) the remaining representatives of the impoverished on the Board may choose an appropriate individual to fill the vacancy and to serve the term.

D. Term of Office -- The term of Board Members, shall commence throughout the year and shall be at the pleasure of the Board. Members shall further be governed by the categorical provisions listed below:

1. Public officials or their designees have no service limit except that they must always be sitting members of their jurisdictional governing body and are subject to the provisions of the Virginia Community Action Act.
2. The member selected by the Head Start Policy Council shall be elected or re-elected annually by that body and is otherwise subject to the provisions regulating tenure of the representatives of the impoverished, as defined above (IV) (D) (1).
3. Representatives of the Private Sector (general) may be elected annually or on a

multi-year basis as certified in the official letter of notification from the principal executive officer.

4. Categorically Private Institutions, by definition, shall have their consecutive representation on the Board limited to a term of five (5) years. At the end of each institution's term of service, a new organization, meeting the criteria of this category, shall be selected by the Board and invited to appoint a representative to the Board of Directors.

E. Residence -- All Board members who represent a specific geographic area within the community shall reside in the specific area represented.

F. Compensation -- Regular compensation to all members for their services on the Board is not permitted. Allowances for the impoverished and reimbursements for expenses are permitted as set forth by the Virginia Department of Social Service's guidelines.

G. Conflicts of Interest- Members of the board are prohibited from having any financial conflict of interest with the agency. In addition to Paragraph F list above, member are additionally prohibited from entering into a "pay for service" relationship with the program. Board members are also restricted from being employed by the program in any capacity. To avoid any appearance of conflicting interest, the Board of Directors must operate as an entity independent of staff employed by the program. To that end, immediate family members of the Board members are prohibited from being employed by the program. Immediate family includes.

Husband	Mother-In-law	Niece
Wife	Father-In-law	Nephew
Mother	Son-In-law	Brother-In-law
Father	Daughter-In-law	Sister-in-law
Sister	Step-Child	Grandmother
Brother	Step-Parent	Grandfather
Daughter	Aunt	Granddaughter
Son	Uncle	Grandson
Any person residing in the Board Member's immediate household.		

A conflict of interest occurs whenever a Board Member permits the prospect of direct or indirect personal gain to influence her of his judgment or action when acting on behalf of the agency. The following examples are representative but not inconclusive of potential conflicts of interest:

- a. No board member shall do business with a member of her or his immediate family on behalf of the agency, unless the circumstances of the proposed relationship have been clearly reviewed by the Regional Office and has been deemed to have no potential or inherent conflict of interest qualities.
- b. All Board members must deal with suppliers, contractors, customers and all other persons doing business with the agency in the best interest of the agency without favor or preference based on personal consideration.
- c. No Board member shall misuse privileged information or reveal confidential data to outsiders for the purpose of personal gain or for any reason other than agency purposes.
- d. No Board member shall deal with agency or with on of the agency's clients or suppliers as a representative of another firm or for her or his own account.
- e. No Board members shall participate in the selection, award or administration of a contract where to her or his knowledge she or he or his immediate family has a financial interest.
- f. No Board member shall solicit, accept or offer gratuities, favors, or anything of monetary value from other employees or persons receiving benefits or service or from contractors or potential contractors for personal gain or inherent conflict of interest.

H: Board Responsibilities:- The Board of Directors is charged with the following roles and responsibilities:

- Safe Guard Federal funds
- Legal and Fiscal administrative oversight of all programs
- Adoption of practices that assure active, independent and informed governance of the corporation, including the resolution of internal disputes and the facilitation of meaningful consultation and collaboration about decisions of the Board of Directors and Policy council, and fully participate in the development, planning and evaluation of the program.
- Ensure compliance with applicable Federal, State and Local laws and regulations.
- Select Delegates agencies as applicable
- Establish procedures and criteria for recruitment, selection and enrollment of children.
- Review all applications from program funding and any amendments thereto.
- Establish procedures and guidelines for accessing and collecting accurate and regular information for use by the Board and Policy Council about program planning, policies, and agency operations:
- Review and approve all agency polices including, the annual self-assessment, financial audit, progress in carrying out the programmatic and fiscal provisions in the corporation's Head Start application, including implementation of corrective actions, and personnel policies regarding hiring, evaluation, termination and compensation.
- Development and implementation of Board member recruitment and selection procedures.
- Approve financial management, accounting and reporting policies, and compliance with laws and regulations relating to financial statements, including the approval of all major expenditures of the agency; selection of independent financial advisors who shall report all critical accounting policies and practices to the board and monitoring the corporation's actions to correct any audit findings and of other action necessary to comply with applicable laws and regulations governing financial statement and accounting practices.
- Review the results from monitoring conducted under section 641A© of the Head Start Act, including appropriate follow up activities.
- Approve personnel policies and procedures , including those regarding the hiring , evaluation and compensation and termination of the Executive Director, Head Start Director, Director of Human Resources, Chief Financial Officer; and any other person in an equivalent position within the agency
- Establish, adopt and periodically update written standards of conduct that establish standards and formal procedures for disclosing, addressing and resolving and conflicts of interest or appearance of conflict of interest by directors, officers and employees of the corporation; and consultants and agents who provide services or furnish goods to the corporation; and complaint, including investigations, as appropriate
- Establish advisory committees to oversee key responsibilities related to Head Start program, Governance and improvement as practicable and appropriate
- Develop procedures for how members of the Policy Council are selected, consistent with Paragraph (2)(B): of the Head Start Act.

## ARTICLE V. POWERS

The powers of the Board of Directors shall include:

1. The appointment of the Executive Director and approval of those reporting directly to him/her.
2. The determination and final approval, subject to the Virginia Department of Social Services or other funding sources, regulations and policies, of major personnel, fiscal and programmatic policies.
3. The authority by resolution to authorize the letting of contracts, acceptance of grants, execution of loans and the selection of a depository for corporate assets.
4. The final approval of all programs, proposals and budgets.
5. The enforcement of compliance with all conditions of grants.
6. The determination of rules of procedure for the Board, subject, however, to:
  - a. Virginia Department of Social Services' instructions and policies and, where applicable, the regulations of other sources of funding to the corporation.
  - b. Roberts Rules of Order, where they do not conflict with the Virginia Department of Social Services' instructions and policies, these By-Laws or the authority of other sources of funding to the corporation.
7. The election of officers.
8. The selection of the executive committee.
9. The Board of Directors may delegate certain or all of its powers other than the appointment of the Executive Director, the election of officers and the selection of the Executive Committee, to the Executive Director of the Corporation.

## ARTICLE VI. OFFICERS

The officers of the corporation shall be a Chairmen, a Vice Chairman, a Secretary, a Treasurer and any such additional officers as the Board of Directors may from time to time deem desirable and necessary.

1. Term – All officers shall be elected by the Board of Directors for a term of one (1) year. Election of officers shall be held at the December meeting in each year and each member of the Board shall be provided a slate of officers proposed by a nominating committee appointed by the Chairmen from the membership of the Board, no later than ten (10) days in advance of such meeting.
2. Duties of the Officers
  - a. Chairman – The Chairman of the Board of Directors presides at all meetings of the Board and of the Executive Committee thereof and shall

appoint all standing and special committees of the Board of Directors. The Chairman shall have the power to co-sign the Corporations checks and drafts along with the Executive Director or Assistant Director.

b. Vice Chairman -- The Vice Chairmen of the Board of Directors shall perform the duties and have the powers of the Chairman. The Vice Chairman shall have the power to co-sign the Corporation's checks and drafts along with the Executive Director or Assistant Director.

c. Secretary -- The Secretary of the Board of Directors shall have the responsibility for the issuance of notices and the keeping of accurate minutes and a record of the attendance of all meetings of the Board of Directors and Executive Committee thereof. The minutes of all such meetings shall be Prepared and signed by the Secretary and countersigned by the presiding Officer at such meeting to signify his/her approval thereof, and shall be filed and kept in the principal office of the corporation. The Secretary shall keep accurate records showing the membership of the Board of Directors and its committees and shall perform all the duties commonly incident to this office and have such other powers as from time to time may be designated by the Board of Directors.

d. Treasurer -- The Treasurer of the Board of Directors shall have the power to co-sign the corporation's checks and drafts along with the Executive Director or Assistant Director and shall exercise due diligence in all financial transactions concerning the corporation to which he/she is a party. He/she shall generally perform all acts incident to the position of the Treasurer and shall have such further powers and duties as shall be from time to time conferred upon him/her by the Directors.

e. Employees and Assistant Officers -- No employee of the corporation, nor the child, parent or spouse of any employee of the corporation shall serve as a member of the Board of Directors. Any assistant officer shall act as an assistant to and under the direction of his/her superior officer and shall be vested with all powers and be required to perform any of the duties of his/her superior officer, and from time to time perform such other duties as may be required by the Board of Directors.

3. Removal -- Any officer or member of any committee appointed or elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be in accordance with the elements of due process, and without prejudice to the contract rights, if any, of the person removed.

#### ARTICLE VIII. EXECUTIVE DIRECTOR

Executive Director -- The Executive Director of the corporation shall be the chief administrative officer of the corporation. As such, all administrative decisions and program operations are directly under his/her jurisdiction. All contracts, purchases and sales between the corporation and various other corporations and individuals (local and governmental) are his/her direct responsibility. Responsibility for administering various components of the programs of the corporation may be delegated to the staff members of the corporation as the Executive Director deems necessary for a well-operated and efficient organization. The Executive Director must, however, approve the hiring of all employees of the agency. The Executive Director will be a joint signatory to all bonds, notes, checks, drafts deeds and contracts of the corporation. He/she shall have general supervision of the affairs of the corporation and shall perform all of the duties commonly incident to this

office and shall perform such other duties as the Board of Directors shall designate from time to time. The Executive Director shall attend all meetings of the Board of Directors and Executive Committee of the Board of Directors. During such meetings, the Executive Director shall sit with the Board of Directors or Executive Committee, and shall be entitled to be heard on matters before the Board of Directors or Executive Committee, but shall not be entitled to vote on such matters. To assist in the efficient and effective operation of the corporation, the Board of Directors or Executive Committee may allow the Executive Director to preside over any of its meetings. However, in so presiding, the Executive Director shall govern himself in accordance with the direction of the Board of Directors or Executive Committee, as the case may be.

#### ARTICLE VIII. MEETINGS

- A. Annual Meeting – The annual meeting of the Board of Directors shall be held in prior to the end of each calendar year on such date and at such time as the Board of Directors may determine.
- B. Regular Meetings – Regular Meetings of the Board of Directors shall be held on the first Monday of February, April, June, August, October and December of each year. However, the Board may, by resolution, elect to hold such meeting on any day of the week and at such time as may be convenient for all members of the Board.
- C. Special Meetings – Special Meetings of the Board of Directors may be called from time to time by the Chairman or any five (5) members of the Board of Directors upon written notice forwarded at least two (2) days in advance of such meeting. All such notices shall be sent via first class mail by the Secretary or an assistant secretary, if any, and shall specify the business to be considered at said special meetings. Special meetings of the Executive Committee shall be held at the call of the Chairmen, pursuant to written notice sent two (2) days in advance of such meetings, or actual notification made at least twenty-four (24) hours in advance of such meeting.

In case of an absolute emergency, the Chairman of the Board of Directors, in consultation with the Executive Director and members of the Executive Committee, has the authority to call a special meeting. Any action taken at such meeting shall be ratified at the next meeting of the full Board of Directors.

The attendance of any person at any meeting of the Board of Directors or any committee thereof shall constitute a waiver by such person of any default or defect in notice given.

Any actions taken at a special meeting shall be ratified at the next meeting of the full Board of Directors and included in the minutes of such meeting.

D. Holidays – Any regularly scheduled meeting which falls on a legal holiday shall be held on the Monday next following which is not a legal holiday.

E. Committee Meetings – Meetings of the Executive Committee and standing functional committee, as required, shall be held at the direction of the Chairmen of the Board of Directors.

F. Quorum -

1. A quorum for a meeting of the Board of Directors for the transaction of business shall be at least 50% of the non-vacant seats on the Board or members of record. The act of the majority of the Directors present at a meeting at which

a quorum is present shall be the act of the Board of Directors, unless otherwise specifically required by law.

2. Attendance – Absence by a Board member from three (3) consecutive regular meetings without excuse may be considered as a resignation. The Secretary shall make the Board members aware of their successive absences from two (2) consecutive meetings and the action which may be taken by the Board after three (3) consecutive unexcused absences. Where the absence is by a representative of the private sector, a copy of the notice shall be sent to the organization which selected the individual. Where the absence is by a representative of the impoverished, a copy of the notice shall be sent to the organization from which the individual was selected or to a group in the area or neighborhood represented or the at-large constituency. Where public officials are involved, notice shall be sent to the designating officials.

G. Place of Meeting – All meetings of the Board of Directors shall be held at such places as may be designated by the Chairman or the Executive Director in the notice of the meeting. The location of each annual, regular and special meeting shall be within the service area of Lyn-CAG.

H. Notice of Meeting -

1. Notice of the annual meeting and of each regular meeting shall be sent to each member of the Board of Directors by US Mail at least four (4) days prior to the meeting. Such notices shall state the place, hour and day of the meeting.
2. Notice of special meetings shall be sent to each member of the Board of Directors by US Mail not less than two (2) days prior to such special meeting. Such notices shall state the place, hour and day of the meeting.

I. Proxies – **Written proxies from Board members shall be permitted at all meetings of the Board of Directors for the purpose of absentee voting and for constituting a quorum.**

J. Method of Voting – Voting on any issue shall be by a majority of a quorum and may be by voice or show of hands, unless the presiding officer shall order, or any member demand, that voting be by secret ballot.

K. Recording of Minutes – The Board shall keep written minutes for each meeting which fairly and accurately reflect the business of the meeting, including a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and copies made available to the public upon request.

## ARTICLE IX. COMMITTEES

A. Executive Committee -

1. The Executive Committee shall; consist of the Chairman, Vice Chairman, Secretary, Treasurer and three (3) other Board members elected by the Board of Directors from its membership. The committee shall fairly reflect the full Composition of the Board.
2. The Executive Committee shall have the power to act for and on behalf of the

Board of Directors with respect to any matters requiring emergency attention and upon which the Board of Directors cannot reasonably be convened to act. All such actions taken by the Executive Committee shall be actions of the Board of Directors and shall be ratified at the next meeting of the Board of Directors. With the exception of such matters requiring emergency attention and other matters reserved to the sole discretion of the Executive Committee in these By-Laws or the specific instructions of the Board of Directors, actions taken by the Executive Committee shall be considered by the Board of Directors at its meeting next following such action, and shall be subject to the ratification of the Board of Directors.

3. The Executive Committee shall consider any grievance of any employee or member of the corporation's staff brought to the attention of said Committee in accordance with such rules and regulations as may be promulgated by the Board of Directors with respect to the consideration of grievances, and the decision of such Committee with respect to any such matter shall be subject to review only by the Board of Directors at its next regular meeting.

4. In the event of a vacancy in the position of Executive Director of the corporation, the Executive Committee shall be empowered to appoint and temporarily employ an interim Executive Director and have the responsibility and authority to promptly advertise and seek applicants for the position, to investigate and interview such applicants, and to recommend to the Board of Directors such persons as they believe should be employed by the corporation as Executive Director. All other employees of the corporation shall be employed by the Executive Director, but the Executive Committee shall be notified in advance of the employment of any person reporting directly to the Executive Director or his/her deputy, and the approval of such Committee shall be obtained prior to the employment of any such person.

5. The executive Committee may delegate certain or all its powers to the Executive Director of the Corporation, other than the appointment of the Executive Director, the election of the officers and the selection of the Executive Committee.

B. Standing Committees -- There shall be such standing committee as the Chairman may deem appropriate from time to time.

C. Finance Committee -- This committee shall be selected by the Board of Directors and chaired by the Treasurer, and shall have the responsibility of supervising the proper administration and expenditure of all funds. This committee shall insure that the books of the corporation are audited annually.

D. Personnel Committee -- This committee shall be selected by the Board of Directors and shall establish and review personnel policies of the agency.

E. Other Committees -- The Board of Directors shall have such other special committees or sub-committees as from time from time may be appointed by the Chairman or by the Chairmen of any functional committee, as the case may be.

F. Committee Membership -- The membership of each committee shall fairly reflect the constituency of the Board as a whole.

#### ARTICLE X. GENERAL

A. Fiscal year – The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year. The books, records and financial affairs of the corporation shall be audited by such independent certified public accountants as may be selected by the Board of Directors and the examination report of such account shall be furnished to the Board of Directors.

B. Banks and Checking – All monies of the corporation shall be deposited in its name in such banking institutions as may be designed by the Board, and checks drawn on any account of the corporation shall be signed by the Executive Director or the Assistant Director and countersigned by one of the following Board members: Chairmen, Vice Chairmen or Treasurer.

C. Indemnification Against Liability – This corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation from and against any and all claims and liabilities to which such person may become subject by reason of his/her having been a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claims or liability.

D. Amendments – These By-Laws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at any regular meeting, providing the text of the amendment has been sent to each Board Member at least four (4) days prior to such meeting.

#### ARTICLE XI. DISSOLUTION

Voluntary dissolution procedures shall be initiated in accordance with the requirements of the statutes of the State of Virginia, the requirements of the Internal Revenue Code with respect to distribution of properties held by a corporation which has been granted tax exempt status, and with the Virginia Department of Social Services' requirements or other funding sources' requirements. This document supersedes all previous documents establishing or amending the By-Laws of the corporation.

Adopted this 14th day of April, 2014, to become effective immediately upon adoption.

LYNCHBURG COMMUNITY ACTION GROUP, INC.

By: \_\_\_\_\_

*Priscilla Liggon*  
Mrs. Priscilla Liggon  
Chair, Board of Directors